



**ASSIGNMENT OF DECLARANT'S RIGHTS,
SPECIAL DECLARANT'S RIGHTS AND
EXPANSION AND DEVELOPMENT RIGHTS
PURSUANT TO THE DECLARATION
OF
COVENANTS, CONDITIONS AND RESTRICTIONS
OF
THE WELLINGTON NEIGHBORHOOD**

WELLINGTON NEIGHBORHOOD, LLC, a Colorado limited liability company, and POPLARHOUSE, LLC, a Colorado limited liability company, as the Declarants of the Declaration of Covenants, Conditions and Restrictions of The Wellington Neighborhood recorded in the Summit County, Colorado records on September 28, 2000 at Reception No. 633819, (herein referred to as the "Declaration"), for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby transfer, assign and convey to UNION MILL, INC., a Colorado corporation, (herein referred to as "Union Mill") all right, title and interest of Declarants as described in the Declaration, including all Special Declarant Rights and Additional Reserved Rights, as defined, provided for and set forth in Article XIII of the Declaration, and all Expansion and Development Rights, as described, defined, provided for and set forth in Article XIV of the Declaration.

The foregoing notwithstanding, the purposes of this Assignment are: to provide Union Mill with all rights necessary or appropriate to construct and install roads, alleys, utilities and other improvements over, across, through and under the property described in Exhibit A attached hereto; to provide Union Mill with all of the rights necessary or appropriate for it to complete the Project, as described and provided for in the Declaration, on Tract E-2 described in Exhibit A; and to provide Union Mill with all of the rights necessary or appropriate for it to expand the Project on to the Expansion Property, as described and provided for in the Declaration. Such necessary or appropriate rights include, without limitation: the Special Declarant Rights and Additional Reserved Rights provided for in Article XIII of the Declaration; the Expansion and Development Rights reserved by Declarants as provided for in Article XIV of the Declaration with respect to the real property described in Exhibit A hereto; and the right to amend the Declaration and Plat to the extent the Declaration or the Act expressly permit or require amendments that may be executed by the Declarants as described and provided for in Sections 15.4 and 15.5 of the Declaration.

Any Special Declarant Rights or Expansion and Development Rights reserved to Declarants as provided for in said Articles XIII and XIV with respect to any portion of the property subject to the Declaration other than the property described in Exhibit A hereto, are not assigned to Union Mill, but are reserved by Declarants.

Union Mill hereby accepts the foregoing transfer, assignment and conveyance by Declarants, including all Special Declarant Rights and Additional Reserved Rights, all Expansion and Development Rights, and the amendment rights.

Pursuant to the Colorado Common Interest Ownership Act, Section 38-33.3-101, et. seq., C.R.S. and the Declaration, upon the recording of this Assignment executed by Declarants, as transferors, and Union Mill, as transferee, Union Mill shall succeed to all of the right, title and interest of Declarants hereby assigned and as more fully described, defined, provided for and set forth in the Declaration.

IN WITNESS WHEREOF, this Assignment has been executed by Declarants as transferors and Union Mill as transferee as of this 20th day of September, 2006.

WELLINGTON NEIGHBORHOOD, LLC,
a Colorado limited liability company

By: [Signature]
David G. O'Neil, Manager

UNION MILL, INC.,
a Colorado corporation

By: [Signature]
David G. O'Neil, President

POPLARHOUSE, LLC,
a Colorado limited liability company

By: [Signature]
David G. O'Neil, Manager

STATE OF COLORADO)
)ss:
COUNTY OF SUMMIT)

Subscribed and sworn to before me this 20th day of September, 2006 by David G. O'Neil as Manager of Wellington Neighborhood, LLC, a Colorado limited liability company; as Manager of Poplarhouse, LLC, a Colorado limited liability company; and as President of Union Mill, Inc., a Colorado corporation.

Witness my hand and official seal.
My commission expires: _____

[Signature]
Notary Public

