

UNITED STATES BANKRUPTCY COURT District of South Carolina		PROOF OF CLAIM
Name of Debtor: The Cliffs Club & Hospitality Group, Inc.	Case Number: 12-01220	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Worthington Hyde Partners-II, LP		
Name and address where notices should be sent: Worthington Hyde Partners-II, LP 3930 East Jones Bridge Road, Suite 145 Norcross, GA 30092 Telephone number: email:		RECEIVED MAY 31 2012 BMC GROUP COURT USE ONLY ☐ Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number: email:		☐ Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
1. Amount of Claim as of Date Case Filed: \$ <u>2,962,500.00</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. ☐ Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>Agreement Regarding Memberships (Attached Summary)</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		
Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Other Describe: Value of Property: \$ _____ Annual Interest Rate _____ % ☐ Fixed or ☐ Variable (when case was filed)		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
☐ Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B). ☐ Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	☐ Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4). ☐ Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	☐ Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). ☐ Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____). Amount entitled to priority: \$ _____
*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		



7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

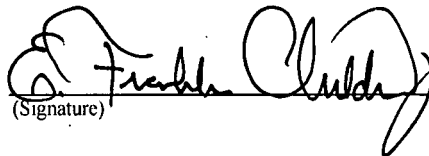
8. Signature: (See instruction #8)

Check the appropriate box.

- ☐ I am the creditor. ☒ I am the creditor's authorized agent. ☐ I am the trustee, or the debtor, or their authorized agent. ☐ I am a guarantor, surety, indorser, or other codebtor.
- (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3004.) (See Bankruptcy Rule 3005.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: E. Franklin Childress, Jr.
 Title: Attorney for Claimant
 Company: Baker Donelson
 Address and telephone number (if different from notice address above):
165 Madison Avenue, Suite 2000
Memphis, Tennessee 38103
 Telephone number: (901) 577-2147 email: fchildress@bakerdonelson.com


 (Signature)

05/30/2012
 (Date)

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim.

However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(c), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

SUMMARY OF CLAIM

Worthington Hyde Partners-II, L.P. ("Claimant") is a party to that certain Agreement Regarding Memberships ("Agreement") (copy attached) executed on or about August 8, 2008, between Claimant and the following, The Cliffs Communities, Inc., The Cliffs Golf & Country Club, Inc., James B. Anthony, The Cliffs at Keowee Vineyards Golf & Country Club, LLC, The Cliffs at Walnut Cove Golf & Country Club, LLC, The Cliffs at Mountain Park Golf & Country Club, LLC, The Cliffs at Keowee Falls South Golf & Country Club, LLC, The Cliffs at Keowee Springs Golf & Country Club, LLC, The Cliffs at High Carolina Golf & Country Club, LLC, The Cliffs at Keowee Falls Golf & Country Club, LLC, and The Cliffs Golf & Country Club, Inc. d/b/a The Cliffs at Glassy Golf & Country Club, LLC.

Under the Agreement, Claimant or a successor owner of a platted lot ("Platted Lot") is to be offered membership(s) at seventy-five percent (75%) of the market price for membership in a course club, i.e. a 25% discount on membership initiation price. The Agreement provides that the parties executing acknowledge that a "Cliffs Club Membership" entitles the member to rights in all Cliffs communities, not merely the Cliffs community in which he or she resides.

As a result of the bankruptcy filing of the Debtors and anticipated rejection of the Agreement (Claimant and the Agreement are not listed on the Executory Contracts to be assumed.), Claimant is entitled to an allowed claim reflecting the twenty-five percent (25%) agreed discount for each club membership for which Claimant has rights. The Agreement provides for discounted memberships for 237 Platted Lots which are subject to the interest of Claimant.

Based upon the proposed price for a club membership of \$50,000.00, the discount to which claimant is entitled for each Platted Lot is twenty-five percent (25%) of that amount or \$12,500.00. Below is a calculation of the Claim Amount.

The claim filed represents the total claim of Claimant under the Agreement which is listed as an executory contract in Debtor's Schedules. The Claim Amount may be apportioned among the Debtors as determined by agreement or Order of the Court and for which amended claims will be filed, if appropriate. This claim is being filed in the Cliffs Club and Hospitality Group, Inc. case which lists the Agreement under Schedule G along with each companion Debtor case which likewise reflects the Agreement as an Executory Contract in its filed Schedules.

Calculation of Claim:

Price of a Club Membership	\$50,000.00
Discount under the Agreement (25%)	
Discount for each Plotted Lot	\$12,500.00
Number of Plotted Lots 237	
Claim Amount:	\$2,962,500.00

AGREEMENT REGARDING MEMBERSHIPS

This AGREEMENT REGARDING MEMBERSHIPS ("Agreement") is made as of the 8th day of August, 2008 by and among **THE CLIFFS COMMUNITIES, INC.**, a South Carolina corporation ("Cliffs Guarantor"), **THE CLIFFS GOLF & COUNTRY CLUB, INC.**, a South Carolina corporation, ("Country Club"), and **JAMES B. ANTHONY**, an individual resident of the State of South Carolina ("Anthony"; Cliffs Guarantor, Country Club and Anthony hereinafter collectively referred to as the "Membership Parties") and **WORTHINGTON HYDE PARTNERS-II, L.P.**, a Delaware limited partnership ("Lender").

WITNESSETH:

WHEREAS, Keowee Falls Investment Group, LLC and Keowee Investment Group, LLC (collectively, the "Borrower"), Cliffs Guarantor, The Cliffs at Glassy, Inc. and Anthony (collectively, the "Guarantors") and the Lender have entered into that certain Loan Agreement dated of even date herewith (as amended, supplemented, or otherwise modified from time to time in accordance with its terms, the "Loan Agreement"), pursuant to which the Lender has agreed, subject to the terms thereof, to make a loan (the "Loan") to the Borrower in the sum of Twenty Million Dollars (\$20,000,000.00);

WHEREAS, Country Club is an affiliate of the Borrower and the Guarantors and will be directly benefitted by the extension of the Loan to the Borrower;

WHEREAS, as a condition to making the Loan to Borrower, the Lender has required, among other things, that the Membership Parties enter into this agreement to address the membership rights of those persons who, in the event of a foreclosure of the Property or a portion thereof by Lender, shall purchase Platted Lots in Keowee Falls, Keowee Vineyards or Glassy (all as defined in the Loan Agreement) from the Lender or an affiliate of Lender who shall hold title to the Property after foreclosure;

NOW, THEREFORE, in consideration of Ten Dollars (\$10.00) cash in hand paid, the mutual covenants hereinafter contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Membership Parties and Lender, the parties hereto agree as follows:

1. Definitions. All capitalized terms used herein which are not otherwise defined herein shall have the meanings given to such terms in the Loan Agreement. "Property" means the real property described on Exhibit A attached hereto and incorporated herein by reference; provided, that upon any sale or other Disposition of Property as set forth in Sections 8.22(a) or 8.22(b) of the Loan Agreement or upon any sale of the Property by Lender or an affiliate of Lender who shall hold title to the Property after foreclosure (the "Disposed Property"), such Disposed Property shall cease to be part of the Property with regard to this Agreement.

