

When recorded, return to:

Larry Lindstrom
Leisure Villas, Inc.
1923 North 300 East
Lehi, Utah 84095

**FIRST AMENDMENT TO
ASSIGNMENT OF DECLARANT'S RIGHTS
SPRINGBROOK VILLAS CONDOMINIUMS**

THIS FIRST AMENDMENT TO ASSIGNMENT OF DECLARANT'S RIGHTS, SPRINGBROOK VILLAS CONDOMINIUMS ("Amendment") is made as of this 4th day of February, 2009, by and between LACONTE, L.C., a Utah limited liability company ("LaConte") and LEISURE VILLAS, INC., a Utah corporation ("Leisure Villas").

RECITALS

A. LaConte and Leisure Villas previously executed that certain Assignment of Declarant's Rights, Springbrook Villas Condominiums on June 24, 2008 recorded with the Recorder of Utah County, Utah, as Entry No. 73322:2008 on June 25, 2008 ("Assignment") regarding the assignment of certain rights in property in Utah County, which property is further described in Exhibit "A".

B. The Assignment contains a technical error that the parties desire to correct by recording this Amendment.

AGREEMENT

NOW THEREFORE, incorporating the Recitals and for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed:

1. Amendment to Section 1 of the Assignment. Reference to "Hunter Villas" is hereby deleted and replaced with "LaConte". Section 1, as amended, shall read: "Effective immediately, LaConte does hereby assign, transfer, convey and set over to Leisure Villas all of LaConte's rights, title and interest as "Owner", "Member" and/or "Declarant", or in any other capacity, in and to or arising out of the following documents and instruments:".

2. Assignment Remains in Effect. This Amendment shall be considered supplemental to the Assignment. Except as expressly amended by the foregoing, the Assignment shall remain in full force and effect and shall not be cancelled, suspended or otherwise abrogated by the recording of this Amendment.

3. Governing Law. This Amendment shall be governed by and construed according to the laws of the State of Utah.

[Signatures on Following Page]

IN WITNESS WHEREOF, this Amendment has been executed by LaConte and Leisure Villas as of the day and year first above written.

LACONTE:

LEISURE VILLAS:

LACONTE, L.C.,
a Utah limited liability company

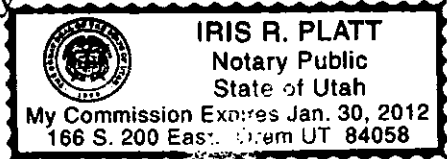
LEISURE VILLAS, INC.,
a Utah corporation

By: [Signature]
Its: Manager

By: [Signature]
Its: President

STATE OF UTAH)
: ss.
COUNTY OF UTAH)

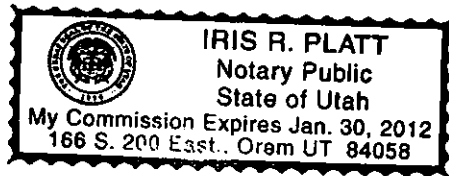
This instrument was acknowledged before me on Feb 4, 2009, by Larry Lindstrom, as the Manager, of LaConte, L.C., a Utah limited liability company



[Signature]
NOTARY PUBLIC

STATE OF UTAH)
: ss.
COUNTY OF UTAH)

This instrument was acknowledged before me on Feb 4, 2009, by Larry Lindstrom, as the President of Leisure Villas, Inc., a Utah corporation.



[Signature]
NOTARY PUBLIC

EXHIBIT "A"

SPRINGBROOK VILLAS CONDOMINIUMS (PHASES I AND II)

All of Condominium Plat "A", Springbrook Villas Condominiums, a Senior Living Condominium Project (Expandable) recorded May 4, 2006, with the Recorder of Utah County, Utah, as Entry No. 54679:2006 and Map Filing No. 11627; and all of Condominium Plat "B", Springbrook Villas Condominiums, a Senior Living Condominium Project (Expandable) recorded May 4, 2006, with the Recorder of Utah County, Utah, as Entry No. 54680:2006 and Map Filing No. 11628.