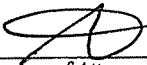
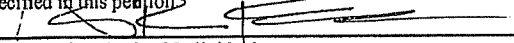


United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): KLCG PROPERTY, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 41-2220521		Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 1700 Nations Drive Gurnee, IL 60031		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 60031-0000		ZIP CODE
County of Residence or of the Principal Place of Business: Lake		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): KLCG PROPERTY, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) Date </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): KLCG PROPERTY, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>X  _____ Signature of Attorney for Debtor(s) Michael R. Nestor Printed Name of Attorney for Debtor(s) Young Conaway Stargatt & Taylor, LLP Firm Name The Brandywine Building 1000 West Street, 17th Floor PO Box 391 Wilmington, DE 19899-0391 Address</p> <p>(302) 571-6699; Fax: (302) 576-3321 Telephone Number</p> <p>12/16/09 Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition</p> <p>X  _____ Signature of Authorized Individual Thomas Pientka Printed Name of Authorized Individual KLCG PROPERTY, LLC By: KEYLIME COVE OF GURNEE, LLC By: KEYLIME COVE RESORTS, LLC Thomas Pientka, Authorized Director</p> <p>_____ Title</p> <p>12.16.2009 Date</p>	

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliate of the Debtor

On the date hereof, KLCG Property, LLC and the affiliated entity listed below filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of these petitions, these entities filed a motion requesting that the Court administratively consolidate for procedural purposes only and jointly administer their chapter 11 cases.

Gurnee Property, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

KLCG PROPERTY, LLC, and
GURNEE PROPERTY, LLC,

Debtors.

Chapter 11

Case No. 09-_____ ()

(Joint Administration Pending)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

The following is a consolidated list of creditors holding the 30 largest unsecured claims against KLCG Property, LLC and Gurnee Property, LLC, each a debtor and debtor-in-possession in the above-captioned cases (collectively, the “Debtors”) (the “List of Creditors”). The List of Creditors is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases. The List of Creditors reflect estimated amounts owed by the Debtors as of December 14, 2009.

The Debtors take no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtors, as that term is defined in § 101(31) of title 11 of the United States Code (the “Bankruptcy Code”), and the inclusion or exclusion of any party to this List of Creditors shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflect herein.

