

ASSIGNMENT OF DECLARANT RIGHTS

THIS ASSIGNMENT OF DECLARANT RIGHTS (the "Assignment") entered into this 8th day of July, 1998, by and between UTC DEVELOPMENT, INC., a Maryland corporation (hereinafter "Assignor") and CENTEX HOMES, a Nevada general partnership (hereinafter "Assignee");

W I T N E S S E T H :

WHEREAS, Assignor is the Declarant under that certain Declaration of Covenants, Conditions and Restrictions recorded in Deed Book 1539 at Page 1719 among the land records of Loudoun County, Virginia (the "Declaration"); and

WHEREAS, the Declaration encumbered certain property more particularly described therein (the "Property"); and

WHEREAS, Assignee acquired the Property by deeds recorded among the land records of Loudoun County, Virginia; and

WHEREAS, Assignor wishes to assign its rights as Declarant under the Declaration for the Property to Assignee; and

WHEREAS, Assignee desires to act as Declarant under the Declaration for the Property.

NOW, THEREFORE, in consideration of ten dollars (\$10.00) cash in hand paid, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign all its rights as Declarant under the Declaration to Assignee pursuant to Article I, Section 7 of the Declaration, and Assignee hereby accepts the assignment of the Declarant's rights and hereby assumes all of the rights of Declarant as they apply to the Property. This Assignment shall be

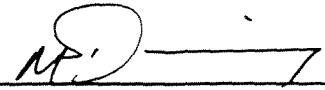
binding upon and shall inure to the benefit of the parties hereto and their respective legal representatives, successors and assigns.

IN WITNESS WHEREOF the parties hereto have affixed their signatures and seals, intending to be legally bound thereby.

ASSIGNOR:

UTC DEVELOPMENT, INC.

By:



Marwan Shahin
Vice President

ASSIGNEE:

CENTEX HOMES

BY: CENTEX REAL ESTATE CORPORATION
Managing General Partner

By:



Robert K. Davis
Division President

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public in and for the jurisdiction aforesaid, do hereby certify Robert K. Davis, Division President of Centex Real Estate Corporation, a Nevada corporation, managing general partner of Centex Homes, a Nevada general partnership, whose name is signed to the foregoing instrument, personally appeared before me in my jurisdiction aforesaid and acknowledged the same.

GIVEN under my hand and seal this 8th day of July, 1998.



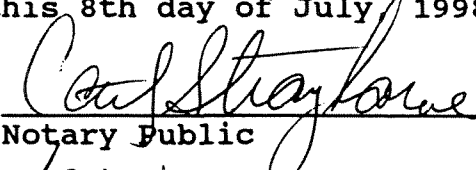
Notary Public

My Commission Expires: 11/30/00

COMMONWEALTH OF VIRGINIA
COUNTY OF FAIRFAX, to-wit:

I, the undersigned Notary Public in and for the jurisdiction aforesaid, do hereby certify Marwan Shahin, vice president of UTC Development, Inc., whose name is signed to the foregoing instrument, personally appeared before me in my jurisdiction aforesaid and acknowledged the same.

GIVEN under my hand and seal this 8th day of July, 1998.



Notary Public

My Commission Expires: 6/30/2000