

AFTER RECORDING PLEASE RETURN TO:

SunCrest, L.L.C.
Attn: Ed Grampp
2021 East Village Green Circle
Draper, Utah 84020

AFFHS15195-04

**SUPPLEMENTAL DECLARATION
TO
THE DECLARATION OF COVENANTS,
CONDITIONS, EASEMENTS AND RESTRICTIONS
FOR
SUNCREST, A PLANNED COMMUNITY**

(TO ANNEX ADDITIONAL LAND AND DESIGNATE
A LIMITED USE DRIVEWAY IN MAPLE HOLLOW 10, 11 & 13 AT SUNCREST)

THIS SUPPLEMENTAL DECLARATION TO THE DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR SUNCREST, A PLANNED COMMUNITY (this "Supplemental Declaration"), is executed pursuant to the provisions of the Declaration described in Recital "B" below by SunCrest, L.L.C., a Delaware limited liability company ("Declarant") (f/k/a DAE/Westbrook, L.L.C., a Delaware limited liability company ("DAE/Westbrook")).

WITNESSETH:

A. Declarant was formerly known as DAE/Westbrook and it properly changed its name to SunCrest, L.L.C. Declarant has the power to execute this Supplemental Declaration pursuant to the provisions of the Declaration described in Recital "B" below.

B. On December 28, 1999, Declarant recorded with the Recorder of Salt Lake County, Utah, that certain Declaration of Covenants, Conditions, Easements and Restrictions for SunCrest, a Planned Community as Entry No. 7543075 at Book 8332, Page 4708, which Declaration Declarant also recorded with the Recorder of Utah County, Utah on December 22, 2000, as Entry No. 101565:2000 ("Original Declaration"), covering the initial real property and improvements situated in Salt Lake County, Utah, more particularly described in Exhibit "A" attached thereto ("SunCrest").

C. On October 11, 2002, Declarant recorded with the Recorder of Salt Lake County, Utah, a First Amendment to Declaration of Covenants, Conditions, Easements and Restrictions for SunCrest, a Planned Community as Entry No. 8383413 at Book 8664, Page 2560, which First Amendment Declarant also recorded with the Recorder of Utah County, Utah on August 14, 2002 as Entry No. 93174:2002 ("First Amendment").

D. On January 3, 2005, Declarant recorded with the Recorder of Utah County, Utah, an Official Plat of MAPLE HOLLOW 10, 11 & 13 AT SUNCREST as Entry No. 90:2005 ("Maple Hollow 10, 11 & 13 Plat").

109902 VW

E. The Original Declaration, as amended and supplemented pursuant to the First Amendment, this Supplemental Declaration and as amended and supplemented pursuant to certain other Supplemental Declarations that Declarant has or may in the future record against various projects, Lots, Parcels and Neighborhoods within SunCrest, is collectively referred to as the "Declaration," which term shall, for all purposes thereof or of any related document, mean and refer to the Original Declaration as so amended, supplemented, or otherwise modified.

F. The Declaration established an association known as the SunCrest Owners Association, Inc., a Utah nonprofit corporation (the "Master Association"), which is responsible for governing SunCrest on matters of common concern as more particularly described in the Declaration.

G. Article XVI of the Declaration provides that Declarant shall have the absolute right and option, from time to time and at any time to subject to the provisions of the Declaration and the jurisdiction of the Master Association, the Additional Land or portions thereof by the recordation of a Supplemental Declaration annexing such Additional Land which shall be effective upon filing for recordation, unless otherwise provided therein.

H. Declarant desires to subject to the provisions of the Declaration and the jurisdiction of the Master Association, that certain portion of the Additional Land, situated in Utah County, Utah consisting of all of the Lots and other real property located within MAPLE HOLLOW 10, 11 & 13 AT SUNCREST as shown on the Maple Hollow 10, 11 & 13 Plat ("Annexation Property") and as more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference.

I. Declarant is the fee and equitable owner of the Annexation Property.

J. Accordingly, pursuant to Section 16.3 of the Declaration, Declarant hereby exercises its unilateral right to execute and record this Supplemental Declaration for the purpose of subjecting the Annexation Property to the provisions of the Declaration and to the jurisdiction of the Master Association and for such other purposes set forth and described in this Supplemental Declaration.