<u>Name</u>	<u>Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	<u>ClaimAmt</u>	<u>Fax or Email</u>
Keylime Cove of Gurnee, LLC ATTN: Thomas Pientka	PO Box 7095	Madison	WI	53707-0000	\$13,811,000.00	(608) 664-0969
Gurnee Property, LLC ATTN: Thomas Pientka	PO 7095	Madison	WI	53707-0000	\$4,059,000.00	(608) 664-0969
DWA Holdings, LLC ATTN: David Anderson	7016 Antrim Road	Minneapolis	MN	55439-0000	\$1,831,000.00	david@davidanderson.com
Iconica, Inc. ATTN: Thomas Pientka	901 Deming Way, Ste. 102	Madison	WI	53717-0000	\$1,200,000.00	(608) 664-0969
KLCR Investors, LLC	PO Box 7938	Madison	WI	53707-0000	\$1,100,000.00	(608) 664-0969
Lake County Treasurer	18 N. County St., Rm. 102	Waukegan	IL	60085-0000	\$832,722.32	(847) 625-7409
Baker Tilly Virchow Krause	PO Box 7398	Madison	WI	53707-7398	\$209,500.00	(608) 249-8532
S&L Hospitality, LLC ATTN: Mark Quinn	2924 Marketplace Dr. #101	Madison	WI	53719-0000	\$128,728.59	(608) 273-0077
Six Flags Great America	Tkt Dept PO Box 1776	Gurnee	IL	60031-0000	\$123,825.00	(847) 249-2390
Gordon Food Service	Dept Cg 10490	Palatine	IL	60055-0490	\$77,675.35	(837) 934-2162
Reliant Energy (nka MC Squared)	PO Box 25231	Lehigh Valley	PA	18002-5231	\$42,080.99	(877) 281-1279
Lamont Hanley & Assoc., Inc., Axis U.S.	PO Box 179	Manchester	NH	03101-1514	\$42,034.00	collections@lhainc.com
Baker Tilly Virchow Krause	PO Box 7398	Madison	WI	53707-7398	\$39,678.00	(608) 249-8532
Precision Dynamics Corp	4193 Solutions Ctr	Chicago	IL	60677-4001	\$33,392.56	(818) 899-4045
SYNXIS	7285 Collections Center Dr	Chicago	IL	60693-0000	\$31,278.00	synxiscustomer@synxis.com kathy.kettle@synxis.com
CenterPoint Energy Services, Inc.	3010 Highland Parkway, Suite 525	Downers Grove	IL	60515-0000	\$28,308.33	(630) 241-1110
Village of Gurnee	325 North O'Plaine Road	Gurnee	IL	60031-0000	\$27,469.20	(847) 623-9475
Cintas #22	1025 National Parkway	Schaumburg	IL	60173-0000	\$18,597.64	(847) 882-1341
OPP Franchising Inc DBA Jani King	1701 E Woodfield Rd #1100	Schaumburg	IL	60173-5131	\$15,008.00	(847) 619-8209
Rhode Island Novelty	5 Industrial Road	Cumberland	RI	02864-0000	\$13,313.73	(800) 448-1775
Imperial Service Systems Inc	PO Box 2938	Glen Ellyn	IL	60138-2938	\$11,135.52	(630) 925-1814
Smartcarte	4455 White Bear Parkway	St Paul	MN	55110-7641	\$9,172.13	(800) 370-8084
Top Shelf Marketing	123 Whiting Street Unit R	Plainville	CT	06062-0000	\$8,612.74	(310) 530-2106
American Gift	5600 NW 74th Ave	Miami	FL	33166-0000	\$7,291.61	(305) 884-1200
ECOLAB	PO Box 70343	Chicago	IL	60673-0343	\$6,878.63	(651) 225-3098 (651) 293-2233
Ganz USA	60 Industrial Parkway	Cheektowaga	NY	14227-9903	\$5,846.14	headoffice@ganz.com
Woodlawn Landscape Company	PO Box 885	Mundelein	IL	60060-0000	\$5,757.00	(847) 566-9191
The Cromer Company	55 Northeast 7th Street	Miami	FL	33132-0000	\$5,737.35	cromer@cromercompany.com
Schindler Elevator Service	PO Box 93050	Chicago	IL	60673-3050	\$5,669.34	(630) 478-7179
The Duck Company	5601 Gray St	Arvada	CO	80002-0000	\$4,993.13	webduck@duckco.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

KLCG PROPERTY, LLC, and
GURNEE PROPERTY, LLC,

Debtors.

Chapter 11

Case No. 09-_____ ()

(Joint Administration Pending)

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED
LIST OF CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Thomas Pientka, an authorized representative of KLCG Property, LLC ("KLCG Property") and an entity named as debtor in these cases, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing List of Creditors submitted herewith and that the information contained herein is true and correct to the best of my information and belief.

KLCG PROPERTY, LLC

By: KEYLIME COVE OF GURNEE, LLC

By: KEYLIME COVE RESORTS, LLC

Dated: December 14, 2009.



Thomas Pientka, Authorized Director

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

KLCG PROPERTY, LLC, and
GURNEE PROPERTY, LLC,

Debtors.

Chapter 11

Case No. 09-_____ ()

(Joint Administration Pending)

LIST OF EQUITY SECURITY HOLDERS

With regard to KLCG Property, LLC:

Name	Address	%
KeyLime Cove of Gurnee, LLC	1700 Nations Drive, Gurnee, IL 60031	100%

With regard to Gurnee Property, LLC:

Name	Address	%
KeyLime Cove Resorts, LLC	1700 Nations Drive, Gurnee, IL 60031	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

KLCG PROPERTY, LLC, and
GURNEE PROPERTY, LLC,

Debtors.

Chapter 11

Case No. 09-_____ ()

(Joint Administration Pending)

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS

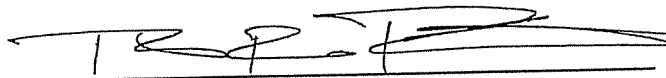
I, Thomas Pientka, an authorized representative of KLCG Property, LLC, a a Debtor in the above-captioned case, declare under penalty of perjury that I have read the List of Equity Security Holders submitted herewith and that it is true and correct to the best of my information and belief and will be supplemented to the extent additional information regarding equity security holders becomes available.

