

ASSIGNMENT OF DECLARANT RIGHTS
UNDER
CONDOMINIUM DECLARATION
FOR
RIVERDALE PARK TOWNHOMES

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THIS ASSIGNMENT OF DECLARANT RIGHTS (this "Assignment"), is made as of this 29 day of January, 2010, by TOUSA HOMES, INC., a Florida corporation, debtor in possession ("TOUSA") and NEXGEN LOT HOLDINGS, LLC, a Colorado limited liability company ("Nexgen").

RECITALS:

A. The Declaration of Covenants, Conditions and Restrictions for Riverdale Park Townhomes, City of Thornton, County of Adams, State of Colorado (the "Declaration") was recorded on February 10, 2004 at Reception No. C1276721 in the real property records for Adams County, Colorado. The Declaration, as it has been and may in the future be amended or supplemented from time to time, is hereinafter referred to as the "Declaration." All terms not defined herein shall have the meanings provided in the Declaration. TOUSA is the Declarant under the Declaration.

B. Simultaneously herewith, TOUSA is conveying to Nexgen all portions of the Project currently owned by TOUSA (the "Property").

C. TOUSA and Nexgen wish to enter into this Assignment to effect a full and final assignment of all of TOUSA's rights as Declarant pursuant to the Declaration to Nexgen with respect to the Property.

TRANSFER OF RIGHTS

Pursuant to TOUSA's authority as Declarant to do so under the Declaration, TOUSA does hereby assign, transfer, convey and set over unto to Nexgen and Nexgen hereby assumes from TOUSA all of TOUSA's rights, title and interest as Declarant under the Declaration with respect to the Property, including, without limitation, the right to use Common Elements as set forth in Section 10.5 of the Declaration, the right to complete development of the Project as set forth in Section 10.6 of the Declaration and the right to annex additional property to the Project as set forth in Section 10.9 of the Declaration.

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IN WITNESS WHEREOF, Nexgen and TOUSA have executed this Assignment on the day and year first above written.

NEXGEN LOT HOLDINGS, LLC, a Colorado limited liability company

By: Travis McNeil
Print Name: Travis McNeil
Its: Vice President

TOUSA HOMES, INC., a Florida corporation, debtor in possession

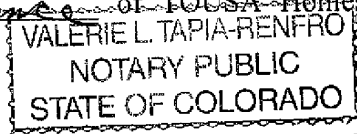
By: Steven J. Harriman
Print Name: Steven J. Harriman
Its: V.P. Finance

STATE OF COLORADO)
) ss.
COUNTY OF ARAPAHOE)

The foregoing instrument was acknowledged before me this 29 day of January, 2010, Steven J. Harriman as Vice President of TOUSA Homes, Inc., a Florida corporation.

Witness my hand and official seal.

My commission expires: _____



My Commission Expires June 05, 2010

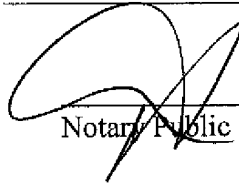
Valerie L. Tapia-Renfro
Notary Public

STATE OF COLORADO)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 29 day of January, 2010, by Travis McNeil as Vice President of Nexgen Lot Holdings, LLC, a Colorado limited liability company.

Witness my hand and official seal.

My commission expires: _____



Notary Public

VALERIE L. TAPIA-RENFRO
NOTARY PUBLIC
STATE OF COLORADO
My Commission Expires June 05, 2010