2. Membership Rights. In the event of a foreclosure of the Property or any portion thereof, by Lender, the purchasers of any Platted Lots in Keowee Falls, Keowee Vineyards or Glassy from Lender, or such affiliate of Lender who shall hold title to the Property after foreclosure, shall have the right to purchase Memberships in the Cliffs Clubs (as such terms are

defined in the Membership Plan attached to the Loan Agreement), or any other type of Membership then offered to all purchasers of Platted Lots within the Cliffs Communities, at seventy-five percent (75%) of the market price being offered to parties who purchase Platted Lots directly from the Cliffs Communities. In addition, any such purchasers of Platted Lots from Lender (or such affiliate of Lender) also shall have the right to lease boat slips or otherwise obtain privileges to use any marina within the Cliffs Communities to the same extent as other purchasers of Platted Lots within the Cliffs Communities. The Membership Parties acknowledge that a Cliffs Clubs Membership entitles the member to rights in all Cliffs Communities, not merely the Cliffs Community in which he or she resides. The Membership Parties agree that in the event Lender sells, transfers, or assigns its entire interest in the Loan as permitted by the first sentence of Section 8.17(a) of the Loan Agreement, then any such purchaser, transferee, or assignee shall have the benefits afforded by this Agreement.

3. Covenant Not to Sell. The Membership Parties, for themselves and for all of the Cliffs Clubs, hereby agree that it shall not have the right to sell any Clubs Facilities (as such term is defined in the Membership Plan attached to the Loan Agreement) unless the purchaser thereof agrees that this Agreement shall be binding on such purchaser.

4. Severability of Provisions. If any provision of this Agreement is construed to be invalid or unenforceable, there shall be substituted therefor another provision regarding the subject matter of the invalid or unenforceable provision, which substitute provision shall be valid and enforceable and as similar as possible to the invalid or unenforceable provision; and the remaining provisions hereof shall not be affected by such invalidity or unenforceability. Each term and provision contained herein, however, be valid and enforceable to the fullest extent permitted by applicable law.

5. Notices, Etc. All notices or demands hereunder shall be in writing and shall be given in accordance with the terms of the Loan Agreement.

6. Amendments, Etc. Neither this Agreement nor any provision hereof may be amended, changed, waived, discharged or terminated orally, but only by an instrument in writing signed by the party against whom enforcement of the change, waiver, discharge or termination is sought.

7. Governing Law. This Agreement shall be governed by and construed according to the statutes and laws of the State of Georgia from time to time in effect.

8. Successors and Assigns. This Agreement shall be binding upon and inure to the benefit of the parties hereto, and their respective heirs, successors and assigns; provided that, the Country Clubs shall not assign their obligations hereunder, in whole or in part, without the prior written consent of Lender, and any such assignment without said consent shall be void and of no effect. Any assignment by Lender shall be made in accordance with the applicable provisions of the Loan Agreement.

9. Time of the Essence. The parties acknowledge and agree that with respect to performance of their respective duties and obligations under this Agreement, time is of the essence.

10. Termination. This Agreement shall terminate upon the payment in full of all obligations of the Borrower and Guarantors under the Loan Documents.

11. Further Assurances. The parties hereby agree to execute or cause any other member of the Cliffs Group to execute such other documents and perform such other acts as may be reasonably necessary or desirable to carry out the intents and purposes of this Agreement.

12. Terminology; Captions. Wherever used, the singular number shall include the plural, the plural the singular, and the use of any gender shall be applicable to all genders, as the context may require. The captions or headings of the paragraphs of this Agreement are inserted for convenience of reference only and shall not be part of this Agreement nor be used to construe or interpret the provisions hereof.

13. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be an original but such counterparts together shall constitute one and the same instrument notwithstanding that the parties are not signatory to the same counterpart.

IN WITNESS WHEREOF, the parties have executed or have caused this Agreement to be executed by their duly authorized representatives, under seal, as of the date set forth above.

MEMBERSHIP PARTIES:

THE CLIFFS COMMUNITIES, INC.

By: James B. Anthony

Name: James B. Anthony

Title: President

[CORPORATE SEAL]

THE CLIFFS GOLF & COUNTRY CLUB, INC.

By: James B. Anthony

Name: James B. Anthony

Title: President

[CORPORATE SEAL]

JAMES B. ANTHONY

LENDER:

WORTHINGTON HYDE PARTNERS-II, L.P.
a Delaware limited liability company

BY: Worthington Hyde, LLC
its sole general partner

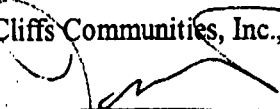
BY: Pittco Management, LLC,
its Manager

By: John H. Pontius
John H. Pontius
President

The Cliffs Clubs execute this Agreement for the purpose of acknowledging their consent and agreement to the terms and provisions contained herein.

THE CLIFFS AT KEOWEE VINEYARDS
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT WALNUT COVE
GOLF & COUNTRY CLUB, LLC

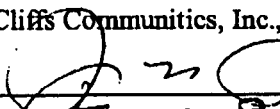
By: The Cliffs Communities, Inc., its member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT MOUNTAIN PARK
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its sole member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT KEOWEE FALLS SOUTH
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its sole member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT KEOWEE SPRINGS
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its sole member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT HIGH CAROLINA
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its sole member

By: 
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS AT KEOWEE FALLS
GOLF & COUNTRY CLUB, LLC

By: The Cliffs Communities, Inc., its sole member

By: [Signature]
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

THE CLIFFS GOLF & COUNTRY CLUB, INC.,
d/b/a The Cliffs at Glassy Golf & Country Club, Inc.

By: [Signature]
Name: James B. Anthony
Title: President

[CORPORATE SEAL]

EXHIBIT A
LEGAL DESCRIPTION
[see attached]

A-1

EXHIBIT A

Properties Owned by Keowee Falls Investment Group, LLC Oconee County

TRACT 1

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 2, 3, 4, 5, 24, 25, 26, 27, 28, 29, 30, 31 and 32 as shown on a plat thereof entitled "Survey of The Cliffs at Keowee Falls South Towne Landing Lots 2 thru 32" dated 2/8/07 and recorded in Plat Book B204, pages 3 & 4.

AND ALSO (TRACT 2)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 66 thru Lot 68 as shown on a plat thereof entitled "Survey of The Cliffs at Keowee Falls South Towne Landing Lots 33 thru 41 & Lots 54 thru 72" dated 2/8/07 and recorded in Plat Book B204, pages 5 & 6.

AND ALSO (TRACT 3)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 42, 43, 46 thru 53 as shown on a plat thereof entitled "Survey of The Cliffs at Keowee Falls South Towne Landing Lots 42 thru 53" dated 2/8/07 and recorded in Plat Book B204, pages 7 & 8.

AND ALSO (TRACT 4)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 73, Lots 75 thru Lots 90, Lot 97, Lot 99, Lots 101 thru 104 as shown on a plat thereof entitled "Survey of The Cliffs at Keowee Falls South Towne Landing Lots 73 thru 104" dated 2/8/07 and recorded in Plat Book B204, pages 9 & 10.

AND ALSO (TRACT 5)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 16 and Lot 17 as shown on a plat thereof entitled "Survey of Keowee Falls South Jasmine Cove Lots 1 thru 17" dated 3/10/04 and recorded in Plat Book 993, pages 4 & 5.

AND ALSO (TRACT 6)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 31, Lots 40 thru 42 as shown on a plat thereof entitled "Survey of Keowee Falls South Jasmine Cove Lots 18 thru 42" dated 3/10/04 and recorded in Plat Book 993, pages 6 & 7.

