

Prepared by and After Recording Return to:
Lucina Florez
Bluegreen Corporation – Mortgage Funding
4960 Conference Way North, Suite 100
Boca Raton, FL 33431

COLLATERAL ASSIGNMENT OF LOAN DOCUMENTS
(Timeshare Interests)

PIN: 17-16-245-009-0000

Legal Description: Section 16, Township 39N, Range 14

FOR VALUABLE CONSIDERATION, intending to be legally bound hereby, **BLUEGREEN CORPORATION**, a Florida corporation (“**Borrower**”), hereby collaterally assigns and transfers to **LIBERTY BANK**, a Connecticut nonstock mutual savings bank, having an office at 315 Main Street, Middletown, CT 06457 (as the administrative and collateral agent for the benefit of Lenders (as defined in the Receivables Loan Agreement), “**Agent**”) all of Borrower’s interest in, to and under those Mortgages described on **Exhibit “A”** attached hereto, recorded or to be recorded in the applicable county as referenced in **Exhibit “A”** attached hereto, together with the Notes secured by such Mortgages, all other documents executed and delivered in connection with such Mortgages and Notes, including the other Consumer Documents, as such terms are defined in that certain Receivables Loan Agreement dated as of February 11, 2011, by and among Borrower, Agent and Lenders, as it may from time to time be amended, modified or restated (the “**Receivables Loan Agreement**”), all monies due and to become due on account of such Mortgages, Notes, Consumer Documents and other documents, and all rights accrued or to accrue under such Mortgages, Notes, Consumer Documents and other documents.

This collateral assignment has been made and delivered pursuant to the provisions of the Receivables Loan Agreement and secures the payment of:

1. All amounts at any time owing by Borrower to Liberty Bank (“**Liberty**”) on account of the promissory note of the Borrower payable to the order of Liberty, dated as of February 11, 2011 in the face amount of Fifty-Five Million Dollars (\$55,000,000) and delivered to Liberty pursuant to the Receivables Loan Agreement and all amendments, modifications, increases and reductions thereof and any replacement or substitute notes issued therefor;
2. All amounts at any time owing by Borrower to TD Bank, N.A., a national banking association (as Lender, “**TD**”) on account of the promissory note of the Borrower payable to the order of TD, dated as of February 11, 2011 in the face amount of Five Million Dollars (\$5,000,000) and delivered to TD pursuant to the Receivables Loan Agreement and all amendments, modifications, increases and reductions thereof and any replacement or substitute notes issued therefor;
3. All amounts at any time owing by Borrower to Agent and Lenders under any provisions of the Receivables Loan Agreement or any documents collateral thereto and all Obligations (as defined under the Receivables Loan Agreement); and
4. All costs of collecting said amounts, including reasonable attorneys’ fees.

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Borrower does hereby agree to warrant and forever defend the title to such Mortgages, Notes and other Consumer Documents unto Agent, its successors and assigns against any claims of any person whatsoever.

Borrower represents and warrants to Agent, its successors and assigns that such Notes, Mortgages and other Consumer Documents are collaterally assigned hereunder, free and clear of any lien, claim or encumbrances of any nature, subject to any Permitted Encumbrances (as defined in the Receivables Loan Agreement).

IN WITNESS WHEREOF, Borrower has executed this Assignment, effective as of April 19, 2014



BLUEGREEN CORPORATION

By: [Signature]
Name: Martha Storey
Title: Manger and Authorized Representative

Signed, sealed and delivered before me this, April 19, 2014.

[Signature]
(Unofficial Witness) Elizabeth Shortley

[Signature]
(Unofficial Witness) JESSIE BRAYFIELD

STATE OF FLORIDA)
) :SS
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on April 19, 2014, by Martha Storey, as Manager and Authorized Representative of Bluegreen Corporation, a Florida corporation, who is personally known to me or has produced _____ as identification.

