

ASSIGNMENT AND ASSUMPTION OF PLANS AND SPECIAL PROVISIONS

THIS ASSIGNMENT AND ASSUMPTION OF PLANS AND SPECIAL PROVISIONS (hereinafter, the “**Assignment**”) is entered into by and between the County of El Dorado, a political subdivision of the State of California (“**Assignee**”), and West Valley, LLC, a California limited liability company (“**Assignor**”), concerning the assignment and assumption of the plans and special provisions for the Silva Valley Parkway Interchange project (County contract number PW 12-30647), in which the plans and special provisions have been prepared by Mark Thomas & Company, Inc.

RECITALS

1. Assignor, on January 22, 2004, obtained approval of the tentative map, TM99-1359, subsequently amended on July 7, 2004, as TM 99-1359R, West Valley Village project, now commonly referred to as “Blackstone” (hereinafter referred to as “**Project**”), subject to certain conditions of approval which included, among other obligations, the requirement that Developer prepare plans and special provisions for certain improvements.

2. Assignor and Assignee entered into that certain Funding, Credit and Reimbursement Agreement (hereinafter referred to as “**Reimbursement Agreement**”) in November of 2005 pursuant to which the parties set forth the manner in which the Assignor would meet its funding obligations with respect to conditions of approval for the Project including, without limitation, the funding for the preparation of plans and special provisions for certain improvements, as more particularly described in the Agreement.

3. Section 13 of the Reimbursement Agreement provides that the Assignor shall be responsible for arranging and causing to be delivered to Assignee all engineering services called for under the conditions of approval for the Project and further requires that the Assignor shall provide a complete assignment of ownership of all plans and special provisions to the benefit of the Assignee.

4. Assignor intends, pursuant to the terms of this Assignment, to assign to Assignee all of its ownership interest in the plans and special provisions described on **Exhibit A** marked “Description of Plans and Special Provisions,” attached hereto and incorporated herein by this reference (hereinafter referred to as the “**Plans and Special Provisions**”). The Plans and Special Provisions were prepared for Assignor by Mark Thomas & Company, Inc., a California corporation (hereinafter referred to as “**Mark Thomas**”).

5. Assignor desires to assign and Assignee desires to assume all of Assignor’s right, title and interest in the Plans and Special Provisions subject to all of the terms and conditions of this Assignment.

NOW, THEREFORE, Assignor and Assignee hereby agree as follows:

ASSIGNMENT AND ASSUMPTION

1. As of the Effective Date, Assignor assigns to Assignee all of its right, title and interest in, to, and under the Plans and Special Provisions signed and stamped by Mark Thomas. Assignee accepts this assignment of ownership of these Plans and Special Provisions.

2. No amendment of this Agreement shall be valid or binding unless made in writing, signed and duly authorized on behalf of all parties hereto.

3. The parties to this Assignment represent that the undersigned individuals executing the Agreement on their respective behalf are fully authorized to do so by law or other appropriate instrument and to bind said parties to the obligations set forth herein.

4. Nothing by way of this Agreement obligates Assignee to provide payment or compensation to Mark Thomas. The payment obligation lies solely with the Assignor.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the day and year written below. This Assignment may be signed in identical counterparts.

ASSIGNOR:

ASSIGNEE:

WEST VALLEY, LLC,
a California limited liability company

COUNTY OF EL DORADO

By: AKT Investments, Inc.,
a California corporation
Non-Member Manager

By: _____
Ron Briggs, Chair
Board of Supervisors

By: _____
Name: _____
Title: _____
Date: _____

Dated: _____

By: LENNAR Communities, Inc.
a California corporation
Non-Member Manager

ATTEST:
CINDY KECK

Clerk of the Board of Supervisors

By: _____
Larry Gualco
Vice President

By: _____
Deputy Clerk

Date: _____

CONSENT TO ASSIGNMENT OF PLANS AND SPECIAL PROVISIONS

The undersigned consents to the foregoing assignment in the above Assignment on the express condition that this consent will not be deemed a consent to any subsequent assignment, but rather any subsequent assignment will require the written consent of Mark Thomas.

MARK THOMAS

MARK THOMAS & COMPANY, INC.
a California corporation

By: _____
Michael J. Lohman
President

EXHIBIT A

DESCRIPTION OF PLANS AND SPECIAL PROVISIONS

Silva Valley Parkway Interchange project (County contract number PW 12-30647)

Plans for the Silva Valley Parkway Interchange project include approximately 371 plan sheets titled "Project Plans for Construction of State Highway in El Dorado County near El Dorado Hills from the Latrobe Road Undercrossing to 0.33 mi West of the Bass Lake Road Undercrossing". Plans are supplemented with State Of California, Department Of Transportation, Standard Plans 2010.

Special Provisions for the Silva Valley Parkway Interchange project include written provisions for use with the State Of California, Department Of Transportation, Standard Specifications 2010 and Standard Plans 2010 as well as Appendix A "Revised Standard Specifications Applicable To The 2010 Edition Of The Standard Specifications" and Appendix B "Permits". Written provisions are organized in Divisions I thru IX and are approximately 130 pages in length. Appendix A is approximately 90 pages in length.

EXHIBIT B

CERTIFICATE OF INSURANCE

(to be attached)