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This Document Prepared by:
William I. Livingston
1 Corporate Drive, Suite 3A
Palm Coast, FL 32137

Inst No: 99016888 Date: 07/19/1999
SVD CROSBY, FLAGLER County
By: *[Signature]* D.C. Time: 15:43:33

OFF REC 0661 PAGE 0967

**PARTIAL ASSIGNMENT AND PARTIAL
ASSUMPTION OF DECLARANT RIGHTS**

THIS AGREEMENT made and entered into as of the 19th day of July, 1999, by and between Palm Coast Holdings, Inc., a Florida Corporation ("Holdings") and LongView Village Development Company, a Kansas corporation ("LongView").

Reserved for Recording Information

RECITALS

A. The Real Property was made subject to that "DECLARATION OF RESTRICTIVE COVENANTS AND EASEMENTS MULTI-USE BULKLAND" which was recorded in the Official Records of Flagler County on even date herewith (the "Declaration").

B. Simultaneously herewith, Holdings is conveying title to that real property which is described on Exhibit A hereto (the "Real Property") to LongView. LongView is hereinafter referred to as the "Successor Declarant."

C. Holdings is the declarant under the Declaration.

D. After title to the Real Property is held by Successor Declarant, Holdings and Successor Declarant desire that Successor Declarant become and be the declarant under the Declaration with respect to the Real Property.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. **Assignment.** Holdings hereby assigns to Successor Declarant all the rights and privileges of declarant as set forth in the Declaration and any amendments or supplements thereto to the extent, but only to the extent, that the Declaration pertains to the Real Property. It is acknowledged by Successor Declarant that Holdings shall remain as declarant under the Declaration with respect to all other real property that is subject to the Declaration.

2. Holdings hereby represents that Holdings has not appointed an Architectural Review Committee in accordance with Section B 2. of the Declaration and that, as a result of

this Partial Assignment, hereafter Successor Declarant shall have the exclusive right to designate an Architectural Review Committee in accordance with Section B 2. of the Declaration with respect to the Real Property only. Holdings shall continue to have the right to appoint an Architectural Review Committee under Section B 2. of the Declaration for other than the Real Property, but any Architectural Review Committee designated by Holdings shall have no jurisdiction whatsoever as to the Real Property.

3. This Partial Assignment specifically includes, but is not limited to, those rights under Section E of the Declaration as to the Real Property but no other real property that is subject to the Declaration.

4. Successor Declarant hereby accepts declarant's rights as to the Real Property and agrees to assume, perform and discharge all of the obligations of declarant under the Declaration as to the Real Property.

IN WITNESS WHEREOF, Holdings and Successor Declarant have executed and delivered this Partial Assignment And Partial Assumption Of Declarants Rights.

Signed, sealed and delivered in the presence of:

David Lacey
Robert Linton

David Lacey
Robert Linton

Palm Coast Holdings, Inc.,

By: William I. Livingston
William I. Livingston, President

LongView Village Development Company

By: William F. McCroy, Jr.
William F. McCroy, Jr.
President

STATE OF FLORIDA
COUNTY OF FLAGLER

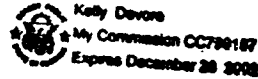
The foregoing instrument was acknowledged before me on this 19th day of July, 1999, by William I. Livingston, as President of Palm Coast Holdings, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who executed the foregoing on behalf of said corporation.



Notary Public, State of Florida
My Commission Expires:

My Commission No. is:

STATE OF FLORIDA
COUNTY OF FLAGLER

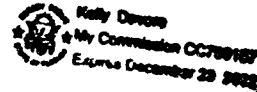


The foregoing instrument was acknowledged before me on this 19th day of July, 1999, by William F. McCroy, as President of LongView Village Development Company, a Kansas corporation, who is personally known to me or who has produced drivers license as identification and who executed the foregoing on behalf of said company.



Notary Public, State of Florida
My Commission Expires: is:

My Commission No. is:



The following Legal Description prepared by Clyde W. Roesch, Palm Coast Engineering and Design Services, Inc. 1 Corporate Drive, Palm Coast, Florida.
Date; March 19, 1999.

Parcel 607, East of Plat Palm Coast Section 4.

