

FILED SARPY CO. NE  
INSTRUMENT NUMBER  
2008-08886

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*Shirley J. Lowrey*  
REGISTER OF DEEDS

COUNTER	<u>16</u>	C.E.	<u>16</u>
VERIFY	<u>16</u>	D.E.	<u>16</u>
PROOF	<u>16</u>		
FEE \$	<u>27.00</u>		
CHECK #			
CHG		CASH	<u>27.00</u>
REFUND		CREDIT	
SHORT		N/A	

This document prepared by and  
after recording return to:

*RJR*  
James D. Sherrets  
Sherrets & Boecker LLC  
260 Regency Parkway Drive  
Suite 200  
Omaha, NE 68114  
(402) 390-1112

**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 is made effective on this 28 day of March 2008, by HERITAGE-WESTWOOD LA VISTA, LLC, a Delaware limited liability company ("Heritage") and SOUTHPORT WEST PARTNERS, LLC, a Nebraska Limited Liability Company ("Southport").

**RECITALS:**

A. Southport was originally the Declarant under a certain Declaration of Covenants, Conditions, Restrictions, and Easements For the Southport West Subdivision ("Declaration") recorded with the Sarpy County Register of Deeds on July 5, 2005 as Instrument Number 2005-22478.

B. Pursuant to a certain Assignment of Rights As Declarant Under Declaration of Covenants, Conditions, Restrictions, and Easements For the Southport West Subdivision recorded with the Sarpy County Register of Deeds on June 9, 2006 as Instrument Number 2006-19335 ("First Assignment"), Heritage assumed the rights and status as the Declarant under the Declaration from Southport.

C. Heritage is the owner of certain real property situated in Sarpy County, Nebraska, legally described as follows, to-wit:

Lots 19, 20, 23, 24, 25, 26, all in Southport West, a subdivision, as surveyed, platted, and recorded in Sarpy County, Nebraska; and Lot 3 Southport West Replat One, Lot 2 Southport West Replat Two, and Lot 3 Southport West Replat Two.

D. Southport is the owner of certain real property situated in Sarpy County, Nebraska, legally described as follows, to-wit:

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Lots 4, 15, and 16, all in Southport West, a subdivision, as surveyed, platted, and recorded in Sarpy County, Nebraska; and Lot 1 Southport West Replat Four and Lot 2 Southport West Replat Four.

E. Heritage wishes to assign to Southport the rights and status as the Declarant under the Declaration of Covenants, Conditions, Restrictions and Easements for the Southport West Subdivision ("Declaration") recorded with the Sarpy County Register of Deeds on June 9, 2006 as Instrument Number 2006-19335, in accordance with the provisions of Article XVI of the Declaration, and Southport wishes to assume all such rights, powers, duties, and reservations and thereby succeed Heritage as the 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:

1. The foregoing paragraphs and Recitals are incorporated herein by reference.
2. Pursuant to Article XVI of the Declaration, Heritage hereby assigns any and all rights, powers, duties, and reservations as Declarant under the Declaration to Southport, and Southport hereby assumes all such rights, powers, duties and reservations by virtue of such assignment and assumption, and hereby succeeds Heritage as Declarant under the Declaration.
3. Southport, as the Declarant, hereby assigns and grants to Heritage the right and power to unilaterally appoint and remove one (1) member, or alternative member, of the Architectural and Development Control Committee of the Southport West Subdivision, with the other two (2) members being an appointee of the Declarant and a representative of the City of La Vista. Notwithstanding anything set forth in Sections 5.3.1, 5.3.2, 5.4, and 5.5 of the Declaration to the contrary, Southport, as Declarant, agrees that the appointment of Heritage to said Architectural Review Committee shall be irrevocable by Declarant and/or said members of the Architectural Review Committee until such time as Heritage relinquishes said rights and powers, and that such rights shall inure to the successors and assignees of Heritage so long as any such successor or assignee is the owner of record of any Lot in the Southport West Subdivision.
4. Heritage hereby agrees to indemnify and hold harmless Southport, including its representatives, attorneys, officers, directors, employees, agents, subsidiaries, partners, joint ventures, and affiliates thereof, for any and all claims, debts, demands, actions, causes of action, damages, and suits at law or in equity of whatever kind or nature arising from Heritage's service as Declarant from the date it was assigned as Declarant, on or about June 9, 2006 pursuant to Instrument Number 2006-19335, to the date Heritage assigns its Declarant rights to Southport.
5. Heritage hereby represents, and warrants that it did not received any notice of and does not have any knowledge of any demands, actions, causes of action, damages, or suits at law or in equity when serving as Declarant. Heritage received a bill from E&S Consulting, Inc. purportedly sent to the "Southport Homeowner's Association" in the amount of \$3,013.29 for erosion control inspection of property not owned by Heritage. The parties acknowledge Heritage will not pay this bill.

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6. Southport agrees to indemnify and hold harmless Heritage, including its representatives, attorneys, officers, directors, employees, agents, subsidiaries, partners, joint ventures, and affiliates thereof, for any and all claims, debts, demands, actions, causes of action, damages, and suits at law or in equity of whatever kind or nature arising from Heritage's service as Declarant from the date Heritage assigns its Declarant status to Southport until such date that Southport relinquishes its rights as Declarant.

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

HERITAGE-WESTWOOD LA VISTA, LLC,  
a Delaware Limited Liability Company,

By: Michael J. Bowen

Name: Michael J. Bowen

Its: Managing Member

SOUTHPORT WEST PARTNERS, LLC  
a Nebraska Limited Liability Company,

By: Dean Hokenbos Jr.

Name: Dean Hokenbos Jr.

Its: Managing Member

2008-08886C

STATE OF Michigan )  
 ) ss.  
COUNTY OF Washtenaw )

Before me, the undersigned Notary Public in and for said county and state, appeared Michael S. Sisson, the 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 thereto to be his/her voluntary act and deed on behalf of said corporation.

WITNESS my hand and Notarial Seal this 28 day of March, 2008.

CHRISTOPHER JAMES BENEDICT  
NOTARY PUBLIC, STATE OF MI  
COUNTY OF MUSKEGON  
MY COMMISSION EXPIRES Nov 8, 2013  
ACTING IN COUNTY OF Washtenaw

[Signature]  
Notary Public

STATE OF Nebraska )  
 ) ss.  
COUNTY OF Douglas )

Before me, the undersigned Notary Public in and for said county and state, appeared Sean H. Kerson JR., the 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 thereto to be his/her voluntary act and deed on behalf of said corporation.

WITNESS my hand and Notarial Seal this 1 day of April, 2008.

GENERAL NOTARY - State of Nebraska  
CINDY LAPIER  
My Comm. Exp. April 23, 2011

[Signature]  
Notary Public