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 11/23/2004 10:56 AM \$170.00
 Book - 9063 Pg - 8953-8958
GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 DON WALLACE
 2511 S WEST TEMPLE
 SLC UT 84105
 BY: ZJM, DEPUTY - WI 6 P.

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

Affects Portions of Parcels: 32-12-300-001 & 32-11-200-013 & 32-12-100-026

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

THIS SUPPLEMENTAL DECLARATION is made and executed this 15th day of November, 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 P" to add Additional Lands to the Original Declaration. The legal description of the Additional Lands covered by the proposed Plat P, 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 P, a Planned Unit Development, as said Lot is identified in Plat P, 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.

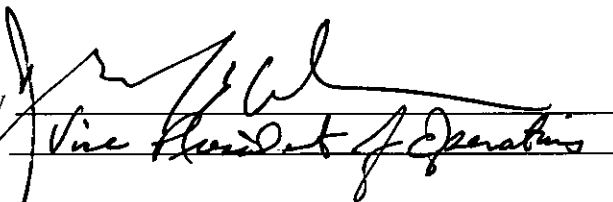
5. There are no Common Areas/Facilities or Limited Common Areas/Facilities being created by Rosecrest Plat P, and therefore there is no portion of the Additional Lands (commonly known as Rosecrest Plat P) being conveyed to the Association. As such there are no Common Areas/Facilities or Limited Common 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 15th day of November, 2004.

ROSECREST, INC., a Utah corporation

By
Its


Vice President of Operations

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

On the 15th day of November, 2004, personally appeared before me Donald G. 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, UT

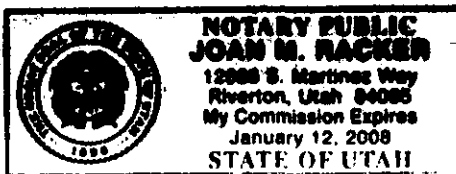


Exhibit "A"
BOUNDARY DESCRIPTION

Beginning at the West Quarter corner of Section 12, Township 4 South, Range 2 West, Salt Lake Base and Meridian (Basis of Bearing being North 00°26'59" West – 2670.014 feet between West Quarter corner and the Northwest corner of said Section 12) and running North 89°20'35" West along the quarter section line for 1260.067 feet; thence North 18°53'27" East for 1.631 feet to a point on the southerly boundary line of Herriman Heights Subdivision as recorded in Book 2004P at Page 78 in the Salt Lake County recorders office; thence continuing along the southerly boundary of said Herriman Heights Subdivision the following five (5) courses: North 18°53'27" East for 246.440 feet; thence North 17°53'25" East for 87.220 feet; thence South 90°00'00" East for 395.140 feet; thence North 05°17'51" East for 124.340 feet; thence North 85°28'43" East for 499.678 feet to a point of intersection of said Herriman Heights Subdivision and the westerly line of the Salt Lake County Water Conservancy District recorded in Book 7456 at Page 2560 in the Salt Lake County recorders office; thence along said westerly line the following three (3) courses: South 21°13'18" East for 65.516 feet; thence South 07°43'00" East for 300.410 feet; thence North 89°33'01" East for 183.000 feet to a point on the west line of the Northwest quarter of Section 12; thence North 00°26'59" West along said section line for 933.472 feet to a point on the boundary easterly boundary of said Herriman Heights Subdivision; thence along said easterly boundary line the following three (3) courses: North 89°33'06" East for 0.045 feet; thence North 00°27'05" West for 263.480 feet; thence North 89°18'23" West for 0.037 feet to a point on the west line of the Northwest quarter of Section 12; thence North 00°26'59" West along said section line for 67.765 feet to a point on the southerly boundary of Rosecrest Plat K as recorded in Book 2003P at Page 344 in the Salt Lake County recorders office; thence along the southerly boundary of said Rosecrest Plat K the following five (5) courses: with a non-tangent curve to the right having a radius of 967.000 feet; whose center bears South 42°02'41" West, with a central angle of 27°03'06" (chord bearing and distance of South 34°25'46" East – 452.329 feet) for an arc distance of 456.558 feet; thence with a compound curve to the right having a radius of 25.000 feet, with a central angle of 93°02'33" (chord bearing and distance of South 25°37'03" West – 36.282 feet) for an arc distance of 40.597 feet; thence South 20°44'06" East for 50.063 feet; thence with a non-tangent curve to the right having a radius of 25.000 feet, whose center bears South 17°51'40" East, with a central angle of 87°17'29" (chord bearing and distance of South 64°12'56" East – 34.510 feet) for an arc distance of 38.088 feet; thence with a reverse curve to the left having a radius of 1033.000 feet, with a central angle of 45°37'50" (chord bearing and distance of South 43°23'07" East – 801.117 feet) for an arc distance of 822.687 feet to a point on the southerly boundary of Rosecrest Plat N as recorded in Book 2004P at Page 124 in the Salt Lake County recorders office; thence along the southerly boundary of said Rosecrest Plat N the following ten (10) courses: South 66°12'02" East for 50.102 feet; thence with a curve to the right having a radius of 25.000 feet, with a central angle of 90°00'00" (chord bearing and distance of South 21°12'02" East – 35.355 feet) for an arc distance of 39.270 feet; thence South 66°12'02" East for 60.000 feet; thence with a non-tangent curve to the right having a radius of 25.000 feet, with a central angle of 90°00'00" (chord bearing and distance of North 68°47'58" East – 35.355 feet) for an arc distance of 39.270 feet; thence South 66°12'02" East for 39.898 feet; thence with a curve to the right having a radius of 1467.000 feet, with a central angle of 03°07'48" (chord bearing and distance of South 64°38'08" East – 80.132 feet) for an arc distance of 80.142 feet; thence South 23°47'58" West for 220.513 feet; thence South 60°28'10" East for 298.426 feet; thence South 44°43'51" East for 511.302 feet; thence North 46°53'09" East

for 187.499 feet to a common point on the boundary of Rosecrest Plat N and Rosecrest Plat O as recorded in Book 2004P at Page 228 in the Salt Lake County recorders office; thence along the southerly boundary of said Rosecrest Plat O the following four (4) courses: South 43°06'51" East for 76.050 feet; thence South 15°18'32" West for 213.856 feet; thence South 58°49'41" East for 143.543 feet; thence South 39°24'07" East for 24.611 feet; thence leaving said southerly boundary of Rosecrest Plat O, South 31°45'19" West for 248.034 feet; thence South 50°05'15" West for 215.641 feet; thence South 48°55'55" West for 252.333 feet; thence South 50°10'38" West for 228.768 feet; thence South 39°34'45" West for 395.315 feet; thence South 50°08'34" West for 312.063 feet; thence South 89°34'27" West for 723.997 feet to a point on the west line of the Southwest Quarter of Section 12; thence North 00°13'56" West along said section line for 1872.843 feet to the POINT OF BEGINNING.

Containing 3,768,407 square ft. or 86.5107 acres.