

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

9144422
 08/12/2004 03:06 PM \$119.00
 Book - 9025 Pg - 573-578
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 ROSECREST INC
 ATTN DONALD WALLACE
 2511 S WEST TEMPLE
 SLC UT 84115
 BY: ELF, DEPUTY - WI 6 P.

Affects Portions of Parcels: 32-12-300-001 & 32-12-400-005

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

THIS SUPPLEMENTAL DECLARATION is made and executed this 11th day of August, 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 O" to add Additional Lands to the Original Declaration. The legal description of the Additional Lands covered by the proposed Plat O, 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 O, a Planned Unit Development, as said Lot is identified in Plat O, 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 N, and therefore there is no portion of the Additional Lands (commonly known as Rosecrest Plat O) 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 11th day of August, 2004.

ROSECREST, INC., a Utah corporation

By 
Its Vice President of Operations

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

On the 11th day of August, 2004, personally appeared before me Donald S. Wallace, the signer of the foregoing instrument who duly acknowledged to me that he is the Vice President of Operations 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

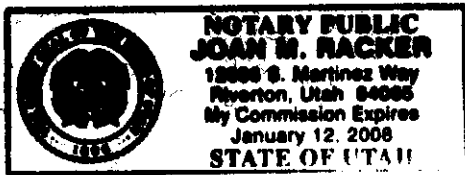


Exhibit "A"
BOUNDARY DESCRIPTION

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 2671.237 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 1803.288 feet; thence South 00°09'41" West for 2708.322 feet to the POINT OF BEGINNING; thence South 83°40'18" East for 205.447 feet; thence South 04°59'59" West for 124.088 feet; thence South 15°41'30" East for 129.644 feet; thence South 45°30'04" East for 36.088 feet; thence North 60°19'38" East for 128.594 feet; thence North 60°01'52" East for 50.000 feet; thence with a non-tangent curve to the left having a radius of 245.000 feet, whose center bears North 60°01'52" East, with a central angle of 02°14'43" (chord bearing and distance of South 31°05'30" East – 9.601 feet) for an arc distance of 9.601 feet; thence North 63°35'43" East for 140.273 feet; thence North 27°38'41" West for 61.896 feet; thence North 22°28'31" West for 54.729 feet; thence South 85°52'16" East for 300.305 feet; thence South 69°29'27" East for 290.140 feet; thence South 71°40'32" East for 168.944 feet; thence South 75°21'20" East for 527.039 feet; thence South 63°14'27" East for 152.696 feet; thence South 69°59'44" East for 116.000 feet; thence with a non-tangent curve to the left having a radius of 942.000 feet, whose center bears South 69°59'44" East, with a central angle of 35°05'11" (chord bearing and distance of South 02°27'41" West – 567.883 feet) for an arc distance of 576.855 feet; thence South 74°55'05" West for 116.000 feet; thence with a non-tangent curve to the left having a radius of 30.000 feet, whose center bears South 74°55'05" West, (chord bearing and distance of North 58°25'20" West – 41.180 feet) for an arc distance of 45.386 feet; thence South 78°14'15" West for 55.791 feet; thence with a curve to the left having a radius of 25.000 feet, with a central angle of 90°00'00" (chord bearing and distance of South 33°14'15" West – 35.355 feet) for an arc distance of 39.270 feet; thence South 79°09'54" West for 60.008 feet; thence with a non-tangent curve to the left having a radius of 25.000 feet, whose center bears South 78°14'15" West, with a central angle of 87°58'37" (chord bearing and distance of North 55°45'03" West - 34.726 feet) for an arc distance of 38.387 feet; thence with a curve to the right having a radius of 1533.000 feet, with a central angle of 01°57'13" (chord bearing and distance of South 81°14'15" West – 52.266 feet) for an arc distance of 52.268 feet; thence South 07°47'09" East for 139.522 feet; thence South 78°14'15" West for 51.117 feet; thence South 83°57'25" West for 127.589 feet; thence South 89°26'53" West for 50.769 feet; thence North 00°02'17" East for 148.446 feet; thence with a non-tangent curve to the right having a radius of 1533.000 feet, whose center bears North 00°02'17" East, with a central angle of 01°54'13" (chord bearing and distance of North 89°00'37" West – 50.934 feet) for an arc distance of 50.936 feet; thence with a curve to the left having a radius of 25.000 feet, with a central angle of 87°58'37" (chord bearing and distance of South 47°57'12" West – 34.726 feet) for an arc distance of 38.387 feet; thence North 86°02'07" 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 86°02'07" West, with a central angle of 87°58'37" (chord bearing and distance of North 40°01'25" West – 34.726 feet) for an arc distance of 38.387 feet; thence with a curve to the right having a radius of 1533.000 feet, with a central angle of 04°21'21" (chord bearing and distance of North 81°50'03" West – 116.518 feet) for an arc distance of 116.546 feet; thence South 03°57'59" West for 157.211 feet; thence North 86°02'01" West for 210.402 feet; thence North 00°11'27" West for 73.212 feet; thence North 70°14'23" West for 121.698 feet; thence North 16°28'50" East for 120.536 feet; thence with a non-tangent curve to the right having a radius of

1533.000 feet, whose center bears North 22°05'39" East, with a central angle of 02°17'06" (chord bearing and distance of North 66°45'48" West – 61.134 feet) for an arc distance of 61.139 feet; thence with a curve to the left having a radius of 25.000 feet, with a central angle of 87°58'37" (chord bearing and distance of South 70°23'27" West – 34.726 feet) for an arc distance of 38.387 feet; thence North 63°35'52" 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 63°35'52" West, with a central angle of 87°58'37" (chord bearing and distance of North 17°35'10" West – 34.726 feet) for an arc distance of 38.387 feet; thence with a curve to the right having a radius of 1533.000 feet, with a central angle of 03°24'16" (chord bearing and distance of North 59°52'21" West – 91.076 feet) for an arc distance of 91.090 feet; thence South 26°24'06" West for 101.901 feet; thence North 82°40'21" West for 111.084 feet; thence North 53°29'54" West for 91.476 feet; thence North 50°23'02" West for 91.476 feet; thence North 47°16'09" West for 91.476 feet; thence North 43°24'07" West for 90.109 feet; thence North 39°24'07" West for 83.509 feet; thence North 58°49'41" West for 143.543 feet; thence North 15°18'32" East for 213.856 feet; thence North 43°06'51" West for 76.050 feet; thence North 46°53'09" East for 66.000 feet; thence North 43°06'51" West for 99.126 feet; thence North 43°11'00" East for 169.166 feet; thence North 49°30'03" West for 95.233 feet to the POINT OF BEGINNING.

Otherwise known as Rosecrest Plat O, lots 1-85, inclusive.