

RECORDED MARCH 12, 1996 BK 378 PG 486 NO 221688 RONALD L. DAILEY, COUNTY CLERK

STATE OF WYOMING)
) ss. RECORDED APRIL 10, 1996 BK 379 PG 135
COUNTY OF SHERIDAN)

SECOND SUPPLEMENTARY DECLARATION OF COVENANTS,
CONDITIONS AND RESTRICTIONS
FOR THE POWDER HORN

THIS SECOND SUPPLEMENTARY DECLARATION OF COVENANTS, CONDITIONS,
AND RESTRICTIONS is made this 12th day of March, 1996, by POWDER
HORN RANCH, LLC, a Wyoming Limited Liability Company (hereinafter
referred to as "Declarant").

W I T N E S S E T H:

WHEREAS, Declarant recorded a Declaration of Covenants,
Conditions and Restrictions for the Powder Horn (the
"Declaration") on September 27, 1995, in Book 375, Page 563 of
the records of the Sheridan County Clerk and Ex-Officio Register
of Deeds; and

WHEREAS, Declarant recorded a First Supplementary Declaration of
Covenants, Conditions and Restrictions for the Powder Horn on
February 26, 1996, in Book 378, Page 321, of the records of the
Sheridan County Clerk and Ex-Officio Register of Deeds; and

WHEREAS, Declarant, pursuant to Section 12.02 of the Declaration,
wishes to amend the existing covenants for all phases of this
development as set forth herein, including the lots located in
Phase I, legally described on Exhibit A attached hereto, and all
additional lots, including those in Phase II, legally described
on Exhibit B; and

WHEREAS, Declarant is the owner of that certain real property
described on Exhibit B to this Second Supplementary Declaration
of Covenants, Conditions and Restrictions for the Powder Horn.

NOW, THEREFORE, the Declarant declares the following Amendment to
the Declaration of Covenants, Conditions and Restrictions which
shall be applicable to the Property (described on Exhibits A and
B) and all Additional Property, to-wit:

(a) Article X, USE AND OCCUPANCY CONTROL is hereby
supplemented and amended by adding paragraph 10.09, which shall
read as follows:

10.09 No Use of Domestic Water for Purposes of Irrigation.
The use of domestic water supplied by the Sheridan Area
Water Supply Joint Powers Board, and its successors or
assigns, under any Water Service Agreement that pertains to
the Powder Horn Ranch Planned Unit Development, or any Phase
of development thereunder platted, is and shall be used only

for domestic purposes; and, the use of any such domestic water for the purpose of irrigating any and all exterior lawns, gardens, greenbelts, golf courses, and landscaping within the Powder Horn Ranch Planned Unit Development is prohibited; and, the Powder Horn Homeowners Association shall have the responsibility and authority to enforce the foregoing covenant.

All capitalized terms used in this Second Supplementary Declaration, except as otherwise defined herein, shall have the same meaning as set forth in the Declaration.

Upon recording of this Second Supplementary Declaration, the Property (described on Exhibits A and B hereto) and all Additional Property shall be subject to the amendment hereinabove made.

IN WITNESS WHEREOF, the Declarant has caused this Second Supplementary Declaration of Covenants, Conditions and Restrictions for the Powder Horn to be duly executed.

POWDER HORN RANCH, LLC

By: Homer Scott, Jr.
Manager



) ss.
)

Going instrument was acknowledged before me this March, 1996, by Homer Scott, Jr., Manager of Powder Horn Ranch, LLC.

WITNESS my hand and official seal.

[Signature]
Notary Public

My Commission Expires: 6-11-99

**EXHIBIT A
POWDER HORN RANCH - PHASE I
BOUNDARY DESCRIPTION
SEPTEMBER 25, 1995**

A tract of land situated in the Northeast Quarter (NE¼) and the East Half of the Southeast Quarter (E½ SE¼) of Section 33 and in the West Half of the Southwest Quarter (W½ SW¼) of Section 34, Township 55 North, Range 84 West, of the Sixth Principal Meridian, Sheridan County, Wyoming, said tract being more particularly described as follows:

