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 05/25/2004 03:05 PM 125.00
 Book - 8992 Pg - 1492-1496
GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 ROSECREST INC
 ATTN DONALD E WALLACE
 2511 S WEST TEMPLE
 SLC UT 84115
 BY: ZJN, DEPUTY - WI 5 P.

5/107
 When Recorded Please Return to:
 Rosecrest, Inc.
 Attn: Donald E. Wallace
 2511 S. West Temple
 Salt Lake City, Utah 84115

Affects Portions of Parcels: 32-12-100-022 & 32-12-100-023 & 32-12-300-001

**SUPPLEMENTAL DECLARATION
 OF
 COVENANTS, CONDITIONS, AND RESTRICTIONS
 OF
 ROSECREST PLAT N, A PLANNED UNIT DEVELOPMENT**

THIS SUPPLEMENTAL DECLARATION is made and executed this 25th day of May, 2004, by Rosecrest, Inc., a Utah corporation ("Declarant").

RECITALS

- A. On July 7, 2000, Declarant recorded the "DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS OF ROSECREST, A PLANNED UNIT DEVELOPMENT" (hereafter known as "Original Declaration") with the Salt Lake County, Utah recorder as Entry No. 7673672, in Book 8373, at pages 1602-1642.
- B. Under the provisions of the Original Declaration, the Declarant has the right to expand the Project with "Additional Lands", as defined in the Original Declaration.

NOW, THEREFORE, for the foregoing purposes, Declarant hereby declares that the property described in Exhibit "A", attached hereto and made a part hereof by this reference and hereinafter to be incorporated by this reference within the definition of Additional Lands, is and shall be held, transferred, sold, conveyed, and occupied subject to the covenants, conditions, restrictions, easements, charges, and liens of the Original Declaration, including those hereinafter set forth.

1. Declarant proposes to record a plat commonly know as "Rosecrest Plat N" to add Additional Lands to the Original Declaration. The legal description of the Additional Lands covered by the proposed Plat N, is contained in Exhibit "A."
2. There are no other amendments, supplements or replacements to the Original Declaration made by this Supplemental Declaration, with the exception of the Additional Lands as described in Exhibit "A".
3. All ownership, sales, transfers, conveyances and occupancies of any portion of the Additional Lands are subject to the covenants, restrictions, easements, charges and

liens set forth in the Original Declaration as amended by this Supplemental Declaration.

4. Any deed, lease, mortgage, deed of trust, or other instrument conveying or encumbering title to a Lot shall describe the interest or estate involved substantially as follows:

Lot No. _____ contained within Rosecrest Plat N, a Planned Unit Development, as said Lot is identified in Plat L, recorded in Salt Lake County, Utah on _____, _____, as Entry No. _____ and in the "Declaration of Covenants, Conditions, and Restrictions of Rosecrest, a Planned Unit Development" recorded in Salt Lake County, Utah on _____, _____, as Entry No. _____, in Book _____, at Page _____ and in the "Supplemental Declaration of Covenants, Conditions, and Restrictions" recorded in Salt Lake County, Utah on _____, 20____, as Entry No. _____, in Book _____, at Page _____.

TOGETHER WITH a nonexclusive right and easement of use and enjoyment in and to the Common Areas described, and as provided for, in said Plat and said Declaration of Covenants, Conditions, and Restrictions. SUBJECT TO such perpetual easements and rights of ingress and egress on, over, under, through, and across the lot which are associated with the utilities and private streets in said development.

Whether or not the description employed in any such instrument is in the above-specified form, however, this Declaration shall be binding upon and shall inure to the benefit of any party who acquires any interest in a Lot. Neither the right and easement of use and enjoyment to the Common Areas, shall be separated from the Lot to which they appertain, and even though not specifically mentioned in the instrument of transfer, such nonexclusive right and easement of use and enjoyment to the Common Areas shall automatically accompany the transfer of the Lot to which they relate. Notwithstanding any inference that can be drawn from this Declaration to the contrary, the owner of each Lot shall be responsible for the payment of any and all charges, assessments and fees (including hookup fees) relating to all utilities provided to the Lot, and the Association shall not be liable for any part of such charges, assessments or fees.

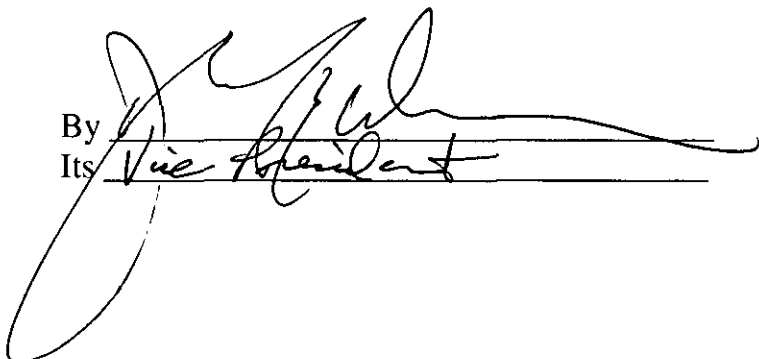
5. There are no Common Areas/Facilities or Limited Common Areas/Facilities being created by Rosecrest Plat L, and therefore there is no portion of the Additional Lands (commonly known as Rosecrest Plat J) being conveyed to the Association. As such there are no Common Areas/Facilities or Limited Common Areas/Facilities to be maintained by the Association or by individual Lot owners.