AND ALSO (TRACT 7)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 53 as shown on a plat thereof entitled "Survey of Keowee Falls South Emerald Bay (formerly Phase 1A) Lots 49 thru 74" dated 4/1/03 and recorded in Plat Book A948 pages 5 & 6.

AND ALSO (TRACT 8)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots 87, 88 and Lots 90 thru Lot 93 as shown on a plat thereof entitled "Survey of Keowee Falls South Emerald Bay (formerly Phase 1 A) Lots 75 thru 93" dated 4/1/03 and recorded in Plat Book 993, pages 8 & 9.

AND ALSO (TRACT 9)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 43, Lot 46, Lot 48, Lot 49 and Lot 50 as shown on a plat thereof entitled "Survey of Keowee Falls South Laurel Pointe Lots 33 thru 50" dated 8/19/03 and recorded in Plat Book A971, pages 7 & 8.

AND ALSO (TRACT 10)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots 90 thru 119 as shown on a plat thereof entitled "Survey of Keowee Falls South Laurel Pointe Lots 90 thru 119" dated 3/11/06 and recorded in Plat Book B 122, pages 7 & 8.

AND ALSO (TRACT 11)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots 120 thru 122 and Lot 125 as shown on a plat thereof entitled "Survey of Keowee Falls South Laurel Pointe Lots 120 thru 126" dated 3/11/06 and recorded in Plat Book B 140, pages 1 & 2.

AND ALSO (TRACT 12)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots 2 thru Lot 4, Lot 6, Lot 8, Lot 10 and Lots 12 thru Lot 18 as shown on a plat thereof entitled "Survey of Keowee Falls South Falls Creek Lots 1 thru 26" dated 7/8/04 and recorded in Plat Book B14, pages 5 & 6.

AND ALSO (TRACT 13)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 30 as shown on a plat thereof entitled "Survey of Keowee Falls South Falls Creek Lots 27 thru 34" dated 7/8/04 and recorded in Plat Book B13, pages 1 & 2.

AND ALSO (TRACT 14)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 68, Lot 69, Lot 72, Lot 74, Lot 77, Lots 79 thru Lots 82, Lot 84, Lot 87, 89 and 90, Lots 92 thru 94 as shown on a plat thereof entitled "Survey of Keowee Falls South High Ridge Lots 68 thru 90 and Lots 92 thru 95" dated 2/8/07 and recorded in Plat Book B245, pages 5 & 6.

AND ALSO (TRACT 15)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 1, Lot 2, Lots 7 thru Lots 14, Lot 17, Lot 18, Lot 21, Lot 22, Lot 27 and Lot 28 as shown on a plat thereof entitled "Survey of Keowee Falls South The Retreat Lots 1 thru 8, Lots 20 thru 28 and a recombination of Lot 19 and Lots 9 thru 14" dated 11/21/05 and recorded in Plat Book B245, pages 7 & 8.

This being a portion of the same property conveyed to Keowee Falls Investment Group, LLC by deed from Crescent Resources, LLC, dated 12/18/02, and recorded 12/18/02, in Book 1258, at Page 257, records of Oconee County, South Carolina.

AND ALSO (TRACT 16)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, Keowee Township, lying south of South Carolina Highway 11, shown on 'Boundary Survey for Crescent Resources, LLC', Sheets 1 through 4, inclusive, prepared by CBS Surveying & Mapping, Inc., dated July, 2002, containing 1093.57 acres, more or less, and designated as Tract Number 7139, as recorded in the Office of the Register of Deeds for Oconee County, South Carolina in Plat Book A913, at Pages 1 through 8, inclusive, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO (TRACT 17)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, Keowee Township, lying east of Nimmons Bridge Road, shown on 'Boundary Survey for Crescent Resources, LLC', Sheets 1 through 4, inclusive, prepared by CBS Surveying & Mapping, Inc., dated September 25, 2002, containing 1073.38 acres, more or less, and designated as Tract Number 7083, as recorded in the Office of the Register of Deeds for Oconee County, South Carolina in Plat Book A914, at Pages 1 through 8, inclusive, and having the metes and bounds, courses and distances as upon said plat appear.

This is the same property conveyed to Keowee Falls Investment Group, LLC by deed from Crescent Resources, LLC, dated 12/18/02, and recorded 12/18/02, in Book 1258, at Page 257, records of Oconee County, South Carolina.

AND ALSO (TRACT 18)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, Salem School District, containing 21.28 acres, more or less, and being the northern portion of Roy Porter property as shown on a plat prepared by Crescent Land and Timber Corporation as recorded in Plat Book P44, page 491, records of Oconee County, South Carolina.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Waterfall Investment Group, LLC dated 7/31/08 and recorded in Deed Book 1124, page 309, records of Oconee County, South Carolina.

AND ALSO (TRACT 19)
All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, containing 78.10 acres, more or less, as shown on a plat prepared by Lindsey & Associates, Inc. Land and Hydrographic Surveyors, dated 4/19/05 as recorded in Plat Book B93, pages 3 & 4, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 7.13 acres, more or less, as shown on a plat entitled "Plat Prepared for Gary Pelfrey and Sharon Pelfrey" dated 6/15/06 prepared by Clemson Engineering Services, R. Jay Cooper, recorded in Plat Book B158, page 4.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed

from Waterfall Investment Group, LLC dated 7/31/08 and recorded in Deed Book 1674 page 303, records of Oconee County, South Carolina.

AND ALSO (TRACT 20)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, being known and designated as a tract of land located on the southern side of Rattlesnake Ridge Road containing 33.45 acres, more or less, as shown on a plat of Property of Larry C. Jones and Clayton D. Jones, Jr. surveyed for Keowee Falls Investment Group, LLC prepared by Lindsey & Associates, Inc. dated 10/13/03 and recorded in Plat Book A975, page 5.

AND ALSO (TRACT 21)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as a tract of land located on the southern side of Rattlesnake Ridge Road containing 53.01 acres, more or less, as shown on a plat of Property of Larry C. Jones and Clayton D. Jones, Jr., surveyed for Keowee Falls Investment Group, LLC prepared by Lindsey & Associates, Inc. dated 10/13/03 and recorded in Plat Book A975, page 5.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Waterfall Investment Group, LLC dated 7/31/08 and recorded in Deed Book 1674 page 303, records of Oconee County, South Carolina.

AND ALSO (TRACT 22)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, in Keowee Township, on the northern side of Shallow Ford Road, containing 1.52 acres, more or less, as shown on a plat prepared by Harold Hawkins dated 12/23/86 and recorded in Plat Book P54, page 207.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Waterfall Investment Group, LLC dated 7/31/08 and recorded in Deed Book 1674 page 301, records of Oconee County, South Carolina.

AND ALSO (TRACT 23)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, on the southwestern side of Nimmons Bridge Road, containing 6.01 acres, more or less, as shown on "Plat prepared for Teresa A. Willson" by Cornerstone of Seneca, Inc. dated 9/5/01 and recorded in Plat Book A841, page 4.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Waterfall Investment Group, LLC dated 7/31/08 and recorded in Deed Book 1674 page 305, records of Oconee County, South Carolina.