K. Among other things, the First Amendment created a new Land Use Classification known as Limited Community Areas, which Land Use Classification includes Limited Use Driveways as further described in the First Amendment. In particular, Section 10.4 of the Declaration provides that a Limited Use Driveway to be maintained by the Master Association must be identified on Plats or in Supplemental Declarations recorded or approved by Declarant. In addition, Section 4.1 of the Declaration provides that Declarant shall have the right to fix Land Use Classifications for certain portions of SunCrest by the recordation of a Supplemental Declaration.

L. Accordingly, pursuant to Section 4.1 of the Declaration, Declarant hereby exercises its unilateral right to execute and record this Supplemental Declaration for the purposes of fixing a Limited Use Driveway and designating the respective Owners of

Lots 1001 and 1002 as Benefited Owners, and for such other purposes set forth and described in this Supplemental Declaration.

NOW, THEREFORE, Declarant hereby unilaterally exercises its right to record this Supplemental Declaration and hereby declares and states as follows:

1. Defined Terms and Status of Recitals. Capitalized terms used and not otherwise defined in this Supplemental Declaration shall have the meaning or meanings given to them in the Declaration. The Recitals set forth above shall constitute a portion of the terms of this Supplemental Declaration.
2. Annexation Property. The Annexation Property is hereby subjected to the Declaration, pursuant to the provisions of Article XVI of the Declaration and shall be held, transferred, sold, conveyed and occupied subject to the covenants, restrictions, easements, charges and liens of the Declaration, which provisions are hereby ratified, approved and confirmed, with the same force and effect as if fully set forth herein and made again as of the date hereof and subject to the jurisdiction of the Master Association.
3. Land Use Classifications; Neighborhood. The Land Use Classifications, Neighborhood, and certain other restrictions affecting the Annexation Property are set forth in Exhibit "B" attached hereto and incorporated herein for all purposes.
4. Limited Use Driveway. The Lot lettered "AA" as depicted and identified in the Maple Hollow 10, 11 & 13 Plat is designated as a Limited Use Driveway as further described in the Declaration.
 - (a) Benefited Owners. Such Limited Use Driveway constitutes a portion of the Limited Community Areas, and is for the exclusive use, occupancy and benefit of the respective Owners of Lots 1001 and 1002 to which it is adjacent as depicted on the Maple Hollow 10, 11 & 13 Plat and to which it is required for access to such Lots. The Benefited Owners include the specific Owners of Lots 1001 and 1002. The Master Association shall hold fee title to the Limited Use Driveway lettered "AA" and such Limited Use Driveway shall constitute Master Association Land.
 - (b) Master Association's Duty to Maintain; Benefited Owners' Assessment Obligations. The Master Association shall maintain, repair, replace and service such Limited Use Driveway in accordance with the provisions of the Declaration, unless Declarant or the Board authorizes the delegation of such responsibility in the Declaration or by an amendment to this Supplemental Declaration. Each Benefited Owner, for each Lot that he, she or it owns, shall be liable for an equal share of the maintenance, repair, replacement and service costs associated with the Limited Use Driveway, and for all Assessments levied by the Master Association associated with the same, as further described in the Declaration.

5. Binding Provisions. The provisions of this Supplemental Declaration shall be binding upon all parties having any right, title, or interest in the real property covered by the Maple Hollow 10, 11 & 13 Plat, including but not limited to Lot AA, or any part thereof, their heirs, successors and assigns and shall inure to the benefit of each Owner thereof.

6. Effective Date. This Supplemental Declaration shall be effective as of the date of its recordation in the real property records of the Recorder for Utah County, Utah.

7. Declaration Remains in Effect. The Maple Hollow 10, 11 & 13 Plat and this Supplemental Declaration shall be considered supplemental to the Declaration. Except as expressly amended by the foregoing, the Declaration shall remain in full force and effect and shall not be cancelled, suspended or otherwise abrogated by the recording of this Supplemental Declaration.

8. Authority. Declarant hereby certifies that Declarant may execute this Supplemental Declaration without the consent or signature of any other party or Owner as provided in Sections 16.3 and 4.1 of the Declaration.


IN WITNESS WHEREOF, this Supplemental Declaration is hereby executed this 23rd day of December, 2004.