OFF REC 0661 PAGE 0970

DESCRIPTION:

A parcel of land lying within Government Section 42, Township 10 South, Range 31 East, and within Government Sections 5, 38 and 39, Township 10 South, Range 31 East, Flagler County, Florida, being more particularly described as follows;

BEGINNING at the southeast corner of Lot 1, Block 2, according to the Subdivision Map Country Club Cove Section-14 Palm Coast recorded in Map Book 6, Pages 54 Through 58, of the Public Records of Flagler County, Florida, thence North 07°08'10" East a distance of 131.81 feet, thence North 70°53'57" East along the southerly boundary line of Cotton Cove of Section-14 a distance of 658.99 feet, thence South 17°01'25" East a distance of 276.25 feet, thence South 26°08'59" East a distance of 917.49 feet, thence North 89°09'48" East along the South line of Government Section 42 a distance of 105.93 feet to the northeast corner of Government Section 39, thence South 26°42'22" East a distance of 479.08 feet, thence North 89°20'20" East a distance of 747.97 feet to a point on the westerly right-of-way line of the Intracoastal Waterway (500'R/W), thence South 20°35'54" East along said right-of-way a distance of 1355.57 feet, thence departing said Intracoastal Waterway South 69°10'12" West along the northerly boundary of lands of Marina Cove a distance of 677.05 feet more or less, thence North 20°49'48" West a distance of 123.00 feet, thence South 10°12" West a distance of 123.00 feet, thence South 20°49'48" East a distance of 19.71 feet, thence South 69°10'12" West a distance of 179.56 feet to a point on the easterly right-of-way line of Palm Harbor Parkway (104'R/W), thence along said right-of-way the following courses North 49°27'23" West a distance of 74.05 feet to a point of curvature, concave Northeasterly, thence Northwesterly a distance of 372.07 feet along the arc of said curve to the right having a central angle of 28°30'00", a radius of 748.00 feet, a chord bearing of North 35°12'23" West and a chord distance of 368.25 feet to a point of tangency, thence North 20°57'23" West a distance of 1758.00 feet to a point of curvature, concave Southwesterly, thence Northerly a distance of 1118.76 feet along the arc of said curve to the left having a central angle of 58°03'42", a radius of 1104.00 feet, a chord bearing of North 49°59'14" West and a chord distance of 1071.50 feet to the POINT OF BEGINNING.

The above description is accompanied by an attached drawing titled "SKETCH OF LEGAL DESCRIPTION".

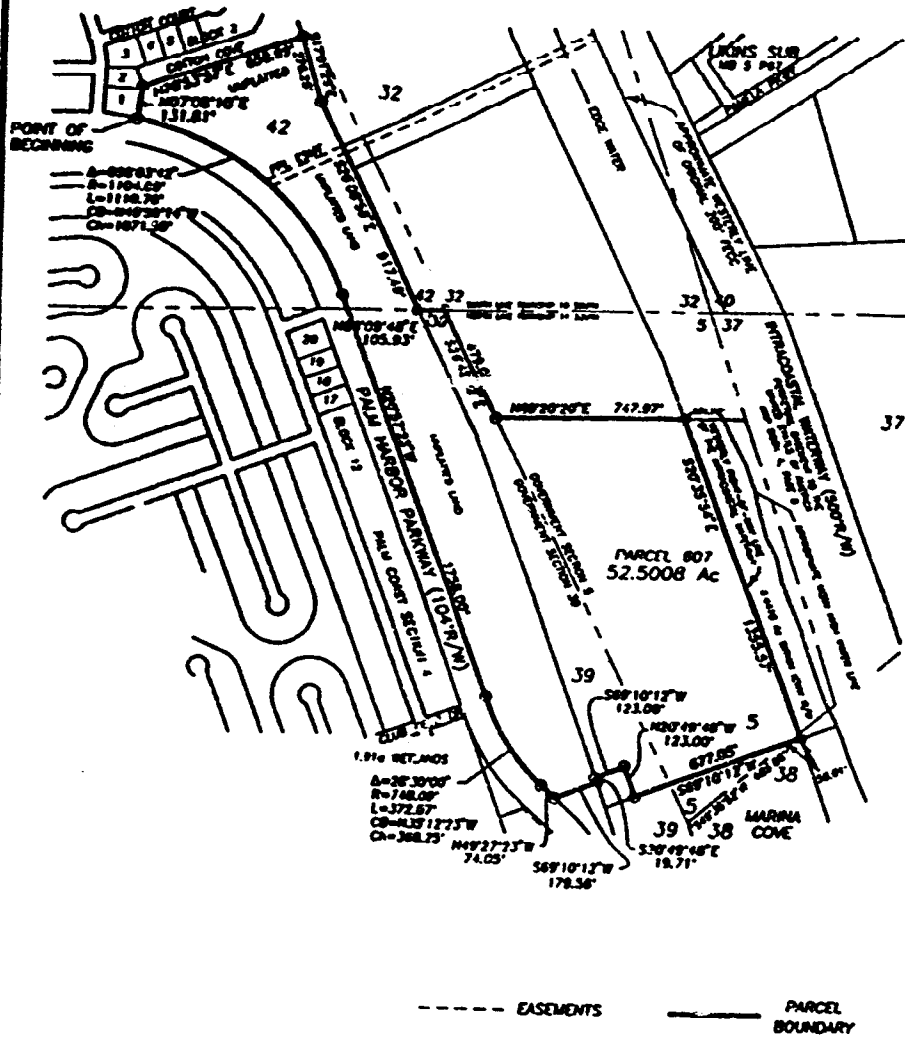
Parcel containing 52.5008 acres more or less.