AND ALSO (TRACT 24)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as a tract of land containing 4.02 acres, more or less, as shown on a plat of survey of Property of Jack C. Murphree prepared by Harold W. Hawkins, Surveyor, dated 9/3/88 and recorded in Plat Book P-56, at page 133, records of Oconee County, South Carolina.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Miles A. Adair and recorded in Deed Book 1469, page 117.

AND ALSO (TRACT 25)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract B, containing 11.403 acres, more or less, including the road right of way, as shown on a plat in the name of "Estate of Blanche B. Murphree" prepared by James G. Hart, dated 7/18/01 and recorded in Plat Book A828, page 5.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Miles M. Adair recorded in Deed Book 1469, page 113.

AND ALSO (TRACT 26)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract A, containing 11.213 acres, more or less, including the road right of way, as shown on a plat in the name of "Estate of Blanche B. Murphree" prepared by James G. Hart, dated 7/18/01 and recorded in Plat Book A828, page 4.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Miles M. Adair recorded in Deed Book 1469, page 115.

AND ALSO (TRACT 27)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, Salem School District, near Fall Creek Church, on the western side of Fall Creek Church Road, being shown as Tract A, containing 42.234 acres; Tract B, containing 2.214 acres; and Tract C, containing 1.485 acres, for a total tract acreage of 45.9333 acres, on a plat entitled "Property of Donald L. Rima, II" dated 4/11/88 prepared by Wayne R. Garland, Landmark Surveys, Inc., recorded in the Office of the Register of Deeds for Oconee County, SC in Plat Book P53, page 136; and being more recently shown as containing 48.22 acres, more or less, on a plat entitled "Survey for Miles Adair" prepared by Robert E. Threatt dated 2/3/03 and recorded in the Office of the Register of Deeds for Oconee County, South Carolina, in Plat Book A926, page 4.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Miles M. Adair recorded in Deed Book 1270, page 250.

AND ALSO (TRACT 28)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, on the east side of Nimmons Bridge Road, being shown and designated as Parcel A containing 9.66 acres, more or less, as shown on a plat of survey for Keowee Falls Investment Group, LLC prepared by Robert E. Threatt dated 12/17/03 and recorded in Plat Book A992, page 10.

ALSO, (TRACT 29)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, on the east side of Nimmons Bridge Road, being shown and designated as Parcel B containing 24.21 acres, more or less, as shown on a plat of Survey for Keowee Falls Investment Group, LLC prepared by Robert E. Threatt dated 12/17/03 and recorded in Plat Book A992, page 10

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Daniel E. Winchester and Minnie Pearl E. Winchester recorded 3/16/04 in Deed Book

1334, page 21.

AND ALSO (TRACT 30)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, in Salem School District, containing 1.75 acres, more or less, as shown on plat thereof prepared by Harold W. Hawkins dated 5/14/88 and recorded in Plat Book P53, page 208.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Sharon H. Pelfrey recorded in Deed Book 1547, page 293.

AND ALSO (TRACT 31)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 29.93 acres, more or less, south of Shallow Ford Road, as shown on a plat of "Property of Gerald Robert Melton and Florine Rhodes Melton" entitled "Survey for Waterfall Investment Group, LLC" dated 7/20/04, prepared by Lindsey & Associates, Inc. and recorded in Plat Book B17, pages 8 & 9.

ALSO, an easement and right of way for ingress, egress and regress over and across that certain existing drive shown on the plat as "James Drive" for access to the above described tract from Shallow Ford Road.

AND ALSO (TRACT 32)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 171.71 acres, more or less, shown on a plat prepared for Keowee Falls Investment Group, LLC by Gregory Blake Sosebee dated 4/28/03 and recorded in Plat Book A957, page 5 & 8.

This being the same property conveyed unto Keowee Falls Investment Group, LLC by deed from Waterfall Investment Group, LLC dated 5/24/07 and recorded in Deed Book 1587, page 302.

LESS AND EXCEPT

All that certain piece, parcel or lot of land lying and being situate in the State of South Carolina, County of Oconee, being shown and designated as 6.067 acres, according to a survey prepared for Retreat at Falls South Homeowners Association, prepared by Neal H. O'Connor, Jr. dated 9/22/06 and recorded in Plat Book B173, page 9.

This being the same property conveyed unto The Retreat at Falls South Homeowners Association recorded in Deed Book 1541, page 270.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 6.630 acres, more or less, as shown on that certain plat dated 3/2/07 and prepared by The Cliffs Communities, Inc., Neal H. O'Connor, Jr. entitled "Survey for Cliffs Commercial Properties, LLC Mulberry Village at Keowee Falls South, Mulberry Village Retail Shops" recorded in Plat Book B197, page 1.

This being the same property conveyed unto Cliffs Commercial Properties, LLC by deed from Keowee Falls Investment Group, LLC recorded 3/19/07 in Deed Book 1573, page 268.

LESS AND EXCEPT

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 247.312 acres, more or less, as shown on a plat thereof entitled, "Survey for Cliffs at Keowee Falls Golf & Country Club, LLC" dated 5/10/07 and recorded in Plat Book B209, pages 7 thru 10.

This being the same property conveyed unto Keowee Falls Golf & Country Club, LLC by deed from Keowee Falls Investment Group, LLC dated 5/22/07 and recorded in Deed Book 1587, page 304.

LESS AND EXCEPT

All that certain piece, parcel or lot of land containing 3.543 acres, as more fully shown on the survey for The Town of Salem "Keowee Falls South 0 Tank Site" dated 7/31/07 prepared by Neal H. O'Connor and recorded in Plat Book B219, page 8, Office of the ROD in Oconee County, South Carolina.

This being the same property conveyed unto The Town of Salem by deed from Keowee Falls Investment Group, LLC dated 7/31/07 and recorded in Deed Book 1603, page 54.

LESS AND EXCEPT

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 8.387 acres, more or less, as shown on a plat thereof entitled, "Survey for Cliffs at Keowee Falls Golf & Country Club, LLC" dated 4/19/07 and recorded in Plat Book B209, page 4.

This being the same property conveyed unto Keowee Falls Golf & Country Club, LLC by deed from Keowee Falls Investment Group, LLC dated 5/22/07 and recorded in Deed Book 1587, page 305; see Corrective Deed recorded in Deed Book 1603, page 140.

LESS AND EXCEPT

Parcel 1-Fee Parcel

Being that portion of the Golf Course Area, said Golf Course Area, being shown as 212.850 acres, more or less, shown on plat entitled "Survey for The Cliffs Golf Course Holding Company, LLC" dated 12/5/07, prepared by Neal O'Connor, Jr. and recorded in Plat Book 243, pages 1 thru 4.