[Signature]
Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Lucina Florez-Aguirre
Commission # DD998213
Expires: JUNE 20, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

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EXHIBIT A

#	MORTGAGOR	LOAN #	DATE	LAST NAME	FIRST NAME	SUBDIVISION/ CONDOMINIUM	STATE	COUNTY	ORIG AMT	REC DATE	Inst #
1	Vacation Trust, Inc.	547640	20130922	POWELL	DOUGLAS	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 7,607.50	20131231	1336522068
2	Vacation Trust, Inc.	548219	20130928	RIDGE	RUSSELL	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 17,550.00	20131231	1336522138
3	Vacation Trust, Inc.	548262	20130922	BROWN	BILLY	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 9,850.00	20131231	1336522143
4	Vacation Trust, Inc.	548578	20130928	MAKIN	LAURA	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,415.87	20131231	1336522043
5	Vacation Trust, Inc.	548728	20130928	BURNETTE	EDWIN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 26,050.00	20131231	1336522065
6	Vacation Trust, Inc.	548740	20130928	CALDWELL	GEORGE	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 6,981.70	20131231	1336522058
7	Vacation Trust, Inc.	548895	20131002	FURR	JOHN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 13,068.00	20131231	1336522086
8	Vacation Trust, Inc.	548896	20131003	LOUDENSLA	NATHAN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 4,350.00	20131231	1336522087
9	Vacation Trust, Inc.	548897	20131004	EWERT	BRIAN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,167.50	20131231	1336522092
10	Vacation Trust, Inc.	548898	20131004	MCLEOD	STEPHEN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 1,769.00	20131231	1336522093
11	Vacation Trust, Inc.	549038	20130930	WELLS	MARION	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 6,703.50	20131231	1336522042
12	Vacation Trust, Inc.	549073	20130929	WHEELER	PHILLIP	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 9,848.50	20131231	1336522051
13	Vacation Trust, Inc.	549075	20130930	MILLER	HARRY	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 7,213.70	20131231	1336522052
14	Vacation Trust, Inc.	549078	20131001	MORAN	DAVID	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 23,270.00	20131231	1336522047
15	Vacation Trust, Inc.	549079	20131002	EARLS	NORMAN	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 17,470.00	20131231	1336522041
16	Vacation Trust, Inc.	549081	20130930	SCHNEIDER	PAULA	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 16,557.50	20131231	1336522055
17	Vacation Trust, Inc.	549082	20130930	QUIMBY	HARRY	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 16,557.50	20131231	1336522046
18	Vacation Trust, Inc.	549086	20131002	COULTER	CHARLES	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,638.50	20131231	1336522049
19	Vacation Trust, Inc.	549328	20131009	SHINALL	DAVID	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,644.50	20131231	1336522036
20	Vacation Trust, Inc.	549329	20131006	MENDENHALL	NEIL	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 14,588.50	20131231	1336522030
21	Vacation Trust, Inc.	549350	20131006	NEEDHAM	JEFFREY	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 11,600.00	20131230	1336422139
22	Vacation Trust, Inc.	549848	20131010	HIGHFIELD	WILLIAM	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,650.00	20131230	1336422089
23	Vacation Trust, Inc.	551216	20131028	MORRIS	LAURA	THE BLAKE TIMESHARE P/IL	IL	COOK	\$ 5,337.92	20140108	1400816012

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LEGAL DESCRIPTION

PARCEL 1:

THE NORTH ½ OF LOT 27 (EXCEPT THAT PART TAKEN FOR STREET) IN BLOCK 124 IN THE SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 2:

THE SOUTH ½ OF LOT 27 AND ALL OF LOT 28 AND THE NORTH 10 FEET OF LOT 29 (EXCEPT THAT PART TAKEN FOR STREET) IN SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

PARCEL 3:

LOT 6 (EXCEPT THAT PART TAKEN FOR STREET) IN KNIGHTS SYBDIVISION OF LOTS 30, 31 AND 32 IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO IN SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN.

PARCEL 4:

THE SOUTH 30 FEET OF LOT 29 IN OGDEN'S SUBDIVISION OF BLOCK 124 / FORESAID (EXCEPT PARTS FROM BOTH TRACTS TAKEN FOR OPENING DEARBORN STREET), IN COOK COUNTY, ILLINOIS.

PARCEL 5:

LOTS 25 AND 26 (EXCEPT THE EAST 35 FEET OF LOT 25 TAKEN FOR CONGRESS STREET) IN OGDEN'S SUBDIVISION OF BLOCK 124 IN SCHOOL SECTION ADDITION TO CHICAGO OF SECTION 16, TOWNSHIP 39 NORTH, RANGE 14, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.