Beginning at a point located on the Southeasterly Right of Way Line of State Highway No. 335, said point being located S 50°13'08"W, 2302.17' from the Northeast Corner of said Section 33; Thence along a curve to the right having a radius of 1066.71', a central angle of 8°57'57", an arc length of 166.92', and chord bearing and distance of S 46°14'15"E, 166.75'; Thence N 47°15'57"E, 132.38'; Thence N 61°42'55"E, 134.88'; Thence S 56°22'12"E, 129.50'; Thence S.54°27'54"E, 108.08'; Thence along a curve to the right having a radius of 330.00', a central angle of 20°51'31", an arc length of 120.14', and chord bearing and distance of N 45°57'51"E, 119.47'; Thence N 33°36'23"W, 120.46'; Thence N 61°33'47"E, 196.67'; Thence S 76°35'39"E, 673.10'; Thence N 84°16'56"E, 100.93'; Thence S 48°35'12"E, 80.00'; Thence S 10°21'05"W, 488.56'; Thence S.3°25'40"W, 448.16'; Thence along a curve to the right having a radius of 330.00', a central angle of 41°32'27", an arc length of 239.26', and chord bearing and distance of S 45°12'58"E, 234.05'; Thence S 24°26'44"E, 391.57'; Thence along a curve to the right having a radius of 470.00', a central angle of 41°40'25", an arc length of 341.85', and chord bearing and distance of S 45°16'56"E, 334.36'; Thence S 66°07'09"E, 200.25'; Thence along a curve to the right having a radius of 380.00', a central angle of 18°52'14", an arc length of 125.15', and chord bearing and distance of S 56°41'02"E, 124.59'; Thence N0°00'00"E, 660.23'; Thence S 71°57'34"E, 369.50'; Thence S0°00'00"E, 155.14'; Thence S 54°20'17"E, 193.23'; Thence S 25°44'09"W, 303.13'; Thence S 32°01'22"E, 313.53'; Thence S 5°37'17"W, 87.34'; Thence S 59°24'32"W, 33.03'; Thence along a curve to the left having a radius of 595.00', a central angle of 11°03'22", an arc length of 114.81', and chord bearing and distance of S 36°07'09"E, 114.64'; Thence S.48°21'10"W, 60.00'; Thence S 80°45'18"W, 527.56'; Thence S 29°14'48"W, 474.46'; Thence N 60°45'12"W, 79.95'; Thence along a curve to the left having a radius of 75.00', a central angle of 70°24'44", an arc length of 92.17', and chord bearing and distance of S 84°02'25"W, 86.48'; Thence S 48°50'03"W, 100.00'; Thence along a curve to the right having a radius of 285.00', a central angle of 16°21'49", an arc length of 81.40', and chord bearing and distance of S.57°00'58"W, 81.12'; Thence S 65°11'53"W, 96.83'; Thence S 27°43'30"E, 66.58'; Thence S 43°17'33"W, 111.27'; Thence S 26°23'15"W, 502.54'; Thence

S.10°39'11"W, 81.35'; Thence S 5°04'53"E, 200.00'; Thence S 86°52'07"W, 175.44'; Thence along a curve to the left having a radius of 592.36', a central angle of 1°57'00", an arc length of 20.16', and chord bearing and distance of N.4°06'23"W, 20.16'; Thence N 5°04'53"W, 164.31'; Thence along a curve to the right having a radius of 325.00', a central angle of 14°38'32", an arc length of 83.06', and chord bearing and distance of N 2°14'23"E, 82.83'; Thence N.80°26'21"W, 290.47'; Thence N 26°23'15"E, 199.81'; Thence N 30°19'14"E, 221.34'; Thence N 16°25'29"E, 87.75'; Thence N 26°02'51"E, 167.84'; Thence N.55°57'22"E, 304.65'; Thence N 82°29'28"E, 290.24'; Thence S 48°10'42"E, 112.35'; Thence N 48°50'03"E, 20.89'; Thence along a curve to the right having a radius of 125.00', a central angle of 70°24'44", an arc length of 153.62', and chord bearing and distance of N 84°02'25"E, 144.13'; Thence S 60°45'12"E, 19.95'; Thence N 29°14'48"E, 183.72'; Thence West, 69.08'; Thence N.23°57'18"W, 547.35'; Thence N 37°45'08"E, 395.40'; Thence N 66°07'09"W, 109.70'; Thence along a curve to the right having a radius of 530.00', a central angle of 41°40'25", an arc length of 385.49', and chord bearing and distance of N 45°16'56"W, 377.05'; Thence N 24°26'44"W, 391.57'; Thence along a curve to the left having a radius of 270.00', a central angle of 64°53'10", an arc length of 305.77', and chord bearing and distance of N 56°53'19"W, 289.69'; Thence S.80°29'04"W, 56.56'; Thence N 89°19'54"W, 67.58'; Thence along a curve to the right having a radius of 1676.16', a central angle of 17°07'41", an arc length of 501.07', and chord bearing and distance of N 80°46'04"W, 499.21'; Thence along a curve to the right having a radius of 657.12', a central angle of 49°22'50", an arc length of 566.34', and chord bearing and distance of N 47°30'48"W, 548.97'; Thence N.22°49'24"W, 100.00'; Thence along a curve to the left having a radius of 986.71', a central angle of 27°53'50", an arc length of 480.43', and chord bearing and distance of N 36°46'19"W, 475.70' to a point on the Southeasterly Right of Way Line of State Highway No. 335; Thence Along Said Southeasterly Right of Way Line N 39°16'46"E, 80.00' to the point of beginning, said tract containing 58.456 Acres, more or less.