This being the same property conveyed unto The Cliffs at Keowee Falls Golf & Country Club, LLC by deed from Keowee Falls Investment Group, LLC dated 12/31/07 and recorded in Deed Book 1636, page 293; See also Corrective Deed recorded in Deed Book 1642, page 89.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 44, on a survey described as "Survey of Keowee Falls South, Towne Landing, Lots 42 thru 53", dated 2/8/07 and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B204, pages 7 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 6 thru 23 on a survey described as "Survey of Keowee Falls South, Towne Landing, Lots 2 thru 32", dated 2/8/07 and recorded in the Office of the

Register of Deeds for Oconee County on May 2, 2007 in Plat Book B204, pages 3 & 4.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 33 thru 41 and Lots 54 thru 65 and Lots 69 thru 72, on a survey described as "Survey of Keowee Falls South, Towne Landing, Lots 33 thru 41 and Lots 54 thru 72", dated 2/8/07 and recorded in the Office of the Register of Deeds for Oconee County on May 2, 2007 in Plat Book B204, pages 5 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 74, Lots 91 thru 96, Lot 98 and Lot 100 on a survey described as "Survey of Keowee Falls South, Towne Landing, Lots 73 thru 104", dated 2/8/07 and recorded in the Office of the Register of Deeds for Oconee County on May 2, 2007 in Plat Book B204, pages 9 & 10.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 70, Lot 71, Lot 73, Lot 75, Lot 76, Lot 78, Lot 83, Lot 85, Lot 86, Lot 88 and Lot 95 on a survey described as "Survey of Keowee Falls South High Ridge, Lots 68 thru 90 and Lots 92 thru 95", dated 2/8/07, last revised April 23, 2007, prepared by Lindsey & Associates, Inc. and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B245, at Page 5 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 1 thru Lot 15 and Lots 40 thru 51 on a survey described as "Survey of Keowee Falls South High Ridge, Lots 1 thru 15 and Lots 40 thru 51" dated 3/11/06, prepared by Lindsey & Associates, Inc. and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B139, pages 5 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 16 thru Lot 39 on a survey described as "Survey of Keowee Falls South High Ridge, Lots 16 thru 39" dated 3/11/06, prepared by Lindsey & Associates, Inc. and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B139, pages 7 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 52 thru Lot 67 on a survey described as "Survey of Keowee Falls South High Ridge, Lots 52 thru 67" dated 3/11/06, prepared by Lindsey & Associates, Inc. and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B122, page 5 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 3 thru Lot 6, Lot 19, Lot 20, Lot 23, Lot 24, Lot 25 and Lot 28 as shown on a survey described as "Survey of Keowee Falls South The Retreat, Lots 1 thru 8, Lots 20 thru 28 and a recombination of Lot 19 and Lots 9 thru 14" dated 11/21/05, prepared by Lindsey & Associates, Inc. and recorded in the Office of the Register of Deeds for

Oconee County in Plat Book B245, pages 7 & 8.

LESS AND EXCEPT

All that certain place, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 1, Lot 5, Lot 7, Lot 9, Lot 11, Lot 19, Lots 20 thru 26 as shown on a survey described as "Survey of Keowee Falls South Falls Creek Lots 1 thru 26" dated 7/8/04, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B114, pages 5 & 6.

LESS AND EXCEPT

All that certain place, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 27 thru Lot 29 and Lots 31 thru 34 as shown on a survey described as "Survey of Keowee Falls South Falls Creek Lots 27 thru 34" dated 7/8/04, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B113, pages 1 & 2.

LESS AND EXCEPT

All that certain place, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots LP-2 thru LP-32 as shown on a survey described as "Survey of Keowee Falls South Laurel Pointe, Lots 2 thru 32" dated 8/1/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book A971, pages 5 & 6.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots LP-33 thru LP-42, Lot LP-44, Lot LP-45 and Lot LP-47 as shown on a survey described as "Survey of Keowee Falls South Laurel Pointe, Lots 33 thru 50" dated 8/19/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book A971, pages 7 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots LP-61 thru LP-89 as shown on a survey described as "Survey of Keowee Falls South Laurel Pointe, Lots 61 thru 89" dated 8/19/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B41, pages 7 & 8.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lot 123, Lot 124 and Lot 126 as shown on a survey described as "Survey of Keowee Falls South Laurel Pointe, Lots 120 thru 126" dated 8/19/03, last revised May 12, 2008, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book B140, pages 1 & 2.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 11 thru 48 as shown on a survey described as "Survey of Keowee Falls South Emerald Bay (formerly Phase 1A) Lots 11 thru 48 and 101-103" dated 4/1/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book A89, pages 9 & 10.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 49 thru Lot 52 and Lot 54 thru Lot 74 as shown on a survey described as "Survey of Keowee Falls South Emerald Bay (formerly Phase 1A) Lots 49 thru 74" dated 4/1/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book A948, pages 5 & 6.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 75 thru 86 and Lot 89 as shown on a survey described as "Survey of Keowee Falls South Emerald Bay (formerly Phase 1A) Lots 75 thru 93" dated 4/1/03, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book 993, pages 8 & 9.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 1 thru 15 as shown on a survey described as "Survey of Keowee Falls South Jasmine Cove Lots 1 thru 17" dated 3/10/04, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book 993, page 4 & 5.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being shown as Lots 18 thru 30, and Lots 32 thru 39 as shown on a survey described as "Survey of Keowee Falls South Jasmine Cove Lots 18 thru 42" dated 3/10/04, prepared by Robert E. Threatt, and recorded in the Office of the Register of Deeds for Oconee County in Plat Book 993, page 6 & 7.

EXHIBIT A

Properties Owned by Keowee Investment Group, LLC Oconee County

TRACT 1

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number E-ONE (E-1) and E-THIRTEEN (E-13) Cliffs at Keowee Falls East Section as shown on a plat thereof entitled, "Cliffs Keowee Falls East Section Lots E-1, E-3 thru E-16", dated 9/9/99 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A707, at Page 1 and 2, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 2)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number E-NINETEEN (E-19), E-TWENTY ONE (E-21), E-TWENTY TWO (E-22) Cliffs Keowee Falls East Section as shown on a plat thereof entitled, "Cliffs Keowee Falls East Section Lots E-17 thru E-26", dated 11/29/99; revised 12/12/02 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A918, at Page 1 and 2, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 3)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number E-THIRTY ONE (E-31) and E-THIRTY TWO (E-32) Cliffs Keowee Falls East Section as shown on a plat thereof entitled, "Cliffs Keowee Falls East Section Lots E-27 thru E-32", dated 4/12/01; revised 7/17/01 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A828, at Page 1 and 2, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 4)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number J-SEVENTEEN (J-17) thru J-NINETEEN (J-19), consecutively, J-TWENTY ONE (J-21), J-FORTY FIVE (J-45), J-FORTY SIX (J-46), J-FIFTY SIX (J-56) thru J-FIFTY NINE (J-59), consecutively, The Cliffs at Keowee Vineyards Section "J" as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Section "J" Lots 1-22 and 45-66", dated 10/6/98; revised 4/20/99; revised 3/26/01; revised 10/2/01 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in

Plat Book A841, at Page 7 and 8, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Keowee/Jocassee, LLC dated 9/15/98 and recorded in Deed Book 1003, page 55 County of Oconee, State of South Carolina.

AND ALSO (TRACT 5)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number J-FORTY FOUR (J-44), The Cliffs at Keowee Vineyards Section "J" as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Section "J" Lots 26, 28-49 and 41-44", dated 10/6/98 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A683, at Page 5 and 6, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Keowee/Jocassee, LLC dated 9/15/98 and recorded in Deed Book 1003, page 55 County of Oconee, State of South Carolina.