6. All Additional Lands under this Supplemental Declaration are either privately owned subdivision lots or are publicly dedicated easements and rights-of-way for public streets and utility corridors as shall be identified on the official recorded plat.
7. All of the rights of Declarant under this Supplemental Declaration may be assigned, transferred, or encumbered either by operation of law or through a voluntary conveyance, transfer, encumbrance, or assignment.
8. This Supplemental Declaration and all the provisions hereof shall constitute covenants to run with the land or equitable servitudes, as the case may be, and shall be binding upon and shall inure to the benefit of Declarant, all parties who hereafter acquire any interest in a Lot or in the Common Areas (as such terms are defined in the Original Declaration and herein used), and their respective grantees, transferees, heirs, devisees, personal representatives, successors, and assigns. Each Owner or occupant of a Lot or Living Unit (as such terms are defined in the Original Declaration and herein used) shall comply with, and all interests in all Lots and in the Common Areas shall be subject to, the terms of this Supplemental Declaration and the provisions of any rules, regulations, agreements, instruments, amendments, and determinations contemplated by this declaration and the provisions of any rules, regulations, agreements, instruments, amendments, an determinations contemplated by this Supplemental Declaration. By acquiring any interest in a Lot or in the Common Areas, the party acquiring such interest consents to, and agrees to be bound by, each and every provision of this Supplemental Declaration.
9. This Supplemental Declaration, any amendment or supplement hereto, and any amendment to the Plat shall take effect upon its being filed for record in the Office of the County Recorder of Salt Lake County, Utah.

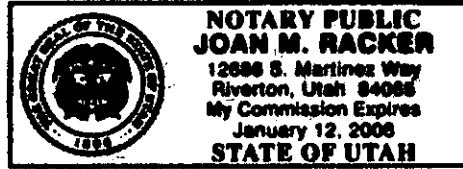
EXECUTED by Declarant on this 25th day of May, 2004.

ROSECREST, INC., a Utah corporation

By
Its


Vice President

STATE OF UTAH)
 : SS.
COUNTY OF SALT LAKE)



On the 24th day of May, 2004, personally appeared before me Donald E. Wallace, the signer of the foregoing instrument who duly acknowledged to me that he is the Vice President of Rosecrest, Inc., a Utah corporation, and that the foregoing instrument was signed in behalf of said company.

Joan M. Racker
NOTARY PUBLIC

My Commission Expires:
1/12/2008

Residing at:
Salt Lake County, Utah

Exhibit "A"
BOUNDARY DESCRIPTION

Commencing at the Northwest corner of Section 12, Township 4 South, Range 2 West, Salt Lake Base and Meridian; (Basis of Bearing South 89°50'19" East 2671.153 feet between the Northwest corner of Section 12 and the North quarter corner of Section 12, Township 4 South, Range 2 West, Salt Lake Base and Meridian) thence South 89°50'19" East along the north line of said section for 1256.777 feet; thence South 00°09'41" West for 1073.718 feet to the POINT OF BEGINNING; thence South 74°48'07" East for 638.121 feet; thence with a curve to the right having a radius of 25.000 feet, a central angle of 90°00'00" (chord bearing and distance of South 29°48'07" East – 35.355 feet) for an arc distance of 39.270 feet; thence South 74°48'07" East for 60.000 feet; thence South 15°11'53" West for 141.711 feet; thence South 74°48'07" East for 126.598 feet; thence South 87°09'17" East for 71.208 feet; thence South 12°01'17" East for 117.698 feet; thence South 24°29'30" West for 247.929 feet; thence South 14°25'32" West for 552.575 feet; thence South 08°59'17" West for 256.599 feet; thence South 22°28'39" West for 129.459 feet; thence South 49°30'03" East for 95.233 feet; thence South 43°11'00" West for 169.166 feet; thence South 43°06'51" East for 99.126 feet; thence South 46°53'09" West for 253.499 feet; thence North 44°43'51" West for 511.302 feet; thence North 60°28'10" West for 298.426 feet; thence North 23°47'58" East for 220.513 feet; thence with a non-tangent curve to the left having a radius of 1467.000 feet, whose center bears South 26°55'46" West, with a central angle of 03°07'48" (chord bearing and distance of North 64°38'08" West – 80.132 feet) for an arc distance of 80.142 feet; thence North 66°12'02" West for 39.898 feet; thence with a curve to the left having a radius of 25.000 feet, a central angle of 90°00'00" (chord bearing and distance of South 68°47'58" West – 35.355 feet) for an arc distance of 39.270 feet; thence North 66°12'02" West for 60.000 feet; thence with a non-tangent curve to the left having a radius of 25.000 feet, whose center bears North 66°12'02" West, with a central angle of 90°00'00" (chord bearing and distance of North 21°12'02" West – 35.355 feet) for an arc distance of 39.270 feet; thence North 66°12'02" West for 50.102 feet; thence with a curve to the right having a radius of 1033.000 feet, a central angle of 08°49'12" (chord bearing and distance of North 61°47'26" West – 158.861 feet) for an arc distance of 159.018 feet; thence North 32°37'10" East for 201.000 feet; thence North 38°54'26" East for 216.337 feet; thence with a non-tangent curve to the right having a radius of 975.000 feet, whose center bears North 38°54'26" East, with a central angle of 03°09'42" (chord bearing and distance of North 49°30'43" West – 53.793 feet) for an arc distance of 53.800 feet; thence North 42°01'53" East for 84.608 feet; thence North 41°11'29" East for 75.075 feet; thence North 32°01'06" East for 75.143 feet; thence North 26°39'00" East for 75.143 feet; thence North 21°12'52" East for 75.139 feet; thence North 16°21'39" East for 73.908 feet; thence North 15°11'53" East for 236.772 feet; thence North 20°27'20" East for 50.211 feet; thence North 15°11'53" East for 130.000 feet to the POINT OF BEGINNING.

Otherwise known as Rosecrest Plat N, lots 1-108, inclusive.