

When Recorded Please Return to:

Scenic at Rosecrest, L.L.C.

Attn: Donald E. Wallace

2511 S. West Temple

Salt Lake City, Utah 84115

Affects Portions of Parcels: 32-12-400-011 & 32-12-300-007 & 32-12-400-014

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

THIS SUPPLEMENTAL DECLARATION is made and executed this 6th day of June, 2006, by Rosecrest, Inc., a Utah corporation ("Declarant") and Scenic At Rosecrest, L.L.C., a Utah limited liability company ("Co-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 and Co-Declarant hereby declare 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 and Co-Declarant recorded a plat commonly know as "Rosecrest Plat R" to add Additional Lands to the Original Declaration. The legal description of the Additional Lands covered by the proposed Plat R, 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 R, a Planned Unit Development, as said Lot is identified in Plat R, 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 R, and therefore there is no portion of the Additional Lands (commonly known as Rosecrest Plat R) being conveyed to the Association. As such

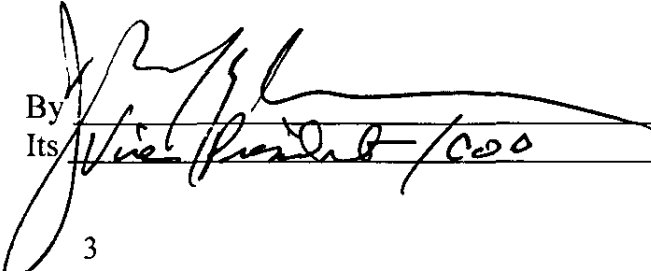
there are no Common Areas/Facilities or Limited Common Areas/Facilities to be maintained by the Association or by individual Lot owners.

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 and Co-Declarant on this 2nd day of June, 2006.

ROSECREST, INC., a Utah corporation

By
Its


Vice President / CEO

Scenic at Rosecrest, L.L.C., a Utah limited liability company

By: _____

Its: _____

STATE OF UTAH)

: ss.

COUNTY OF SALT LAKE)

On the 7th day of June, 2006 personally appeared before me **Donald E. Wallace**, the signer of the foregoing instrument who duly acknowledged to me that he is the **Vice President/COO** of Rosecrest, Inc., a Utah corporation, and that he is the **Manager** of Scenic at Rosecrest, L.L.C. that the foregoing instrument was signed in behalf of said companies.

Joan M. Racker
NOTARY PUBLIC

My Commission Expires:

1/12/2008

Residing at:

Salt Lake Co.

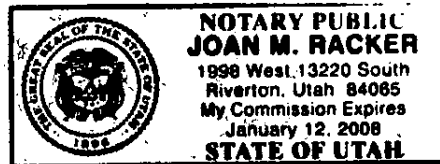


Exhibit "A"