Bearings refer to the Transverse Mercator Grid System of the East Zone of Florida and locally referenced to the South line of Government Section 42, Township 10 South, Range 31 East, being North 89°09'48" East.



SCALE:
1" = 500 FEET

COUNTY CLERK OFFICE -- SECTION 14
MAP BOOK 6 PAGES 34 THROUGH 38



SKETCH OF LEGAL DESCRIPTION

A PARCEL OF LAND BEING A PORTION OF
GOVERNMENT SECTION 42, TOWNSHIP 10 SOUTH,
RANGE 31 EAST, AND A PORTION OF GOVERNMENT SECTIONS 5, 38 AND 39,
TOWNSHIP 11 SOUTH, RANGE 31 EAST, FLAGLER COUNTY, FLORIDA.

03/18/99
LMB07SL.DWG

EXHIBIT "A1" SHEET 2 OF 6

PARCEL 607

OFF REC 0566 PAGE 0983

The following Legal Description prepared by Clyde W. Roesch, Palm Coast Engineering and Design Services, Inc. 1 Corporate Drive, Palm Coast, Florida.
Date; August 22, 1996.

OFF REC 0661 PAGE 0972

DESCRIPTION:

A parcel of land lying within Government Sections 32 and 42, Township 10 South, Range 31 East, and within Government Section 5, Township 11 South, Range 31 East, Flagler County, Florida, being more particularly described as follows;

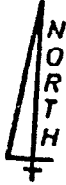
A POINT OF REFERENCE being the southeast corner of Lot 1, Block 2, according to the Subdivision Map Country Club Cove Section-14 Palm Coast recorded in Map Book 6, Pages 54 Through 58, of the Public Records of Flagler County, Florida, thence North 07°08'10" East a distance of 131.81 feet, thence North 70°53'57" East along the southerly boundary line of Cotton Cove of Section-14 a distance of 658.99 feet, thence South 17°01'25" East a distance of 276.25 feet, thence South 26°08'59" East a distance of 198.52 feet to the POINT OF BEGINNING of this description, thence North 63°51'01" East a distance of 800.00 feet to a point on the westerly right-of-way line of the Intracoastal Waterway (500'R/W), thence South 26°08'59" East a distance of 1100.00 feet to a point on the southerly line of Township 10 South, thence continue South 26°08'59" East along said right-of-way a distance of 213.96 feet, thence South 20°35'54" East a distance of 252.42 feet, thence departing said Intracoastal Waterway South 89°20'20" West a distance of 899.71 feet to a point on the westerly line of Government section 5, thence North 26°42'22" West along the easterly line of said Section 5 a distance of 479.08 feet to the northwest corner of said Section 5, thence South 89°09'48" West along the South line of Government Section 42 a distance of 105.93 feet, thence departing said South Line of Section 42 North 26°08'59" West a distance of 718.97 feet to the POINT OF BEGINNING.

