

MVT: 229241

After recording return to:  
MDC Holdings  
4350 S. Monaco St., Suite 500  
Denver, CO 80237  
Attn: Paula J. Williams

11140244  
2/24/2011 2:42:00 PM \$38.00  
Book - 9907 Pg - 4770-4773  
Gary W. Ott  
Recorder, Salt Lake County, UT  
METRO NATIONAL TITLE  
BY: eCASH, DEPUTY - EF 4 P.

**PARTIAL ASSIGNMENT OF DECLARANT RIGHTS**

<sup>24<sup>th</sup></sup> THIS PARTIAL ASSIGNMENT OF DECLARANT RIGHTS is made effective as of February 24<sup>th</sup>, 2011 (the "Effective Date") by and between ROSECREST, INC., a Utah corporation ("Assignor") and RICHMOND AMERICAN HOMES OF UTAH, INC., a Colorado corporation, ("Assignee").

**RECITALS:**

A. Assignor is the "Declarant" as defined in the Declaration of Covenants, Conditions and Restrictions and Reservation of Easements, Herriman Towne Center Master Planned Community, dated August 25, 2010 and recorded August 26, 2010 as Entry No. 11018444 in Book 9852 at Page 4948 in the Official Records of Salt Lake County, Utah as amended and supplemented from time to time (the "Declaration").

B. Assignor is selling to Assignee those certain Lots more particularly described on Exhibit A attached hereto and incorporated herein (the "Transferred Lots"), which Lots are subject to the Declaration.

C. The parties desire that Assignor partially assign to Assignee certain of the Assignor's rights and obligations created and reserved unto Declarant in the Declaration with respect to the Transferred Lots.

**AGREEMENT**

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Capitalized Terms. Capitalized terms used but not defined herein shall have the same meaning set forth for such terms in the Declaration.

2. Assignment. Assignor hereby designates Assignee as an assign of Assignor as Declarant under the Declaration with respect to, but only with respect to, the Transferred Lots and only with respect to the rights and interests of Declarant set forth in the following provisions of the Declaration: (i) Right to Develop and Market, Section 1.07; (ii) Easements Reserved by Declarant, Section 4.01(a)(vi); (iii) Design Guidelines, Section 6.01; (iv) Approval by Design Review Committee, Section 6.04; (v) No Business Uses, Section 7.03(a); and (vi) Restrictions of Signs, Section 7.05. Assignor hereby represents and warrants that it is the sole legal and beneficial owner of the rights it is assigning hereby, that it has the complete power and authority to convey and assign, and that all such rights assigned by it are not subject to any lien or claim by any other person or entity.

3. Assumption. Assignee hereby accepts and agrees to be bound by and to comply with the provisions of this Assignment.

4. Successors and Assigns. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, if any.

5. Governing Law. This Assignment shall be governed by and construed in accordance with the laws of the State of Utah.

6. Counterparts. This Assignment may be executed simultaneously or in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the day and year first above written.

**ASSIGNOR:**

ROSECREST, INC., a Utah corporation

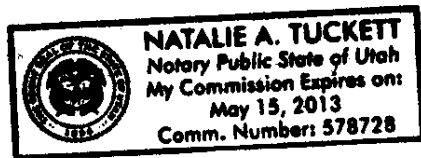
By: [Signature]  
Name: Greg Taylor  
Title: Secretary

STATE OF UTAH )  
 ) ss.  
COUNTY OF SALT LAKE

On the 24 day of February, 2011, personally appeared before me GREG TAYLOR who being by me duly sworn did say that he is the SECRETARY of Rosecrest, Inc., a Utah corporation and that the foregoing instrument was signed on behalf of said corporation.

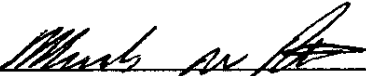
[Signature]  
Notary Public

My commission expires: MAY 15, 2013



**ASSIGNEE:**

**RICHMOND AMERICAN HOMES OF UTAH,  
INC., a Colorado corporation**

By:   
Micah W. Peters, Vice President – Land Acquisition

STATE OF UTAH )  
COUNTY OF Salt Lake ) ss.

On the 23 day of February, 2011, personally appeared before me Micah W. Peters who being by me duly sworn did say that he is the Vice President – Land Acquisition of Richmond American Homes of Utah, Inc., a Colorado corporation and that the foregoing instrument was signed on behalf of said corporation.

  
Notary Public

My commission expires: 2/20/12



**EXHIBIT A TO PARTIAL ASSIGNMENT OF DECLARANT RIGHTS**  
**TRANSFERRED LOTS**

All of Lots E10 through E33, HERRIMAN TOWNE CENTER PLAT E – PHASE 1, according to the official plat thereof filed in the office of the Salt Lake County Recorder in Plat Book 2010P at page 152.

TAX PARCEL NO(S): 26-36-327-021 through 026; 26-36-327-001 through 011; 26-36-328-009 through 015.