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**ASSIGNMENT OF RIGHTS AS DECLARANT UNDER
DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS
AND EASEMENTS FOR SOUTHPORT WEST SUBDIVISION**

THIS ASSIGNMENT OF RIGHTS AS DECLARANT UNDER DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND EASEMENTS ("Assignment") is made effective on this 17 day of May, 2006, by HERITAGE-WESTWOOD LA VISTA, LLC, a Delaware limited liability company ("Assignee") and SOUTHPORT WEST PARTNERS, LLC, the principal landowner ("Declarant" or "Assignor").

RECITALS:

A. Assignor is the Declarant of that certain Declaration of Covenants, Conditions, Restrictions and Easements For Southport West Subdivision effective June 7, 2005 and recorded with the Sarpy County Register of Deeds July 5, 2005 as Instrument Number 2005-22478 ("Declaration"), and is the owner of certain real property situated in Sarpy County, Nebraska, legally described as follows to wit:

Lots 4, 15, 16, 17 and 27, all in Southport West, a subdivision, as surveyed, platted and recorded in Sarpy County, Nebraska (referred to as "SPW Partners' Property");

B. On November 30, 2005, Assignor sold certain real property to Assignee, and as a result Assignee is now the owner of certain real property situated in Sarpy County, Nebraska, legally described as follows, to-wit:

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Lots 5 through 14, inclusive, and lots 19 through 26, inclusive, all in Southport West, a subdivision, as surveyed, platted and recorded in Sarpy County, Nebraska (referred to as "Heritage-Westwood La Vista Property");

D. Effective as of January 23, 2006 Lots 5 through 14 inclusive in Southport West, a subdivision, were re-subdivided and replatted and are now known as Lots 1,2 and 3, inclusive, Southport West Replat One, a subdivision in Sarpy County, Nebraska.

E. Assignor wishes to assign all of its rights, powers, duties and reservations as Declarant under the Declaration to Assignee, and Assignee wishes to assume all such rights, powers, duties and reservations and thereby to succeed Assignor as "Declarant" under the Declaration.

NOW, THEREFORE, in exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed as follows:

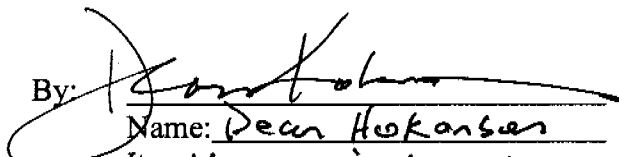
Pursuant to Article XVI of the Declaration, Assignor hereby permanently transfers and assigns all of its rights, powers, reservations and duties as Declarant under the Declaration to Heritage-Westwood La Vista, LLC and Heritage-Westwood La Vista, LLC hereby assumes all such rights, powers, reservations and duties and by virtue of such assignment and assumption hereby succeeds Assignor as "Declarant" under the Declaration.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

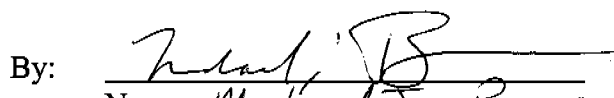
B

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Rights as Declarant Under Declaration of Covenants, Conditions, Restrictions and Easements for Southport West Subdivision as of the day and year first above written.

SOUTHPORT WEST PARTNERS, LLC, a
Nebraska limited liability company

By: 
Name: Dean Hokanson
Its: Managing Member

HERITAGE-WESTWOOD LA VISTA, LLC,
a Delaware limited liability company

By: 
Name: Michael J. Bowen
Its: Manager

2006-19335C

STATE OF Nebraska)
) ss.
COUNTY OF Douglas)

Before me, the undersigned Notary Public in and for said county and state, appeared Dean Hokanson, managing member of Southport West Partners, LLC, a Nebraska limited liability company, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof to be his/her voluntary act and deed on behalf of said corporation.

WITNESS my hand and Notarial Seal this 5th day of June, 2006.

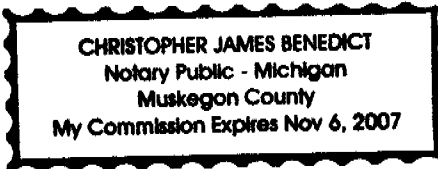


Kristie H. McKernan
Notary Public

STATE OF Michigan)
) ss.
COUNTY OF Muskegon)

Before me, the undersigned Notary Public in and for said county and state, appeared Michael S. Brown, Managing Member of Heritage-Westwood La Vista, LLC, a Delaware limited liability company, known to me to be the identical person who executed the above instrument and acknowledged the execution thereof to be his/her voluntary act and deed on behalf of said corporation.

WITNESS my hand and Notarial Seal this 18 day of May, 2006.



Christopher James Benedict
Notary Public