Parcel containing 24.3102 acres more or less.

Bearings refer to the Transverse Mercator Grid System of the East Zone of Florida and locally referenced to the South line of Government Section 42, Township 10 South, Range 31 East, being North 89°09'48" East.

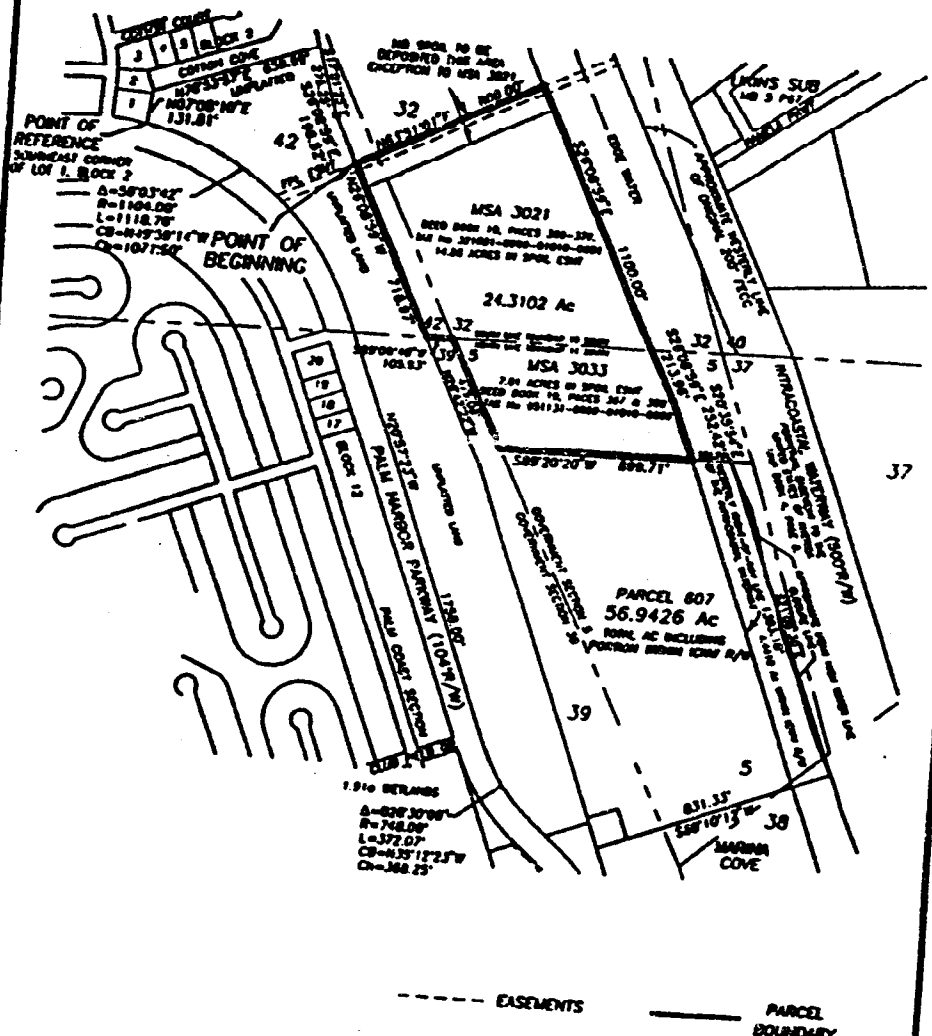
EXHIBIT "A1"

SHEET 3 OF 6



SCALE:
1" = 500 FEET

COUNTRY CLUB CONC. - SECTION 14
MAP BOOK 6 PAGES 24 THROUGH 26



SKETCH OF LEGAL DESCRIPTION

A PARCEL OF LAND BEING A PORTION OF
GOVERNMENT SECTIONS 32 AND 42, TOWNSHIP 10 SOUTH,
RANGE 31 EAST, AND A PORTION OF GOVERNMENT SECTION 5,
TOWNSHIP 11 SOUTH, RANGE 31 EAST, FLAGLER COUNTY, FLORIDA.