[Signature on the following page]

DECLARANT:

SUNCREST, L.L.C.,
a Delaware limited liability company
(f/k/a DAE/Westbrook, L.L.C., a Delaware
limited liability company)

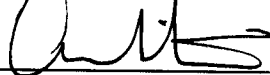
By: Westerra Management, L.L.C.,
a Delaware limited liability company
authorized representative

By: 
Name: Garrett J. Solomon
Its: Vice President

STATE OF TEXAS)
 ss.
COUNTY OF DALLAS)

The foregoing instrument was acknowledged before me this 23rd day of December, 2004 by Garrett J. Solomon, as Vice President of Westerra Management L.L.C., a Delaware limited liability company (f/k/a DAE/Westbrook, L.L.C., a Delaware limited liability company), authorized representative.

Witness my hand and official seal.



Notary Public
My Commission expires:

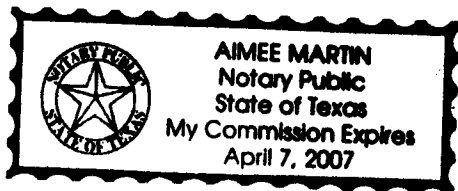


Exhibit "A"

Lots 1001 through 1002; Lots 1101 through 1252; Lots 1301 through 1306; lettered Lots A through H ; J through L and limited use driveway Lot AA, MAPLE HOLLOW 10, 11 & 13 AT SUNCREST, as shown on the official plat recorded in the Official Records of Utah County, Utah on January 3, 2005 as Entry No. 90:2005.

EXHIBIT "B"**MAPLE HOLLOW 10, 11 & 13 AT SUNCREST**1. Land Use Classifications —

(a) Single Family Residential Use. All one hundred and fifty-two (152) Lots numbered 1101-1252 and the two (2) Natural Lots numbered 1001 and 1002 in Maple Hollow 10, 11 & 13 at SunCrest are designated for Single Family Residential Use as further described in the Declaration.

(b) Municipal Authority Property. Lots G and H in Maple Hollow 10, 11 & 13 at SunCrest are dedicated to Draper City as Municipal Authority Property to be used as open space for General Public Use as further described in the Master Land Use Plan. Lot A in Maple Hollow 10, 11 & 13 at SunCrest is dedicated to Draper City as Municipal Authority Property to be used as a park for General Public Use as further described in the Master Land Use Plan.

(c) Future Development. Lots 1301-1306 in Maple Hollow 10, 11 & 13 at SunCrest are designated for future development and shall be owned and maintained by Declarant.

(d) Limited Use Driveway. The Lot lettered "AA" in Maple Hollow 10, 11 & 13 at SunCrest is designated as a Limited Use Driveway for the use and benefit of the Benefited Owners thereof and shall constitute Master Association Land as further described in the foregoing Supplemental Declaration.

(e) Master Association Land. The Master Association shall hold fee title to the Lots lettered B, C, D, E, J, K and L and such Lots shall constitute Master Association Land.

2. Neighborhood Designation — All of the Lots in Maple Hollow 10, 11 & 13 at SunCrest as depicted on the Maple Hollow 10, 11 & 13 Plat comprise a Residential Neighborhood. The name of such Residential Neighborhood shall be "Maple Hollow 10, 11 & 13 at SunCrest."

3. Size Restrictions — No residence shall be constructed wherein the floor area of the main structure of the dwelling, exclusive of garages and open porches, is less than 1,200 square feet for a single story dwelling; and no less than 1,000 square feet for a two story dwelling not including basement area.

4. Nondisturbance Areas — No grading or vegetation removal shall take place within the established "Nondisturbance Areas" on Natural Lots 1001 and 1002 as depicted on the Maple Hollow 10, 11 & 13 Plat, except as may be provided in Paragraph 4, Section 4.2.3 and Section 3.4.9 of the SunCrest Development Guidelines. Nondisturbance Areas as depicted on the Maple Hollow 10, 11 & 13 Plat shall be marked by construction fencing, colored tape or other means acceptable to the City of Draper on such Natural Lots prior to commencing construction to prevent incidental incursion into areas to be protected. Moreover, no building, fence, wall, Dwelling Unit or other Improvement shall be commenced, erected, maintained,

improved, altered or made without the prior written approval of the Design Review Board as further described in Section 4.2.36 of the Declaration.