

**CERTIFICATE
DISCLOSURE OF OWNERSHIP/PRINCIPALS**

1. Definitions

"City" means the City of Las Vegas.

"City Council" means the governing body of the City of Las Vegas.

"Contracting Entity" means the individual, partnership, or corporation seeking to enter into a contract or agreement with the City of Las Vegas.

"Principal" means, for each type of business organization, the following: (a) sole proprietorship – the owner of the business; (b) corporation – the directors and officers of the corporation; but not any branch managers of offices which are a part of the corporation; (c) partnership – the general partner and limited partners; (d) limited liability company – the managing member as well as all the other members.

2. Policy

In accordance with Resolution 79-99 and 105-99 adopted by the City Council, Contracting Entities seeking to enter into certain contracts or agreements with the City of Las Vegas must disclose information regarding ownership interests and principals. Such disclosure generally is required in conjunction with a Request for Proposals (RFP). In other cases, such disclosure must be made prior to the execution of a contract or agreement.

3. Instructions

The disclosure required by the Resolutions referenced above shall be made through the completion and execution of this Certificate. The Contracting Entity shall complete Block 1, Block 2, and Block 3. The Contracting Entity shall complete either Block 4 or its alternate in Block 5. Specific information, which must be provided, is highlighted. An Officer or other official authorized to contractually bind the Contracting Entity shall sign and date the Certificate, and such signing shall be notarized.

4. Incorporation

This Certificate shall be incorporated into the resulting contract or agreement, if any, between the City and the Contracting Entity. Upon execution of such contract or agreement, the Contracting Entity is under a continuing obligation to notify the City in writing of any material changes to the information in this Certificate. This notification shall be made within fifteen (15) days of the change. Failure to notify the City of any material change may result, at the option of the City, in a default termination (in whole or in part) of the contract or agreement, and/or a withholding of payments due the Contracting Entity.

**CERTIFICATE – DISCLOSURE OF OWNERSHIP/PRINCIPALS
(CONTINUED)**

| | |
|----------------|-------------------------------------------|
| Block 1 | <u>Contracting Entity</u> |
| Name | Heritage - Nevada, VIII, LLC |
| Address | 421 North Beverly Drive #350 |
| Telephone | Beverly Hills, CA 90210 (310) 888-1882 |
| EIN or DUNS | 56-2508183 |

| | |
|---------------------------------------|-------------------------------------------------|
| Block 2 | Description |
| Subject Matter of Contract/Agreement: | Exclusive Negotiation Agreement - Union Park |
| RFP #: | N/A |

| | |
|-------------------------------------|---------------------------|
| Block 3 | Type of Business |
| <input type="checkbox"/> | Individual |
| <input type="checkbox"/> | Partnership |
| <input checked="" type="checkbox"/> | Limited Liability Company |
| <input type="checkbox"/> | Corporation |

| Block 4 | | <u>Disclosure of Ownership and Principals</u> | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|--------------------------------------------------------------|-----------------------|
| In the space below, the Contracting Entity must disclose all principals (including partners) of the Contracting Entity, as well as persons or entities holding more than one-percent (1%) ownership interest in the Contracting Entity. | | | |
| | FULL NAME/TITLE | BUSINESS ADDRESS | BUSINESS PHONE |
| 1. | Robert Zarnegin | 421 North Beverly Drive Suite 350 Beverly Hills, CA 90210 | 310 888 1882 |
| 2. | | | |
| 3. | | | |
| 4. | | | |
| 5. | | | |
| 6. | | | |
| 7. | | | |
| 8. | | | |

The Contracting Entity shall continue the above list on a sheet of paper entitled "Disclosure of Principals – Continuation" until full and complete disclosure is made. If continuation sheets are attached, please indicate the number of sheets: _____

Block 5 Disclosure of Ownership and Principals - Alternate

If the Contracting Entity, or its principals or partners, are required to provide disclosure (of persons or entities holding an ownership interest) under federal law (such as disclosure required by the Securities and Exchange Commission or the Employee Retirement Income Act), a copy of such disclosure may be attached to this Certificate in lieu of providing the information set forth in Block 4 above. A description of such disclosure documents must be included below.

Name of Attached Document: N/A
Date of Attached Document: _____ Number of Pages: _____

I certify, under penalty of perjury, that all the information provided in this Certificate is current, complete, and accurate.

See Below

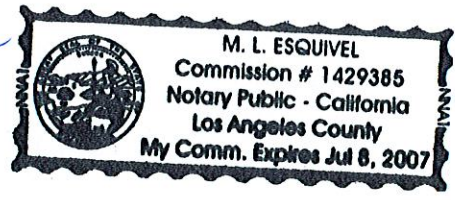
Name

Date

Subscribed and sworn to before me this 19th
day of

June, 2007.

M. L. Esquivel
Notary Public



Heritage-Nevada VIII, LLC a Nevada Limited Liability Company

By: [Signature]
Heritage-Delaware, LLC it's Manager

By: [Signature]
Robert Zarnegin, Sole Member