11/22/96
LMB07A.DWG

EXHIBIT "A1"

SHEET 4 OF 6

PARCEL 607.1

The following Leg Description prepared by Clyde M. Jasch, Palm Coast Engineering and Design Services, Inc. 1 Corporate Drive, Palm Coast, Florida.
Date; February 26, 1996.

OFF REC 0661 PAGE 0974

Parcel 614, East of Flat Palm Coast Section 14.

DESCRIPTION:

A parcel of land lying in Government Sections 32 and 42, Township 11 South, Range 31 East, Flagler County, Florida, being more particularly described as follows:

BEGINNING at the southeast corner of Lands platted as the Subdivision Map Country Club Cove Section-14, Palm Coast, recorded in Map Book 6, Pages 54 through 58, of the Public Records of Flagler County, Florida, thence North 17°01'25" West along the East boundary of said Section-14 a distance of 1636.08 feet, thence departing Section-14 North 70°53'57" East a distance of 789.53 feet to a point on the West right-of-way line of the Intracoastal Waterway (500'R/W), thence South 17°14'44" East a distance of 66.29 feet, thence North 89°26'16" East a distance of 16.00 feet, thence South 17°01'26" East a distance of 1806.10 feet, thence South 26°08'59" East a distance of 134.67 feet, thence departing said Intracoastal Waterway South 63°51'01" West a distance of 800.00 feet, thence North 26°08'59" West a distance of 198.52 feet, thence North 17°01'25" West a distance of 276.25 feet, thence South 70°52'31" West a distance of 5.01 feet to the **POINT OF BEGINNING**.

Parcel containing 38.0237 acres more or less.

Bearings refer to the Transverse Mercator Grid System of the East Zone of Florida and locally referenced to the East line of the Subdivision Map Country Club Cove Section-14, Palm Coast, recorded in Map Book 6, Pages 54 through 58, of the Public Records of Flagler County, Florida, being North 17°01'25" West.