NOW KNOWN AS:

Powder Horn Ranch Planned Unit Development, Phase I as recorded with the Sheridan County Clerk and Ex-Officio Recorder of Deeds in Drawer P, Plat No. 36, on September 27, 1995, as Document No. 208954.

EXHIBIT B
LEGAL DESCRIPTION
POWDER HORN RANCH - PHASE TWO

TWO TRACTS OF LAND SITUATED IN THE NORTHWEST QUARTER OF THE NORTHWEST QUARTER (NW¼ NW¼) OF SECTION 3 AND THE NORTHEAST QUARTER OF THE NORTHEAST QUARTER (NE¼ NE¼) OF SECTION 4, TOWNSHIP 54 NORTH, RANGE 84 WEST, AND IN THE SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER (SE¼ SE¼) OF SECTION 33 AND THE SOUTHWEST QUARTER (SW¼) OF SECTION 34, TOWNSHIP 55 NORTH, RANGE 84 WEST, OF THE SIXTH PRINCIPAL MERIDIAN, SHERIDAN COUNTY, WYOMING, SAID TRACTS BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT LOCATED N 84°16'28"E, 682.91 FEET FROM THE EAST ONE-SIXTEENTH CORNER BETWEEN SAID SECTION 33 AND SECTION 4; THENCE N 86°52'07"E, 50.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 642.36 FEET, A CENTRAL ANGLE OF 7°00'29", AND AN ARC LENGTH OF 78.57 FEET, WITH CHORD BEARING AND DISTANCE S 0°22'21"W, 78.52 FEET; THENCE S 84°16'35"E, 194.02 FEET; THENCE S 6°38'24"E, 305.54 FEET; THENCE S 69°34'05"W, 209.55 FEET; THENCE S 8°29'59"W, 222.85 FEET; THENCE S 62°58'20"W, 203.32 FEET; THENCE S 17°03'03"W, 109.50 FEET; THENCE S 47°03'21"W, 232.96 FEET; THENCE N 71°31'11"W, 182.88 FEET; THENCE N 89°07'57"W, 50.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 469.24 FEET, A CENTRAL ANGLE OF 49°15'04", AND AN ARC LENGTH OF 403.35 FEET, WITH CHORD BEARING AND DISTANCE OF N 25°29'35"E, 391.05 FEET; THENCE N 50°07'07"E, 184.74 FEET; THENCE N 40°49'24"W, 69.54 FEET; THENCE N 25°42'44"E, 390.00 FEET; THENCE N 23°40'14"E, 123.07 FEET; THENCE N 84°55'07"E, 75.44 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 592.36 FEET, A CENTRAL ANGLE OF 0°32'30", AND AN ARC LENGTH OF 5.60 FEET, WITH CHORD BEARING AND DISTANCE S 3°24'08"E, 5.60 FEET TO THE POINT OF BEGINNING, CONTAINING 9.065 ACRES, MORE OR LESS,