Rosecrest Plat R BOUNDARY DESCRIPTION

Commencing at the North Quarter corner of Section 12, Township 4 South, Range 2 West, Salt Lake Base and Meridian; (Basis of Bearing North 89°50'19" West 2671.237 feet between the North Quarter corner and the Northwest Corner of said Section 12), thence North 89°50'19" West along the north line of said section for 755.923 feet; thence South 00°09'41" West perpendicular to said section line for 3365.777 feet to a point on the southerly boundary of Rosecrest Plat O, as recorded in Book 2004P at Page 228 in the Salt Lake County recorders office said point also being the POINT OF BEGINNING; thence along the southerly boundary of said Rosecrest Plat O the following nineteen (19) courses: South 39°24'07" East for 58.897 feet; thence South 43°24'07" East for 90.109 feet; thence South 47°16'09" East for 91.476 feet; thence South 50°23'02" East for 91.476 feet; thence South 53°29'54" East for 91.476 feet; thence South 82°40'21" East for 111.084 feet; thence North 26°24'06" East for 101.901 feet; thence with a non-tangent curve to the left having a radius of 1533.000 feet, whose center bears North 31°49'47" East, with a central angle of 03°24'16" (chord bearing and distance of South 59°52'21" East – 91.076 feet) for an arc distance of 91.090 feet; thence with a reverse curve to the right having a radius of 25.000 feet, with a central angle of 87°58'37" (chord bearing and distance of South 17°35'10" East – 34.726 feet) for an arc distance of 38.387 feet; thence South 63°35'52" East for 60.000 feet; thence with a non-tangent curve to the right having a radius of 25.000 feet, whose center bears South 63°35'52" East, with a central angle of 87°58'37" (chord bearing and distance of North 70°23'27" East – 34.726 feet) for an arc distance of 38.387 feet; thence with a reverse curve to the left having a radius of 1533.000 feet, with a central angle of 02°17'06" (chord bearing and distance of South 66°45'48" East – 61.134 feet) for an arc distance of 61.139 feet; thence South 16°28'50" West for 120.536 feet; thence South 70°14'23" East for 121.698 feet; thence South 00°11'27" East for 73.212 feet; thence South 86°02'01" East for 210.402 feet; thence North 03°57'59" East for 157.211 feet; thence with a non-tangent curve to the left having a radius of 1533.000 feet, whose center bears North 10°20'37" East, with a central angle of 10°18'21" (chord bearing and distance of South 84°48'33" East – 275.368 feet) for an arc distance of 275.740 feet; thence South 00°02'17" West for 148.446 feet; thence North 89°26'53" East for 50.769 feet; thence North 83°57'25" East for 127.589 feet; thence North 78°14'15" East for 51.117 feet; thence North 07°47'09" West for 139.522 feet; thence with a non-tangent curve to the left having a radius of 1533.000 feet, whose center bears North 07°47'09" West, with a central angle of 03°58'36" (chord bearing and distance of North 80°13'33" East – 106.376 feet) for an arc distance of 106.397 feet; thence North 78°14'15" East for 110.791 feet; thence with a curve to the right having a radius of 30.000 feet, with a central angle of 86°40'50" (chord bearing and distance of South 58°25'20" East – 41.180 feet) for an arc distance of 45.386 feet to a common boundary corner on the southerly boundary of said Rosecrest Plat O and the westerly boundary of Rosecrest Plat Q as recorded in Book 2005P at Page 100 in the Salt Lake County recorders office; thence along the westerly boundary of said Rosecrest Plat Q the following two (2) courses: with a reverse curve to the left having a radius of 1058.000 feet, with a central angle of 08°19'22" (chord bearing and distance of South 19°14'36" East – 153.549 feet) for an arc distance of 153.684 feet; thence South 23°24'17" East for 581.759 feet; thence South 52°12'23" West for 91.705 feet; thence South 42°00'21" West for 235.387 feet; thence South 50°06'44" West for 313.431 feet; thence South 63°11'05" West for 186.101 feet; thence South 04°44'43" East for

