

WHEN RECORDED MAIL TO:

Maynard, Cooper & Gale, P.C.
1901 6th Avenue N., Ste 2400
Birmingham, Alabama 35203
Attn: Lee Sheppard, Esq.

File No.: 93178-TF

ASSIGNMENT OF DECLARANT RIGHTS

In Reference to Tax ID Number(s):

66-512-0001, 66-512-0002, 66-512-0003, 66-512-0004, 66-512-0005, 66-512-0006, 66-512-0007
66-512-0008, 66-512-0009, 66-512-0010, 66-512-0011, 66-512-0012, 66-512-0013, 66-512-0014,
66-512-0015, 66-512-0016, 66-512-0017, 66-512-0018, 66-512-0019, 66-512-0020, 66-512-0021,
66-512-0022, 66-512-0023, 66-512-0024, 66-512-0025, 66-512-0026, 66-512-0027, 66-512-0028,
66-512-0029, 66-512-0030, 66-512-0031, 66-512-0032, 66-512-0033, 66-512-0034, 66-512-0035,
66-512-0036, 66-512-0037, 66-512-0038, 66-512-0039, 66-531-0036, 66-531-0037, 66-531-0038,
66-531-0039, 66-531-0040, 66-531-0041, 66-531-0042, 66-531-0043, 66-531-0044, 66-531-0045,
66-531-0046, 66-531-0047, 66-531-0048, 66-531-0049, 66-531-0050, 66-531-0051, 66-531-0052,
66-531-0053, 66-531-0054, 66-531-0055, 66-531-0056, 66-531-0057, 66-531-0058, 66-531-0059,
66-531-0060, 66-531-0061, 66-531-0062, 66-531-0063, 66-531-0064, 66-531-0065, 66-531-0066,
66-531-0067, 66-531-0068, 66-531-0069, 66-531-0070, 66-551-0068, 66-551-0069, 66-551-0070,
66-551-0071, 66-551-0072, 66-551-0073, 66-551-0074, 66-551-0075, 66-551-0076, 66-551-0077,
66-551-0078, 66-551-0079, 66-551-0080, 66-551-0081, 66-551-0082, 66-551-0083, 66-551-0084,
66-551-0085, 66-551-0086, 66-551-0087, 66-551-0088, 66-551-0089, 66-551-0090, 66-551-0091,
66-551-0092, 66-551-0093, 66-551-0094, 66-551-0095, 66-551-0096, 66-551-0097, 66-551-0098,
66-551-0099, 66-551-0100, 66-551-0101, 66-551-0102

<p>WHEN RECORDED RETURN TO: Maynard, Cooper & Gale, P.C. 1901 6th Ave. N, Ste 2400 Birmingham, Alabama 35203 Attention: Lee Sheppard, Esq.</p>	<p>Space above for County Recorder's use</p>
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ASSIGNMENT OF DECLARANT RIGHTS

THIS ASSIGNMENT OF DECLARANT RIGHTS (this "Assignment") is made as of July 3, 2017 (the "Effective Date"), by and between **OAKWOOD HOMES OF UTAH LLC**, a Delaware limited liability company ("Assignor"), and **CLAYTON PROPERTIES GROUP II, INC.**, a Colorado corporation ("Assignee"). The Assignor and the Assignee are sometimes individually referred to herein as a "Party" and collectively as the "Parties".

RECITALS

A. Assignor, also known as Oakwood Homes of Utah, LLC, recorded that certain Declaration of Covenants, Conditions and Restrictions of South Point on September 30, 2015, as Entry No. 89463:2015 of the books and records of the Recorder of Utah County, Utah (the "Records"), as modified by that certain Declaration of Inclusion of Phase 3 recorded on July 1, 2016, as Entry No. 60433:2016 of the Records, as amended by that certain Amendment to Declaration of Inclusion of Phase 3 South Point recorded on October 3, 2016, as Entry No. 97353:2016 of the Records, and as modified by that certain Declaration of Inclusion of Phase 2 of South Point recorded on December 5, 2016, as Entry No. 122204:2016 (as amended or supplemented from time to time, the "Declaration"). Capitalized terms used in this Assignment and not otherwise defined herein shall have the meanings defined for them in the Declaration.

B. Assignor is the "Declarant" under the Declaration and prior to the Effective Date, has not assigned, conveyed or transferred any of its rights as the "Declarant" thereunder.