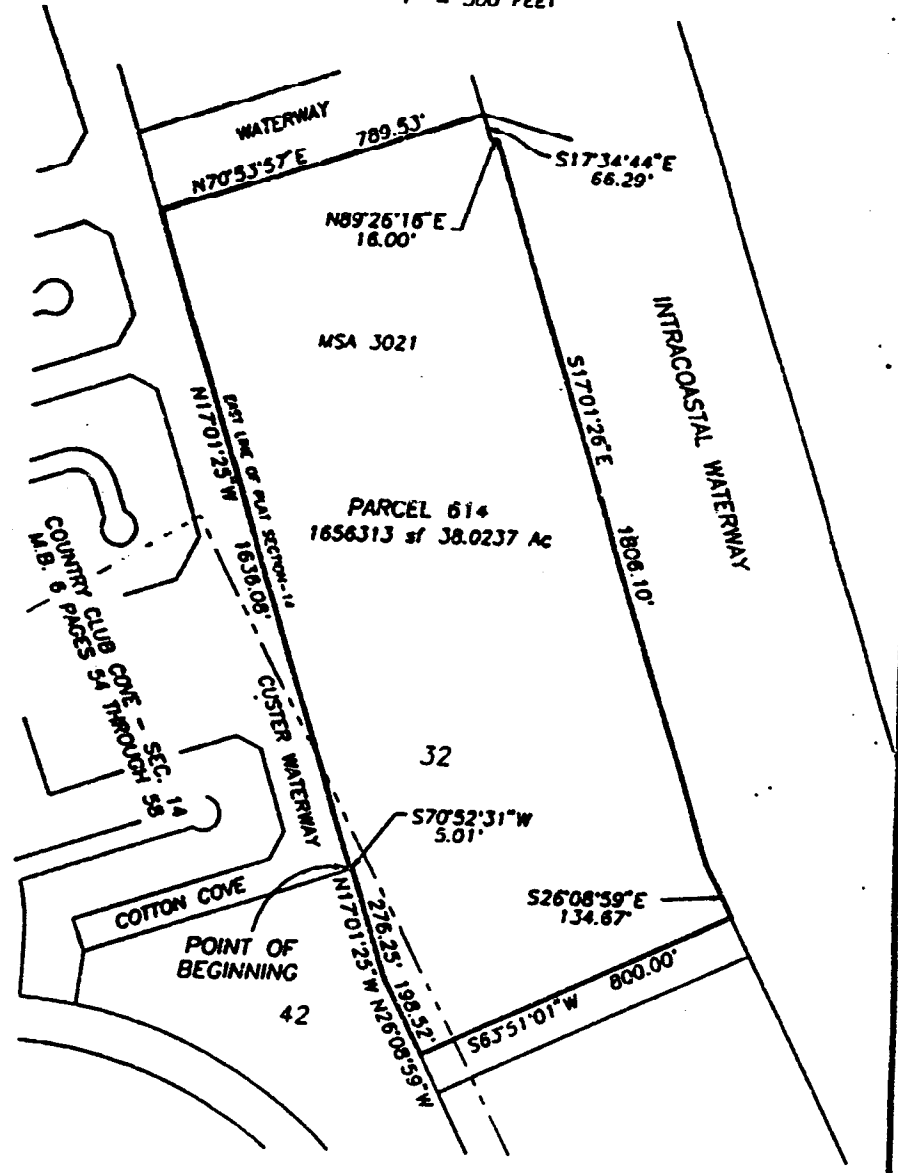
278

EXHIBIT "A1"

SHEET 5 OF 6



SCALE:
1" = 300 FEET



MSA 3021

PARCEL 614
1656313 sf 38.0237 Ac

32

42

COUNTRY CLUB
M.B. 6 PAGES 54 THROUGH
SEC. 56

COTTON COVE

POINT OF BEGINNING

SKETCH OF LEGAL DESCRIPTION

PARCEL WITHIN SECTIONS 32 AND 42, TOWNSHIP 10 SOUTH,
RANGE 31 EAST, FLAGLER COUNTY, FLORIDA.

05/26/78
LMB:SLC:GRC

EXHIBIT "A1"

SHEET 8 OF 8

PARCEL 614

The following Legal Description prepared by Clyde W. Roach, Palm Coast Engineering and Design Services, Inc. 1 Corporate Drive, Palm Coast, Florida.

Date; March 19, 1999.

OFF 0661 PAGE 0976
REC

Portion of the Intracoastal Waterway:

DESCRIPTION:

A parcel of land being a portion of Government Section 32, Township 10 South, Range 31 East, and a portion of Sections 5, 37 and 38, Township 11 South, Range 31 East, Flagler County, Florida, being a portion of the westerly 250.00 feet of the 500 foot wide right-of-way of the Intracoastal Waterway recorded in Official Records Book 553, Pages 1841 through 1848 of the Public Records of Flagler County, Florida, being more particularly described as follows;

A POINT OF REFERENCE being the Northwest Corner of Section 38, Township 11 South, Range 31 East, thence North 49°36'52" East along the North line of Section 38 a distance of 485.86 feet, thence North 69°10'12" East a distance of 56.01 feet to a point on the West right-of-way line of the Intracoastal Waterway (500'R/W) and the POINT OF BEGINNING of this description, thence northerly along said Westerly right-of-way line the following courses North 20°35'54" West a distance of 1607.83 feet, thence North 26°08'59" West a distance of 1448.63 feet, thence North 17°01'26" West a distance of 1806.10 feet, thence South 89°26'16" West a distance of 16.00 feet, thence North 17°34'44" West a distance of 66.29 feet to a point on the southerly line of Cimmaron Waterway Official Records Book 549, Pages 966 through 990, thence departing the Westerly right-of-way line of said Intracoastal Waterway South 75°03'48" East along said southerly line of Cimmaron Waterway a distance of 215.00 feet, thence departing Cimmaron Waterway North 72°58'34" East a distance of 83.53 feet to a point on the centerline right-of-way of the Intracoastal Waterway (500'R/W), thence South 17°01'26" East along said center of Waterway a distance of 1743.16 feet, thence South 26°08'59" East a distance of 1440.80 feet, thence South 20°35'54" East a distance of 1619.95 feet, thence departing said centerline South 69°24'06" West a distance of 250.00 feet to the POINT OF BEGINNING.

The above description being accompanied by an attached drawing titled "SKETCH OF LEGAL DESCRIPTION".

Parcel containing 27.8368 acres more or less.

EXHIBIT "A2" (THE "A2 PROPERTY")

SHEET 1 OF 2