AND

BEGINNING AT A POINT LOCATED S 79°56'53"E, 804.85 FEET FROM THE QUARTER CORNER BETWEEN SAID SECTION 33 AND SECTION 34; THENCE S 71°57'34"E, 78.51 FEET; THENCE S 64°31'32"E, 195.05 FEET; THENCE N 85°51'45"E, 264.48 FEET; THENCE S 11°55'05"E, 1144.01 FEET; THENCE S 9°49'55"W, 17.28 FEET; THENCE S 17°50'01"E, 67.75 FEET; THENCE S 6°10'00"W, 129.22 FEET; THENCE S 38°19'27"W, 321.50 FEET; THENCE S 51°40'33"E, 117.27 FEET; THENCE S 14°41'24"W, 104.77

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FEET; THENCE S 45°16'28"W, 160.06 FEET; THENCE S 87°21'12"W, 168.69 FEET; THENCE N 29°38'10"W, 744.61 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 204.16 FEET, A CENTRAL ANGLE OF 4°18'22", AND AN ARC LENGTH OF 15.34 FEET, WITH CHORD BEARING AND DISTANCE S 81°01'30"W, 15.34 FEET; THENCE S 11°07'41"E, 164.74 FEET; THENCE S 21°13'43"E, 169.25 FEET; THENCE S 43°09'12"E, 182.47 FEET; THENCE S 3°58'28"E, 125.04 FEET; THENCE S 24°21'20"W, 113.70 FEET; THENCE S 67°01'55"W, 372.48 FEET; THENCE N 48°08'10"W, 136.21 FEET; THENCE S 41°53'50"W, 126.94 FEET; THENCE ALONG A CURVE TO THE LEFT HAVING A RADIUS OF 125.00 FEET, A CENTRAL ANGLE OF 90°45'23", AND AN ARC LENGTH OF 198.00 FEET, WITH CHORD BEARING AND DISTANCE OF S 3°28'52"E, 177.94 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 175.00 FEET, A CENTRAL ANGLE OF 90°19'04", AND AN ARC LENGTH OF 275.86 FEET, WITH CHORD BEARING AND DISTANCE S 3°42'01"E, 248.17 FEET; THENCE S 41°27'31"W, 152.51 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 425.00 FEET, A CENTRAL ANGLE OF 13°02'24", AND AN ARC LENGTH OF 96.73 FEET, WITH CHORD BEARING AND DISTANCE S 47°58'43"W, 96.52 FEET; THENCE S 54°29'55"W, 112.71 FEET; THENCE N 35°30'05"W, 50.00 FEET; THENCE N 64°55'25"W, 98.75 FEET; THENCE N 12°37'54"W, 503.24 FEET; THENCE N 17°36'20"E, 135.90 FEET; THENCE N 81°29'00"E, 84.65 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 930.00 FEET, A CENTRAL ANGLE OF 37°45'48", AND AN ARC LENGTH OF 612.96 FEET, WITH CHORD BEARING AND DISTANCE N 10°21'54"E, 601.92 FEET; THENCE S 60°45'12"E, 60.00 FEET; THENCE N 29°14'48"E, 474.01 FEET; THENCE N 80°45'18"E, 527.56 FEET; THENCE N 48°21'10"E, 60.00 FEET; THENCE ALONG A CURVE TO THE RIGHT HAVING A RADIUS OF 595.00 FEET, A CENTRAL ANGLE OF 11°03'22", AND AN ARC LENGTH OF 114.81 FEET, WITH CHORD BEARING AND DISTANCE N 36°07'09"W, 114.64 FEET; THENCE N 59°24'32"E, 33.03 FEET; THENCE N 5°37'17"E, 87.34 FEET; THENCE N 32°01'22"W, 313.53 FEET; THENCE N 25°44'09"E, 303.12 FEET; THENCE N 54°20'17"W, 193.23 FEET; THENCE NORTH, 155.14 FEET TO THE POINT OF BEGINNING, CONTAINING 44.555 ACRES, MORE OR LESS,

SAID TRACTS TOTALING 53.620 ACRES.

NOW KNOWN AS:

Powder Horn Ranch Ranch, Planned Unit Development, Phase Two.
A subdivision in Sheridan County, Wyoming, as recorded with
the Sheridan County Clerk and Ex-Officio Recorder of Deeds on
March 29, 1996, Plat Number P-38, Instrument Number 222993.