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RED BUTTE ESTATES SUBDIVISION

SUPPLEMENTAL DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

KNOW ALL MEN BY THESE PRESENT:

This Supplemental Declaration of Covenants, conditions and Restrictions is executed this the 28th day of June 2004 by Salisbury Development, LLC a Utah Limited Liability Company (hereinafter referred to as "Declarant")

Whereas, Declarant is the owner of certain property (hereinafter referred to the "Annexed Property") in St. George, Washington County, State of Utah, identified as Red Butte Estates Phase III, such Annexed Property more particularly described in Addendum A attached hereto and made a part hereof;

Whereas, Declarant desires to subject the Annexed Property to the Red Butte Estates Subdivision Declaration of Covenants, Conditions and Restrictions, which was recorded on July 15, 2003 in Book 1563, Page 1744, of the official records of Washington County, State of Utah (hereinafter referred to as the "Declaration").

NOW THEREFORE, it is declared as follows:

1. All of the Annexed Property is hereby made subject to, and is to be conveyed subject to all the terms, covenants, conditions and provisions set forth in the Declaration and specifically pursuant to the provisions of Section 23 of the Declaration to all intents and purposes as though the Annexed property were a part of the initial property as defined in the Declaration.
2. The recordation of this Supplemental Declaration shall constitute and effectuate the annexation of the Annexed Property, making said real property subject to the Declaration and subject to the rights and powers of the Declarant.
3. All obligations owing to the Declarant under the Declaration are hereby extended to the Annexed Property as provided in the Declaration.

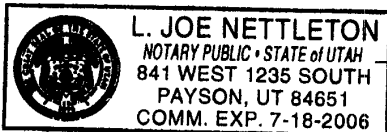
IN WITNESS WHEREOF, the undersigned, being the Developer/ Declarant has hereunto set it's hand this 28th day of June, 2004.

Salisbury Development, LLC, a Limited Liability Company.

By H. Burt Ringwood
H. Burt Ringwood, Limited Manager

STATE OF UTAH)
 : ss.
COUNTY OF UTAH)

On the 28th day of June, 2004, personally appeared before me H. Burt Ringwood, who being by me duly sworn, did say that she is the Limited Manager of Salisbury Development, LLC, and that said instrument was signed in behalf of said Salisbury Development, LLC authority of its Operating Agreement and said he acknowledged to me that said limited liability company executed the same.



LJA

File No. 115619

EXHIBIT "A" - LEGAL DESCRIPTION

Beginning at a point South 88°41'23" East 780.04 feet along the Section Line and North 00°00'00" East 0.16 feet from the North Quarter Corner of Section 9, Township 43 South, Range 15 West, Salt Lake Base and Meridian, said Section corner being South 88°39'36" East 2640.91 feet along the Section line from the Northwest corner of said Section 9 with said point also being the Northeast corner of Lot 22, RED BUTTE SUBDIVISION PHASE 1 as recorded in the Office of the Washington County Recorder; and running thence South 89°27'07" East 494.56 feet; thence South 51°46'10" East 25.26 feet to a point on a 20.00 foot radius curve to the left (center bears North 88°10'48" West); thence Northwesterly through a central angle of 91°16'19" and along the arc of said curve 31.86 feet to a point on the South right of way line of 2450 South Street, said point also being the point of cusp; thence along said right of way South 89°27'07" East, 70.46 feet; thence South 01°49'12" West, 723.415 feet; thence North 88°10'48" West, 315.605 feet; thence North 75°51'00" West, 51.18 feet; thence North 88°30'25" West, 105.00 feet to the Southeast Corner of said RED BUTTE SUBDIVISION PHASE 1; thence along the Easterly boundary of said Subdivision for the following Five (5) courses: North 01°29'35" East, 125.00 feet; thence North 02°24'02" West, 50.12 feet; thence North 01°49'12" East, 245.81 feet; thence North 22°05'46" West, 165.03 feet; thence North 08°38'02" West, 125.99 feet to the point of beginning.

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