AND ALSO (TRACT 6)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number S-ELEVEN (S-11), S-TWELVE (S-12) Cliffs Keowee Falls North, South Section as shown on a plat thereof entitled, "Cliffs Keowee Falls South Section Lots S-8 thru S-12", dated 2/16/01 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A801, at Page 5 and 6, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 7)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number S-TWENTY TWO (S-22), S-TWENTY SIX (S-26) and S-FORTY FOUR (S-44) Cliffs Keowee Falls North, South Section as shown on a plat thereof entitled, "Cliffs Keowee Falls South Section Lots S-21 thru S-30 and S-44-S-46", dated 4/10/01; revised 7/2/01 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book A827, at Page 7 and 8, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 8)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number S-THIRTY ONE thru S-THIRTY FOUR (S-31 thru S-34), S-THIRTY SIX (S-36) and S-FORTY ONE (S-41) Cliffs Keowee Falls North, South Section as shown on a plat thereof entitled, "Cliffs Keowee Falls South Section Lots S-31 thru S-36 and S-40 thru S-43", dated 4/11/01; revised 10/2/01 and recorded in the

Office of the Register of Deeds Oconee County, South Carolina in Plat Book A841, at Page 9 and 10, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 9)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot Number S-FORTY THREE (S-43) Cliffs Keowee Falls South Section as shown on a plat thereof entitled, "Survey for Keowee Investment Group, LLC Cliffs Keowee Falls - South Section Driveway Easement for Lots S-41 & S-43" dated 8/30/06 and recorded in the Office of the Register of Deeds Oconee County, South Carolina in Plat Book B172, Page 7 and survey of "Cliffs Keowee Falls, South Section, Lots S-31 thru S-36 and S-40 thru S-43" recorded in Plat Book 841, page 9 & 10, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc. dated 9/13/99 and recorded in Deed Book 1050, page 196 County of Oconee, State of South Carolina.

AND ALSO (TRACT 10)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract #1, consisting of 220.37 acres, more or less, as shown on a plat entitled "Boundary Survey for Crescent Resources, Inc." dated 3/18/99 and recorded in Plat Book A689, page 10, records of Oconee County, South Carolina.

AND ALSO (TRACT 11)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract #2, consisting of 143.96 acres, more or less, as shown on a plat entitled "Boundary Survey for Crescent Resources, Inc." dated 3/22/99 and recorded in Plat Book A689, page 9, records of Oconee County, South Carolina.

AND ALSO (TRACT 12)

All that certain piece parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 451.62 acres, more or less, as shown on a plat entitled "Boundary Survey for Crescent Resources, Inc." dated 12/98 and recorded in Plat Book A652, pages 8 and 9, records of Oconee County, South Carolina.

AND ALSO (TRACT 13)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract #3, consisting of 186.50 acres, more or less, as shown on a plat entitled "Boundary Survey for Crescent Resources, Inc." dated 3/18/99 and recorded in Plat Book A689, pages 5 & 6, records of Oconee County, South Carolina.

AND ALSO (TRACT 14)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract #5, consisting of 23.49 acres.

more or less, as shown on a plat entitled "Boundary Survey for Crescent Resources, Inc." dated 3/18/99 and recorded in Plat Book A689, pages 5 & 6, records of Oconee County, South Carolina.

This being the a portion of same property conveyed unto Keowee Investment Group, LLC by deed from Crescent Resources, Inc., f/k/a Crescent Land & Timber Corp. or South Carolina Land & Timber Corporation dated 9/13/99 and recorded 9/13/99 in Deed Book 1050, page 196, records of Oconee County, South Carolina.

AND ALSO (TRACT 15)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as 68.825 acres, more or less, according to a plat prepared by Wayne R. Garland, dated 3/30/88 and recorded in Plat Book A19, page 9, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land conveyed from Bruce L. Kaufmann, Cindy A. Kaufmann and Earl B. Allen to Willard F. Kaufmann and Lois P. Kaufmann, containing 1.00 acres, more or less, recorded in Deed Book 894, page 306, records of Oconee County, South Carolina.

This being the same property conveyed unto Keowee Investment Group, LLC by deed from Earl B. Allen, Lois Francice Allen, Bruce L. Kaufmann and Cindy A. Kaufmann dated 4/27/01 and recorded in Deed Book 1149, page 339, records of Oconee County, South Carolina.

AND ALSO (TRACT 16)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as B-3, consisting of 26.6 acres, more or less, as shown on a plat for William Scott Kinzer, Sr. and Debora L. Kinzer prepared by John R. Long, SC PLS#6270, dated 8/19/96 and recorded 5/31/96 in Plat Book A414, page 6, records of Oconee County, South Carolina.

This conveyance is subject to that Easement and Right of Way Agreement dated 4/8/96 and recorded 4/11/96 in Deed Book 858, page 10, records of Oconee County, South Carolina.

This being the same property conveyed unto Keowee Investment Group, LLC by deed from Derrill J. Ramey dated 6/9/00 and recorded in Deed Book 1093, page 31, records of Oconee County, South Carolina.

AND ALSO (TRACT 17)

All that certain piece, parcel or tract of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Tract 2 of the W.J. Duffle tract and containing 119.0 acres, more or less and described as follows:

BEGINNING at a rock corner on the south side of Chapman's Bridge Road and running thence S. 20E. 12.15 to a stake; thence S. 6E 11.00 to a rock; thence N. 78E 5.80 to a stake in the center of the Robertson Road as the line between this tract and Tract No. 4 of the Subdivision of the larger tract; thence in a southerly direction with the present line of the Robertson Road as the line a distance of about 25.50 to a rock corner; thence S. 25W 24.60 to a stake on the old line between this tract and J.A. Robertson's land; thence N. 42W 40.00 to a pine about 6.00 southeast of the Cave Spring; thence N. 25E 37.24 to the beginning corner, all as more fully shown by plat of J.H.

Wigington, Surveyor dated 5/24/28. The said tract being No-2 of the subdivision of the W.J. Duffie tract..

This being a portion of the same property conveyed unto Keowee Investment Group, LLC by deed from Laurel Properties of Pickens County, Inc., d/b/a Laurel Properties and Laurel Properties of Pickens County dated 9/15/98 and recorded in Deed Book 1003, page 61, records of Oconee County, South Carolina.

AS TO TRACTS 10 THROUGH 17, ONLY, THE FOLLOWING ARE LESS AND EXCEPTS:

LESS AND EXCEPT

All that certain piece, parcel or tract of land, situate, lying and being in the State of South Carolina, County of Oconee being known and designated as the Preservation Reach Areas #1 thru #5, McKinneys Creek Restoration Areas #1 and #2 and 5.31 shown on a plat recorded in Plat Book B193, pages 9 & 10 and 5.31 acres, as shown on Plat Book A714, page 9.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots 1 thru 22 and Lots 45-66 "J" Section as shown on a survey entitled "Survey for The Cliffs at Keowee Vineyards, Section "J", Lots 1 thru 22 and 45-66" dated 10/6/98 and recorded in Plat Book A841, pages 7 & 8, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot 26, Lots 28 thru 39 and Lots 41 thru 44 "J" Section as shown on a survey entitled "Survey for The Cliffs at Keowee Vineyards, Section "J", Lots 26, 28-39 & 41-44" dated 10/6/98 and recorded in Plat Book A683, pages 5 & 6, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lot J-67 thru J-68 "J" Section as shown on a survey entitled "Survey for The Cliffs at Keowee Vineyards, Section "J", Lots J-67 thru J-68" dated 10/6/98 and recorded in Plat Book A827, pages 9 & 10, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots E-1, E-3 thru E-16, East Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots E-1, E-3 thru E-16" dated 9/9/99 and recorded in Plat Book A707, pages 1 & 2, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots E-17 thru E-26, East Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots E-17 thru E-26" dated 11/29/99 and recorded in Plat Book A918, pages 1 & 2, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots E-27 thru E-32, East Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots E-27 thru E-32" dated 4/12/01 and recorded in Plat Book A828, pages 1 & 2, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots S-1 thru S-7 and S-20, South Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots S-1 thru S-7 and S-20" dated 8/18/99 and recorded in Plat Book A827, pages 5 & 6, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots S-8 thru S-12, South Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots S-8 thru S-12" dated 2/16/01 and recorded in Plat Book A801, pages 5 & 6, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots S-21 thru S-30 and S-44 thru S-46, South Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots S-21 thru S-30 and S-44 thru S-46" dated 4/10/01 and recorded in Plat Book A827, pages 7 & 8, records of Oconee County, South Carolina.

LESS AND EXCEPT

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Oconee, being known and designated as Lots S-31 thru S-36 and S-40 thru S-43, South Section as shown on a survey entitled "Survey for The Cliffs at Keowee Falls Lots S-31 thru S-36 and S-40 thru S-43" dated 4/11/01 and recorded in Plat Book A841, pages 9 & 10, records of Oconee County, South Carolina.

EXHIBIT A

Properties Owned by Keowee Investment Group, LLC Pickens County

TRACT 1

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot VP-FORTY TWO (VP-42) and VP-FORTY NINE (VP-49) Vineyard Park as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Vineyard Park Section Lots 9 thru 28 and 30 thru 51" dated 6/27/00 and recorded in the Office of the Register of Deeds in Plat Book 389, Page 19 & 20, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto Keowee Investment Group, LLC by deed from Crescent Land and Timber Corp., a/k/a Crescent Resources, Inc. recorded 9/8/97 in Deed Book 390, page 156, records of Pickens County, South Carolina.

AND ALSO (TRACT 2)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot EC-FOUR (EC-4) thru EC-TWENTY FOUR (EC-24), consecutively, EC-THIRTY ONE (EC-31) thru EC-THIRTY THREE (EC-33), consecutively, Equestrian Cottage Section, now known as Vineyard Cottage as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Equestrian Cottage Section Lots EC-1 thru EC-33" dated 10/1/03; revised 3/4/04; revised 4/6/04 and recorded in the Office of the Register of Deeds in Plat Book 496, Page 7 & 8, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto Keowee Investment Group, LLC by deed from Crescent Land and Timber Corp., a/k/a Crescent Resources, Inc. recorded 9/8/97 in Deed Book 390, page 156, records of Pickens County, South Carolina.

AND ALSO (TRACT 3)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot FC-THREE (FC-3), FC-EIGHT (FC-8) and FC-NINE (FC-9) Fairway Cottages as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Fairway Cottages Section Lots FC-1 thru FC-12" dated 6/28/00; revised 7/25/00 and recorded in the Office of the Register of Deeds in Plat Book 394, Page 7 & 8, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto Keowee Investment Group, LLC by deed from Cliffs Heritage, LLC by deed dated 6/28/05 and recorded in Deed Book 921, page 199, records of Pickens County, South Carolina.

AND ALSO (TRACT 4)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot ONE (1) Section E/East as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Section E/East Lots 1 thru 24" dated 8/25/97 and recorded in the Office of the Register of Deeds in Plat Book 364, Page 11 & 12, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto Keowee Investment Group, LLC by deed from The Cliffs at Glassy, Inc. dated 6/11/06 and recorded in Deed Book 1019, page 136, records of Pickens County, South Carolina.

AND ALSO (TRACT 5)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Pickens, being known and designated as Lot FORTY FOUR (44), Section E/East as shown on a plat thereof entitled, "The Cliffs at Keowee Vineyards Section E/East, Lots 25-26, 28-32, 34 and 36-44" dated 8/25/97 and recorded in the Office of the Register of Deeds in Plat Book 418, Page 16 & 17, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto Keowee Investment Group, LLC by deed from Crescent Land and Timber Corp., a/k/a Crescent Resources, Inc. recorded 9/8/97 in Deed Book 390, page 156, records of Pickens County, South Carolina.

EXHIBIT A
Properties Owned by The Cliffs at Glassy, Inc.

(TRACT 1)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 33B, Phase III of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Survey for The Cliffs at Glassy, Inc. Lot 33-B, Phase III" dated 10/11/06 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 1033, at Page 77 & 78, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO (TRACT 2)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 187, Phase III of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Survey for The Cliffs at Glassy Lot 185 thru 187 and Recombination of Lot 119 Forming Lot 119A" dated 9/20/06 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 1033, at Page 84, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO (TRACT 3)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 79, Phase III of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "The Cliffs at Glassy Tracts 75 thru 79, 81 thru 94 & 96 thru 100" dated 8/6/91 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 20T, at Page 13, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 6/6/91 and recorded 6/11/91 in Deed Book 1438, page 437, records of Greenville County, South Carolina.

AND ALSO (TRACT 4)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 204, of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "The Cliffs at Glassy East Lot 204 and Common Area" dated 9/20/06 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 1033, at Page 82, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Paul Peebles, MD recorded 8/27/92 in Deed Book 1486, page 120, records of Greenville County, South Carolina.

AND ALSO (TRACT 5)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 103 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 85, 103 thru 110 and 122 thru 125" dated 8/20/90 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 22Z, at Page 24, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Dale A. Whitney and Barbara J. Whitney dated 7/8/02 and recorded 7/12/02 in Deed Book 2001, page 1852.

AND ALSO (TRACT 6)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 187 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 187 thru 200" dated 6/11/93 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 31M, at Page 98, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Rhonda Colleen Bishop dated 3/22/04 and recorded 3/22/04 in Deed Book 2080, page 771, records of Greenville County, South Carolina.

AND ALSO (TRACT 7)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 113 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 1 thru 16, 19, 21 & 22, 25 & 26, 58 thru 60, 91 thru 95 and 111 thru 116" dated 5/21/90 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 21-Z, at Page 82, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO: A right of way over and across the roads and street within the development known as Glassy Mountain Development and The Cliffs at Glassy, which rights of way are shown on plats of record in the Office of the Register of Deeds for Greenville County, South Carolina.

This being the same property conveyed unto Cliffs at Glassy, Inc. by deed from Jeff R. Enow dated 6/24/04 and recorded 8/6/04 in Deed Book 2102, page 364, records of Greenville County, South Carolina.

AND ALSO (TRACT 8)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 191 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 187 thru 200" dated 6/11/93 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 31-M, at page 98, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Bradford D. Seckinger dated 6/21/96 and recorded 7/18/96 in Deed Book 1647, page 408, records of Greenville County, South Carolina.

AND ALSO (TRACT 9)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 201 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 201 thru 204" dated 4/1/96 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 31M, at page 97, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 12/15/99 and recorded 12/30/99 in Deed Book 1889, page 174, records of Greenville County, South Carolina.