174.484 feet; thence South 30°50'33" East for 152.440 feet; thence South 13°01'15" East for 360.867 feet; thence South 45°05'53" East for 278.646 feet; South 58°23'47" East for 561.718 feet; thence South 08°44'16" East for 570.522 feet; thence South 00°08'39" East for 387.863 feet; thence North 89°59'41" East for 1118.744 feet to a point on the east line of Section 13, Township 4 South, Range 2 West, Salt Lake Base & Meridian; thence South 00°36'54" West along the east line of said Section 13 for 909.408 feet; thence North 89°15'27" West for 1297.613 feet; thence North 00°22'38" East for 1284.966 feet; thence North 09°42'38" West for 457.816 feet; thence North 60°45'41" West for 494.030 feet; thence North 45°00'58" West for 366.625 feet; thence North 13°12'04" West for 683.615 feet; thence North 26°39'48" East for 197.335 feet; thence North 47°49'10" West for 130.757 feet; thence with a non-tangent curve to the left having a radius of 170.000 feet, whose center bears South 47°49'10" East, with a central angle of 15°49'30" (chord bearing and distance of South 34°16'06" West – 46.805 feet) for an arc distance of 46.954 feet; thence North 63°38'40" West for 60.000 feet; thence with a non-tangent curve to the right having a radius of 230.000 feet, whose center bears South 63°38'40" East, with a central angle of 09°12'04" (chord bearing and distance of North 30°57'22" East – 36.896 feet) for an arc distance of 36.936 feet; thence with a reverse curve to the left having a radius of 15.000 feet, with a central angle of 77°17'34" (chord bearing and distance of North 03°05'23" West – 18.735 feet) for an arc distance of 20.235 feet; thence with a reverse curve to the right having a radius of 175.000 feet, with a central angle of 30°33'23" (chord bearing and distance of North 26°27'29" West – 92.227 feet) for an arc distance of 93.329 feet; thence North 11°10'47" West 41.363 feet; thence with a curve to the left having a radius of 15.000 feet, with a central angle of 100°02'05" (chord bearing and distance of North 61°11'50" West – 22.987 feet) for an arc distance of 26.189 feet; thence North 21°12'53" West for 50.000 feet; thence with a non-tangent curve to the right having a radius of 225.000 feet, whose center bears South 21°12'53" East, with a central angle of 03°21'50" (chord bearing and distance of North 70°28'03" East – 13.209 feet) for an arc distance of 13.210 feet; thence with a reverse curve to the left having a radius of 15.000 feet, with a central angle of 83°19'45" (chord bearing and distance of North 30°29'05" East – 19.943 feet) for an arc distance of 21.816 feet; thence North 11°10'47" West for 22.071 feet; thence with a curve to the right having a radius of 625.000 feet, with a central angle of 04°24'28" (chord bearing and distance of North 08°58'33" West – 48.070 feet) for an arc distance of 48.082 feet; thence South 83°13'41" West for 130.588 feet; thence North 00°00'00" West for 358.125 feet; thence North 74°50'20" West for 274.800 feet; thence South 37°44'02" West for 443.561 feet; thence South 44°12'58" West for 304.732 feet; thence North 35°40'01" West for 102.590 feet; thence South 54°19'59" West for 160.000 feet; thence South 35°40'01" East for 7.362 feet; thence South 54°19'59" West for 122.136 feet; thence South 55°01'51" West for 172.568 feet; thence North 34°58'09" West for 15.889 feet; thence South 55°43'19" West for 228.113 feet; thence South 52°03'45" West for 50.000 feet; thence North 37°56'15" West for 71.564 feet; thence with a curve to the left having a radius of 15.000 feet, with a central angle of 87°59'04" (chord bearing and distance of North 81°55'47" West – 20.837 feet) for an arc distance of 23.034 feet; thence North 35°55'19" West for 60.000 feet; thence North 54°04'41" East for 26.773 feet; thence North 43°20'58" West for 89.879 feet; thence North 22°43'55" East for 188.307 feet; thence North 39°13'48" East for 90.715 feet; thence North 53°56'58" West for 52.622 feet; thence with a curve to the right having a radius of 245.500 feet, with a central angle of 95°06'41" (chord bearing and distance of North 06°23'38" West – 362.325 feet) for an arc distance of 407.532 feet; thence North 41°09'43" East for 122.504 feet; thence with a curve to the left having a radius of 15.000 feet, with a central angle of 105°34'09" (chord bearing and distance of North 11°37'22" West – 23.891 feet) for an arc distance of 27.638 feet; thence with

a compound curve to the left having a radius of 270.000 feet, with a central angle of $09^{\circ}44'57''$ (chord bearing and distance of North $69^{\circ}16'55''$ West – 45.886 feet) for an arc distance of 45.942 feet; thence with a curve to the right having a radius of 780.000 feet, with a central angle of $05^{\circ}47'55''$ (chord bearing and distance of North $71^{\circ}15'25''$ West – 78.906 feet) for an arc distance of 78.940 feet to a point on the southerly boundary of Rosecrest Plat P as recorded in Book 2004P at Page 355 in the Salt Lake County recorders office; thence along the southerly boundary of said Rosecrest Plat P the following four (4) courses: thence North $50^{\circ}10'38''$ East for 166.909 feet; thence North $48^{\circ}55'55''$ East for 252.333 feet; thence North $50^{\circ}05'15''$ East for 215.641 feet; thence North $31^{\circ}45'19''$ East for 248.034 feet to the POINT OF BEGINNING.