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 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 DONALD E WALLACE
 2511 S WEST TEMPLE
 SLC UT 84115
 BY: ZJM, DEPUTY - W 5 P.

When Recorded, Mail to:

Donald E. Wallace
 2511 S. West Temple
 Salt Lake City, UT 84115

**THIRD AMENDMENT TO
 MASTER DEVELOPMENT AGREEMENT FOR THE ROSECREST
 MASTER PLANNED UNIT DEVELOPMENT (the "MDA")
 (To remove 18.07 acres of real property as described in Exhibit "A" from the MDA
 and add 14.25 acres of real property as described in Exhibit "B")**

THE THIRD AMENDMENT TO THE MDA (This "First Amendment") is made the first day of February 2007, by and between the City of Herriman, a Utah municipal corporation ("City") and Rosecrest, Inc., a Utah corporation ("Master Developer").

Recitals

A. On or about June 26, 2000, City and Master Developer executed the MDA for a real estate development ("Rosecrest") located in Salt Lake County, State of Utah. The MDA was recorded on August 7, 2000, as Entry #7693577, in Book 837, at Pages 6863-6980 in the Official Records of the Salt Lake County Recorder.

B. Section 26 of the MDA provides that the MDA may be amended by an instrument signed by the Master Developer and the City.

C. Master Developer and the City now desire to amend the MDA to ~~add~~ remove approximately 18.07 acres of land as described in Exhibit "A" (as more fully defined below, the "Added Property") and to ~~release~~ add 14.25 acres of land as described in Exhibit "B" ("Released Property").

Terms and Conditions

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, City and Master Developer hereby amend the MDA as follows:

1. So long as the Released Property is used for a house of worship, the Released Property is hereby fully released from all of the provisions of the MDA. If, however, any portion of the Released Property is used for any purpose other than a house of worship, then the MDA shall be fully applicable upon that portion.

2. The Added Property shall be included in the definition of the property and the MDA shall be fully applicable to the Added Property.

3. All other provisions to the MDA as exercised remain the same.

IN WITNESS WHEREOF, the City and the Master Developer have caused these presents to be signed.

“CITY”

ATTEST:

City of Herriman
a municipal corporation

Kristi Peterson, CMC

Kristi Peterson, CMC
City Recorder

By:

J. Lynn Crane
J. Lynn Crane, Mayor



“MASTER DEVELOPER”

Rosecrest Inc.
a Utah corporation

By:

Donald E. Wallace
Donald E. Wallace

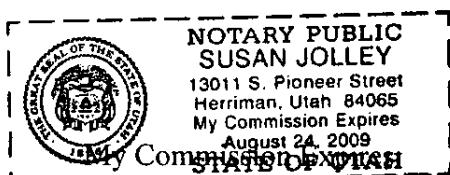
Its: Vice President of Real Estate
Operations

CITY ACKNOWLEDGEMENT

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 28 day of February, 2007, before me, appeared Lynn Crane, to me personally known, who being by me duly sworn, did say that he is the Mayor of the City of Herriman, a municipal corporation, and that said instrument was signed on behalf of the City by authority for its governing body and said Mayor acknowledged to me that the City executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notary seal on the day and year last above written.



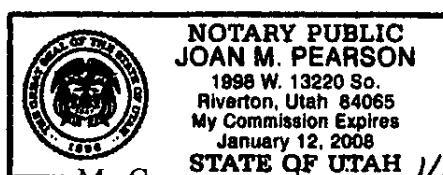
Notary Public in and for said County and State
Print Notary's Name: Susan Tolley

MASTER DEVELOPER ACKNOWLEDGEMENT

STATE OF UTAH)
) ss
COUNTY OF SALT LAKE)

On this 1st day of March, 2007, before me, appeared Donald E. Wallace, to me personally known, who being by me duly sworn, did say that he is the Vice President of Rosecrest, Inc., a Utah corporation, and that said instrument was signed on behalf of the Master Developer by authority for its governing body and said Donald E. Wallace acknowledged to me that the Master Developer executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notary seal on the day and year last above written.



Notary Public in and for said County and State
Print Notary's Name: *Chen M. Pearson*

Joan M. Pearson

EXHIBIT "A"

LEGAL DESCRIPTION

18.07 Acre Tract Legal Description

Commencing at the Southeast Corner of Section 12, Township 4 South, Range 2 West, Salt Lake Base and Meridian (Basis of Bearing North 89°25'08" West – 2666.775 feet between the Southeast Corner and the South Quarter Corner of said Section 12) and running North 89°25'08" West along the south line of said Section 12 for 898.610 feet; thence North 00°34'52" East perpendicular to said section line for 152.004 feet to the **POINT OF BEGINNING**; thence South 25°48'23" West for 414.828 feet; thence South 28°52'36" West for 340.152 feet; thence North 44°15'41" West for 572.880 feet; thence North 45°56'52" West for 385.554 feet; thence North 43°58'39" West for 213.170 feet to a point on the southerly boundary of Rosecrest Plat R recorded in Book 2006P at Page 143 in the office of the Salt Lake County Recorder; thence the along the southerly boundary of said Rosecrest Plat R the following five (5) calls: North 04°44'43" West for 89.005 feet; thence North 63°11'05" East for 186.101 feet; thence North 50°06'44" East for 313.431 feet; thence North 42°00'21" East for 235.387 feet; thence North 52°12'23" East for 91.705 feet; thence South 23°24'17" East for 310.540 feet; thence with a curve to the left having a radius of 1,053.000 feet, a central angle of 35°09'50" (chord bearing and distance of South 40°59'11" East - 636.158 feet) for an arc length of 646.253 feet to the **POINT OF BEGINNING**.

Containing 787,201 square feet or 18.0716 acres.

EXHIBIT “B”

LEGAL DESCRIPTION

14.25 Acre Tract Legal Description

BEGINNING at the Northeast corner of Section 13, Township 4 South, Range 2 West, Salt Lake Base and Meridian, and running thence South 00°36'54" West for 672.421 feet along the section line; thence leaving said section line South 88°54'02" West for 235.009 feet; thence North 88°52'34" West for 342.798 feet; thence North 77°44'05" West for 416.175 feet; thence North 14°12'42" East for 521.214 feet; thence North 26°27'57" East for 194.788 feet to a point on the southerly right-of-way line of future Juniper Crest Road; thence along said right-of-way the following (2) calls: A curve to the left having a radius of 1053.000 feet, a central angle of 23°51'39" (chord bearing and distance of South 77°29'19" East - 435.358 feet) and for an arc distance of 438.520 feet; thence South 89°25'08" East for 351.818 feet to the POINT OF BEGINNING.

Contains 620,729.965 square feet or 14.2500 acres.