AND ALSO (TRACT 10)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 202 Glassy Mountain I of The Cliffs at Glassy Subdivision as shown on a plat thereof entitled "Glassy Mountain I Tracts 201 thru 204" dated 4/1/96 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 31M, at page 97, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 6/6/91 and recorded in Deed Book 1438, page 437, re-recorded in Deed Book 1501, page 478.

AND ALSO (TRACT 11)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 22, 23 and 24 The Cliffs at Glassy North as shown on a plat thereof entitled "The Cliffs at Glassy North Tracts 21 thru 44" dated 7/10/00 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 42L, page 17, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 6/6/91 and recorded in Deed Book 1438, page 437, re-recorded in Deed Book 1501, page 478, records of Greenville County, South Carolina.

AND ALSO (TRACT 12)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 40 The Cliffs at Glassy South as shown on a plat thereof entitled "The Cliffs at Glassy South Tracts 25 thru 43" dated 7/10/00 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 42L, at page 17, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Frank K. Bridwell, et al dated 9/19/91 and recorded 9/17/91 in Deed Book 1448, page 536, records of Greenville County, South Carolina.

AND ALSO (TRACT 13)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 98 The Cliffs at Glassy North as shown on a plat thereof entitled "The Cliffs at Glassy South Tracts 90 thru 101" dated 4/22/99 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 39W, at page 57, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the property conveyed unto The Cliffs at Glassy, Inc. by deed from Kathleen P. Jennings dated 3/29/99 and recorded 3/29/99 in Deed Book 1827, page 873, records of Greenville County, South Carolina.

AND ALSO (TRACT 14)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 134 thru 142 and Lot 145 thru 148, The Cliffs at Glassy West as shown on a plat thereof entitled "The Cliffs at Glassy West Tracts 134 thru 150" dated 1/3/01 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 43B, at page 74, and having the metes and bounds, courses and distances as upon said plat appear.

This being the same property conveyed unto The Cliffs at Glassy, Inc. by deed from The Cliffs at Keowee Springs, LLC by deed dated 2/20/07 and recorded 2/21/07 recorded in Deed Book 2252, page 1635, records of Greenville County, South Carolina.

This also being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 6/6/91 and recorded in Deed Book 1438, page 437, re-recorded in Deed Book 1501, page 478, records of Greenville County, South Carolina.

AND ALSO (TRACT 15)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 1, 2 and 9, Cliff Dweller at the Overlook as shown on a plat thereof entitled "Cliff Dweller at the Overlook Tracts 1 thru 10" dated 8/17/92 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 22Z, at page 32, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Glassy Mountain Development, Inc. dated 6/6/91 and recorded in Deed Book 1438, page 437, re-recorded in Deed Book 1501, page 478, records of Greenville County, South Carolina.

AND ALSO (TRACT 16)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 15, Cliffs at Glassy Sunset Pointe as shown on a plat thereof entitled "Cliffs at Glassy Sunset Pointe Tracts 1 thru 16" dated 11/10/99 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 42L, at page 80, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO (TRACT 17)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 47, Cliffs at Glassy Sunset Pointe as shown on a plat thereof entitled "Cliffs at Glassy Sunset Pointe Tracts 1 thru 16" dated 12/4/00 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 46Y, at page 50, and having the metes and bounds, courses and distances as upon said plat appear.

AND ALSO (TRACT 18)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 66, Cliffs at Glassy Sunset Pointe as shown on a plat thereof entitled "Cliffs at Glassy Sunset Pointe Tracts 61 thru 66" dated 9/1/06 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 1055, at page 28, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Jonathan Edward Buchan, Jr., Frances Scarlett Buchan, now known as Frances Scarlett Buchan Morgan and Carolins Buchan Robson dated 5/12/94 and recorded 5/18/94 in Deed Book 1563, page 829, records of Greenville County, South Carolina.

AND ALSO (TRACT 19)

All that certain piece, parcel or lot of land situate, lying and being in the State of South Carolina, County of Greenville, being known and designated as Lot Number 14, 15 and 22, The Village at the Cliffs as shown on a plat thereof entitled "The Village at The Cliffs Tracts 13 thru 23" dated 12/10/94 and recorded in the Office of the Register of Deeds for Greenville in Plat Book 44W, at page 90, and having the metes and bounds, courses and distances as upon said plat appear.

This being a portion of the same property conveyed unto The Cliffs at Glassy, Inc. by deed from Frank K. Bridwell, et al dated 9/19/91 and recorded in 9/17/91 in Deed Book 1448, page 536, records of Greenville County, South Carolina.

BAKER DONELSON

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May 30, 2012

VIA: FEDEX

BMC Group, Inc.
Attn: Cliffs Claims Processing
18675 Lake Drive East
Chanhassen, Minnesota 55317

Re: The Cliffs Club & Hospitality Group, Inc., et al
Chapter 11 Case No. 12-01220
United States Bankruptcy Court, District of South Carolina

Gentlemen:

Enclosed please find nine (9) proofs of claim to be filed on behalf of our client Worthington Hyde Partners-II, L.P. The claims are submitted for the following cases:

- | | |
|--|-------------------|
| • The Cliffs Club & Hospitality Group, Inc. | Case No. 12-1220 |
| • The Cliffs at Mountain Park Golf & Country Club, LLC | Case No. 12-01225 |
| • The Cliffs at Keowee Vineyard Golf & Country Club, LLC | Case No. 12-01226 |
| • The Cliffs at Walnut Cove Golf & Country Club, LLC | Case No. 12-01227 |
| • The Cliffs at Keowee Falls Golf & Country Club, LLC | Case No. 12-01229 |
| • The Cliffs at Keowee Springs Golf & Country Club, LLC | Case No. 12-01230 |
| • The Cliffs at High Carolina Golf & Country Club, LLC | Case No. 12-01231 |
| • The Cliffs at Glassy Golf & Country Club, LLC | Case No. 12-01234 |
| • The Cliffs Valley Golf & Country Club, LLC | Case No. 12-01236 |

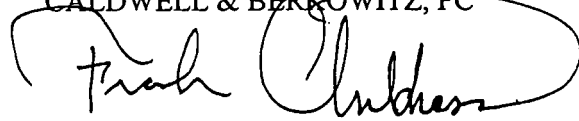
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BMC Group, Inc.
May 30, 2012
Page 2

Along with each individual claim, I am providing a copy of the claim to be stamped filed and returned in the enclosed pre-paid envelope. Please do not hesitate to contact me if you have questions. Thank you for your consideration.

Sincerely,

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, PC

A handwritten signature in black ink, appearing to read "Frank Childress", written over the printed name of the law firm.

E. Franklin Childress, Jr.

EFC:lmr
Enclosures

From: (901) 526-2000
 Laura Read
 Baker Donelson Bearman Caldwell
 165 Madison Avenue

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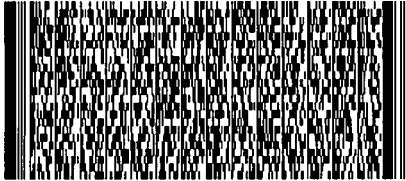
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BMC GROUP

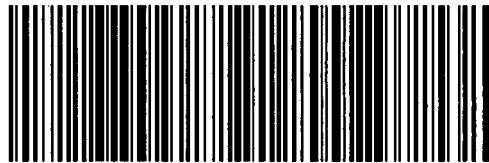
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