

WHEN RECORDED, RETURN TO:

David J. Smith
890 Main Street, Suite 5109
P. O. Box 1450
Park City, UT 84060

00725523 BK1677 PG0360-00365

ALAN SPRIGGS, SUMMIT CO RECORDER
2005 FEB 04 13:34 PM FEE \$50.00 BY CJM
REQUEST: COALITION TITLE

**SUPPLEMENTAL DECLARATION TO THE CERTIFICATE OF
AMENDMENT AND AMENDED AND RESTATED MASTER
DECLARATION OF COVENANTS, CONDITIONS AND
RESTRICTIONS OF EMPIRE PASS**

THIS SUPPLEMENTAL DECLARATION TO THE CERTIFICATE OF AMENDMENT AND AMENDED AND RESTATED MASTER DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF EMPIRE PASS (this "Supplemental Declaration"), dated as of the 31st day of January, 2005, by United Park City Mines Company, a Delaware corporation ("Declarant"), amends that certain Certificate of Amendment and Amended and Restated Master Declaration of Covenants, Conditions and Restrictions of Empire Pass dated December 10, 2004, and Recorded on December 14, 2004 in the Office of the Recorder of Summit County, Utah, as Entry No. 719855 in Book 1666 at Pages 1054 through 1155 (the "Amended and Restated Master Declaration"). The Amended and Restated Master Declaration, as amended and supplemented pursuant to this Supplemental Declaration, is collectively referred to herein as the "Declaration," which term, shall for all purposes thereof or of any related document, mean and refer to the Amended and Restated Master Declaration as so amended, supplemented, or otherwise modified. All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Amended and Restated Master Declaration.

RECITALS:

- A. Declarant has subjected certain real property located in Summit County, Utah to the Declaration.
- B. The Declaration established an association known as the Empire Pass Master Owners Association, Inc., a Utah non-profit corporation (the "Master Association"), which is responsible for governing Empire Pass on matters of common concern as more particularly described in the Declaration.
- C. The Declaration provides that Declarant shall have the right and option, from time to time and at any time to amend the provisions of the Declaration and to subject property to the Declaration by the recordation of a Supplemental Declaration, which shall be effective when it is Recorded, unless otherwise provided therein.
- D. Pursuant to the provisions of Article XVI of the Declaration, Declarant desires to subject to the provisions of the Declaration the real property located in Summit County, Utah

(the "Subject Property") more particularly described on Exhibit A attached hereto and made a part hereof.

E. Declarant owns all of the Subject Property.

F. Declarant is executing and delivering this Supplemental Declaration for the purpose of subjecting the Subject Property to the provisions of the Declaration.

NOW, THEREFORE, in consideration of the foregoing premises, Declarant hereby declares and states as follows:

1. Subject Property.

(a) The Subject Property is hereby subjected to the Declaration, and shall be held, conveyed, hypothecated, encumbered, leased, occupied, built upon or otherwise used, improved or transferred, in whole or in part, subject to the Declaration, as amended or modified from time to time, which provisions are hereby ratified, approved, confirmed and incorporated herein, with the same force and effect as if fully set forth herein and made again as of the date hereof, and the Subject Property is hereby subjected to the authority and to the jurisdiction of the Master Association.

(b) The Land Use Classification, Neighborhood designation and density allocation affecting the Subject Property are set forth on Exhibit B attached hereto and incorporated herein for all purposes.

2. The provisions of the Declaration shall run with the Subject Property and shall be binding upon all parties having any right, title, or interest in the Subject Property or any part thereof, their heirs, successors and assigns and shall inure to the benefit of each Owner thereof.

3. This Supplemental Declaration shall be effective as of the date it is Recorded in the Office of the Recorder of Summit County, Utah.

IN WITNESS WHEREOF, Declarant has executed and delivered this Supplemental Declaration as of the date and year first above written.

UNITED PARK CITY MINES COMPANY,
a Delaware corporation

By: 
David J. Smith, Authorized Representative

STATE OF UTAH)
 : ss.
COUNTY OF SUMMIT)

The foregoing instrument was acknowledged before me this 4th of February, 2005 by David J. Smith as the Authorized Representative of United Park City Mines Company, a Delaware corporation.

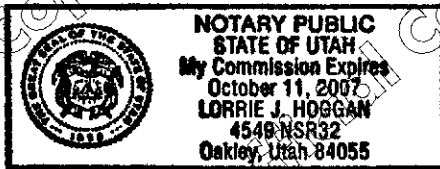

NOTARY PUBLIC

My Commission Expires:

10-11-07

Residing at:

Oakley, Utah



**EXHIBIT A
TO
SUPPLEMENTAL DECLARATION**

The real property referred to in this Supplemental Declaration as the Subject Property is located in Summit County, Utah and is more particularly described as follows:

**LEGAL DESCRIPTION
RED CLOUD SUBDIVISION**

A parcel of land located in the south half of Section 28 and the north half of Section 33, Township 2 South, Range 4 East, Salt Lake Base and Meridian.