C. Assignor and Assignee have agreed that the Assignor shall assign to the Assignee all of its right, title and interest as Declarant.

AGREEMENT

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereby agree as follows:

1. **Assignment; Acceptance and Assumption of Declarant Rights.** Assignor hereby assigns and transfers to Assignee, its successors and assigns, all of its right, title and interest as Declarant pursuant to the Declaration. Assignee (a) accepts the foregoing assignment and transfer and (b) assumes and agrees to perform and discharge Assignor's covenants, agreements and obligations as Declarant to the extent accruing from and after the Effective Date.

2. **Miscellaneous Provisions.**

(a) Assignor and Assignee agree, at the other party's request, whether on or after the date hereof, and without further consideration, that each shall execute and deliver any and all further instruments and documents, and take such further actions, as the other party may reasonably request or as may reasonably be required in order more effectively to vest in Assignee all of Assignor's right, title and interest as Declarant under the Declaration, and to evidence Assignee's assumption of Assignor's covenants, agreements and obligations as Declarant from and after the Effective Date, or to otherwise carry out the provisions of this Assignment.

(b) All of the terms, provisions and conditions of this Assignment shall be binding on, and shall inure to and be enforceable by, the parties hereto and their respective successors and assigns.

(c) This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The exchange of copies of this Assignment and of signature pages by facsimile, electronic mail, or other means of electronic transmission is to constitute effective execution and delivery of this Assignment as to the Parties.

(d) If any provision of this Assignment shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

(e) This Assignment is subject in all respects to the provisions thereof and is not meant to alter, enlarge, or otherwise modify the provisions of that certain Asset Purchase Assignment by and among Assignee, Assignor and the other parties named therein dated of even date herewith.

IN WITNESS WHEREOF, Assignor and Assignee have duly executed this Assignment effective as of the Effective Date.

ASSIGNOR:

OAKWOOD HOMES OF UTAH LLC

By: *Patrick H. Hamill*
Name: PATRICK H. HAMILL
Title: CHIEF EXECUTIVE OFFICER

STATE OF Colorado)
) ss.
COUNTY OF Denver)

The foregoing instrument was acknowledged before me this 3rd day of July, 2017, by PATRICK H HAMILL, in his capacity as Chief Executive Officer of Oakwood Homes of Utah LLC, a Delaware limited liability company.

T. Killcoyne
Notary Public

SEAL:

TIMOTHY M. KILLCOYNE
NOTARY PUBLIC
STATE OF COLORADO
NOTARY ID 20064025635
MY COMMISSION EXPIRES JULY 03, 2018

ASSIGNEE:

CLAYTON PROPERTIES GROUP II, INC.

By: [Signature]
Name: MIKE RUTHERFORD
Title: PRESIDENT

STATE OF TENNESSEE)
) ss.
COUNTY OF BLOUNT)

The foregoing instrument was acknowledged before me this 3RD day of JULY, 2017, by MIKE RUTHERFORD, in his capacity as PRESIDENT of Clayton Properties Group II, Inc., a Colorado corporation.

[Signature]
Notary Public

My Commission Expires
July 20, 2019

SEAL:



EXHIBIT "A"

(Legal Description)

This Assignment of Declarant Rights shall be recorded against the following described property located in Utah County, State of Utah:

Parcel 1:

South Point Phase 1 Amended more particularly described as follows:

A parcel of land located in the East Half of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, the Basis of Bearings is N00°24'14"W between the East Quarter Corner and the Northeast Section Corner of Section 24, said parcel being more particularly described as follows:

Beginning at a point West 1254.19 feet and North 13.89 feet from the East Quarter Corner of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, and running thence S02°22'08"W 538.88 feet; thence N88°52'23"W 297.59 feet to the beginning of a tangent curve to the left having a radius of 15.00 feet; thence along the arc of said curve a length of 23.57 feet, passing through a central angle of 90°03'41", chord bears S46°06'40"W 21.22 feet; thence S01°04'50"W 59.96 feet; thence N88°55'10"W 66.00 feet; thence N01°04'50"E 60.04 feet to the beginning of a tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.55 feet, passing through a central angle of 89°57'12", chord bears N43°53'46"W 21.20 feet; thence N01°03'37"E 66.00 feet to the beginning of a non-tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.57 feet, passing through a central angle of 90°02'43", chord bears N46°06'17"E 21.22 feet; thence N01°04'55"E 139.37 feet to the beginning of a tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.85, passing through a central angle of 91°04'55", chord bears N44°27'32"W 21.41 feet; thence N01°46'20"E 47.02 feet to the beginning of a non-tangent curve to the left having a radius of 15.00 feet; thence along the arc of said curve a length of 23.28 feet, passing through a central angle of 88°55'05", chord bears N45°32'28"E 21.01 feet; thence N01°04'55"E 95.30 feet; thence East 6.06 feet; thence North 163.94 feet; thence S70°30'24"E 32.71 feet; thence S05°06'07"E 7.53 feet; thence S88°50'44"E 355.89 feet to the point of beginning.