Beginning at corner No. 3 of the UNCLE CHARLES Mining Claim, Lot 448 in the Uintah Mining District and located South 88°24'56" West 8.71 feet along Section Line and South 12.40 feet from the south quarter corner of Section 28, Township 2 South, Range 4 East, Salt Lake Base and Meridian; and running thence along the northerly end line of the UNCLE CHARLES mining claim North 42°53'29" West 200.06 feet; thence along the westerly side line of the UNCLE CHARLES mining claim South 47°05'06" West 151.61 feet; thence North 42°54'54" West 60.00 feet; thence South 47°05'06" West 235.59 feet to a point on a curve to the right having a radius of 190.00 feet, of which the radius point bears North 42°54'54" West; thence along the arc of said curve 163.35 feet through a central angle of 49°15'33" to a point of reverse curve to the left having a radius of 140.00 feet, of which the radius point bears South 06°20'39" West; thence westerly along the arc of said curve 140.18 feet through a central angle of 57°22'03"; thence South 38°58'36" West 145.23 feet to a point on a curve to the right having a radius of 465.00 feet, of which the radius point bears North 51°01'24" West; thence along the arc of said curve 277.03 feet through a central angle of 34°08'06"; thence South 73°06'42" West 161.91 feet to a point on a curve to the left having a radius of 175.00 feet, of which the radius point bears South 16°53'18" East; thence along the arc of said curve 173.22 feet through a central angle of 56°42'44"; thence South 16°23'58" West 201.56 feet; thence South 35°34'45" East 421.42 feet to a point on the Summit-Wasatch County line; thence along the Summit-Wasatch County line the following three (3) courses: 1) South 54°41'12" West 119.26 feet; thence 2) South 88°54'12" West 344.13 feet; thence 3) North 82°53'47" West 231.41 feet to a point on a curve to the right having a radius of 1275.00 feet, of which the radius point bears North 07°06'13" East; thence along the arc of said curve 147.29 feet through a central angle of 06°37'08"; thence North 13°43'21" East 50.00 feet to a point on a non tangent curve to the right having a radius of 50.00 feet, of which the radius point bears North 13°43'21" East; thence northerly along the arc of said curve 107.22 feet through a central angle of 122°51'58"; thence North 46°35'19" East 192.32 feet to a point on a curve to the left having a radius of 625.00 feet, of which the radius point bears North 43°24'41" West; thence along the arc of said curve 394.15 feet

through a central angle of 36°08'00"; thence North 10°27'20" East 165.38 feet to a point on a curve to the right having a radius of 215.00 feet, of which the radius point bears South 79°32'40" East; thence along the arc of said curve 150.27 feet through a central angle of 40°02'47" to a point of reverse curve to the left having a radius of 75.00 feet, of which the radius point bears North 39°29'53" West; thence northerly along the arc of said curve 80.07 feet through a central angle of 61°10'16"; thence North 10°40'09" West 211.51 feet; thence North 53°02'42" East 174.14 feet; thence South 83°22'14" East 72.43 feet; thence North 71°26'21" East 57.91 feet; thence North 58°22'25" East 126.67 feet; thence North 43°19'22" East 103.91 feet; thence North 88°33'34" East 698.29 feet; thence South 07°11'44" West 272.48 feet; thence North 47°05'06" East 62.37 feet; thence North 07°11'44" East 214.78 feet to a point on a curve to the left having a radius of 392.87 feet, of which the radius point bears North 82°48'16" West; thence along the arc of said curve 265.09 feet through a central angle of 38°39'37"; thence North 40°06'56" East 338.44 feet; thence North 33°54'42" East 222.11 feet; thence North 02°31'44" West 549.12 feet; thence North 02°39'14" West 518.83 feet; thence North 43°40'11" East 113.75 feet; thence North 61°14'42" East 124.74 feet; thence North 83°45'19" East 150.83 feet; thence South 67°09'50" East 93.65 feet; thence South 34°57'27" East 259.63 feet; thence South 53°11'52" East 301.16 feet; thence South 37°04'49" East 64.38 feet to a point on the westerly side line of the CLIPPER mining claim, Lot 570 in the Uintah Mining District; thence along the westerly side line of the CLIPPER mining claim South 25°25'00" West 583.88 feet; thence along the westerly side line of the CLIPPER mining claim South 36°57'00" West 854.05 feet; thence along the southerly end line of the CLIPPER mining claim South 83°00'00" East 221.10 feet; thence South 13°00'12" West 240.42 feet; thence South 20°54'24" West 205.52 feet to a point on the northerly side line of the HARWOOD mining claim, Lot 450 in the Uintah Mining District; thence along the northerly side line of the HARWOOD mining claim South 47°05'27" West 91.00 feet to the point of beginning.

DESCRIPTION CONTAINS 49.26 ACRES, MORE OR LESS.

**EXHIBIT B
TO
SUPPLEMENTAL DECLARATION**

(Restrictions on the Subject Property)

1. Land Use Classification. The Land Use Classification for the Subject Property is as follows: Single Family Lot Use.

The Land Use Classification established by Declarant for the Subject Property pursuant to this Supplemental Declaration shall not obviate the need for compliance with: (i) the Design Guidelines and the Declaration; (ii) all codes, rules, regulations and requirements of the City; (iii) the City's approvals for the Red Cloud Subdivision; and (iv) the Declarations of Covenants, Conditions and Restrictions for Red Cloud Subdivision dated January 20, 2005, and Recorded on January 27, 2005, in the office of the Recorder of Summit County, Utah, as Entry No. 00724722 in Book 01675 at Pages 01023-01059.

2. Neighborhood Designation. All of the Subject Property is made a part of the Red Cloud Neighborhood.

3. Density Allocation. The maximum density allocated to the Subject Property is as follows: Ten Thousand (10,000) square feet of livable square footage for each Lot within the Red Cloud Subdivision.

BK1677 PC0365