Containing 4.91 acres, more or less, and 35 building lots.

Parcel 2:

South Point Phase 2 more particularly described as follows:

A parcel of land located in the Northwest Quarter of the Southeast Quarter of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, the Basis of Bearings is N00°24'14"W between the East Quarter Corner and the Northeast Section Corner of Section 24, said parcel being more particularly described as follow:

Beginning at a point West 1647.58 feet and South 124.46 feet from the East Quarter Corner of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, and running thence S01°04'55"W 95.30 feet to the beginning of a tangent curve to the right, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.28 feet, passing through a central angle of 88°55'05", chord bears S45°32'28"W 21.01 feet; thence S01°46'20"W 47.02 feet to the beginning of a non-tangent curve to the right, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.85 feet, passing through a central angle of 91°04'55", chord bears S44°27'32"E 21.41 feet; thence S01°04'55"W 139.37 feet to the beginning of a tangent curve to the right, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.57 feet, passing through a central angle of 90°02'43", chord bears S46°06'17"W 21.22 feet; thence S01°03'37"W 66.00 feet; thence N88°52'22"W 28.34 feet to the beginning of a tangent curve to the right, having a radius of 483.00 feet; thence along the arc of said curve a length of 54.91 feet, passing through a central angle of 06°30'49", chord bears N85°36'58"W 54.88 feet, to the beginning of a tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 24.14 feet, passing through a central angle of 92°12'55", chord bears S51°31'59"W 21.62 feet; thence N75°19'40"W 47.52 feet to the beginning of a non-tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 21.97 feet, passing through a central angle of 83°54'35", chord bears N35°03'49"W 20.06 feet; thence N77°01'06"W 69.18 feet to the beginning of a tangent curve to the left, having a radius of 417.00 feet; thence along the arc of said curve a length of 93.47 feet, passing through a central angle of 12°50'35", chord bears N83°26'24"W 93.28 feet; thence N89°51'52"W 83.00 feet to the beginning of a tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.50 feet, passing through a central angle of 89°45'27", chord bears S45°15'36"W 21.17 feet; thence N89°51'27"W 39.68 feet; thence N00°48'16"E 361.01 feet; thence East 472.60 feet to the point of beginning.

Containing 3.937 acres, more or less and 33 lots.

Parcel 3:

South Point Phase 3 more particularly described as follows:

A parcel of land located in the Northwest Quarter of the Southeast Quarter of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, the Basis of Bearings is N00°24'14"W between the East Quarter Corner and the Northeast Section Corner of Section 24, said parcel being more particularly described as follow:

Beginning at a point West 1276.46 feet and South 524.53 feet from the East Quarter Corner of Section 24, Township 5 South, Range 1 East, Salt Lake Base and Meridian, and running thence S02°22'08"W 419.94 feet; thence N89°51'41"W 369.21 feet; thence N01°04'50"E 64.93 feet to the beginning of a tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.81 feet, passing through a central angle of 90°56'30", chord bears N44°23'25"W 21.39 feet; thence N01°36'51"E 52.92 feet to the beginning of a non-tangent curve to the left, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.32 feet, passing through a central angle of 89°03'30", chord bears N45°36'35"E 21.04 feet; thence N01°04'50"E 203.35 feet; thence S88°55'10"E 66.00 feet; thence N01°04'50"E 59.96 feet to the beginning of a tangent curve to the right, having a radius of 15.00 feet; thence along the arc of said curve a length of 23.57 feet, passing through a central angle of 90°03'41", chord bears N46°06'40"E 21.22 feet, thence S88°52'23"E 297.60 feet to the point of beginning.

Containing 3.536 acres, more or less, and 32 building lots.