KLCG PROPERTY, LLC

By: KEYLIME COVE OF GURNEE, LLC

By: KEYLIME COVE RESORTS, LLC

Dated: December 14, 2009.



Thomas Pientka, Authorized Director

**RESOLUTIONS OF KEY LIME COVE OF GURNEE, LLC
AS MANAGER
OF KLCG PROPERTY, LLC**

The undersigned members of the Board of Directors (the "Board") of KeyLime Cove Resorts, LLC, acting for KeyLime Cove of Gurnee, LLC as manager of KLCG Property, LLC (all Delaware limited liability companies), in accordance with Delaware law, hereby adopt and consent to the adoption of the following resolutions and the actions contemplated therein:

WHEREAS, the Board has considered the financial condition and circumstances of KLCG PROPERTY, LLC (the "Company"), including without limitation the assets and liabilities of the Company, and

WHEREAS, the Board has reviewed, considered and received recommendations from management of the Company and the Company's professionals as to the relative risks and benefits of a Chapter 11 bankruptcy proceeding, and

WHEREAS, the Company is unable to meet its obligations as they become due, including without limitation the employee payroll due on December 18, 2010, and

WHEREAS, the Company's senior secured lenders indicate a willingness to advance additional funds to the Company to meet its continuing obligations, including without limitation is payroll, and other obligations necessary to maintain customer reservations and preserve the going concern value of the Company's business operations, but only if afforded the protection of a debtor in possession lender under the provisions of the United States Bankruptcy, and

WHEREAS, the Board has made the informed determination that it is in the best interests of the Company, its members and its creditors to file a voluntary petition for relief ("Voluntary Petition") under Chapter 11, title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code").

BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and other interested parties that a Voluntary Petition be filed by the Company under the provisions of the Bankruptcy Code; and be it further

RESOLVED, that the Company be, and hereby is, authorized (i) to initiate and file a Voluntary Petition or such other reorganization, dissolution or liquidation action as the Board may determine to be in the best interest of the Company and in connection therewith and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and be it further

RESOLVED, that Thomas R. Pientka be and hereby is, as the Authorized Director, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Voluntary Petition as well as all other ancillary documents; (ii) to cause the Voluntary Petition to be filed with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"); (iii) to make or cause to be made prior to the execution thereof any modifications to the Voluntary Petition or ancillary documents; and (iv) to execute, verify and file or cause to be filed all schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and be it further

RESOLVED, that the law firms of von Briesen & Roper, s.c. and Young Conaway Stargatt & Taylor, LLC, be, and hereby are, authorized, empowered and directed to represent the Company, as counsel in connection with any case commenced by the Company under the Bankruptcy Code; and be it further

RESOLVED, that the Company is hereby authorized to employ any other professionals, including without limitation, attorneys, financial advisors, investment bankers, or consultants, as the Company deems necessary, appropriate, advisable or desirable to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Company is authorized to execute appropriate retention agreements and pay appropriate retainers and to file the appropriate applications for retention and payment of fees with the Bankruptcy Court; and be it further

RESOLVED, that upon the filing of the Voluntary Petition, the Authorized Director is hereby authorized and empowered on behalf of the Company to take such actions as he or she deems necessary, appropriate, advisable, or desirable to pursue and maximize the benefits of the Company's Chapter 11 proceedings, including but not limited to, (i) making arrangement for postpetition financing and use of cash collateral; (ii) pursuing and consummating the sale of any or all of the Company's assets; (iii) developing, negotiating, confirming and performing under a bankruptcy plan of reorganization or liquidation; and (iv) negotiating, executing and delivering any and all agreements, instruments or related documents, that in the business judgment of the Authorized Director are necessary, appropriate, advisable, or desirable to effect any of the foregoing actions; and it is further

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Director, said Authorized Director is hereby authorized, directed and empowered, in the name and on behalf of the Company, to do or cause to be done all such further acts and things, including the payment of all fees and expenses and other amounts payable by the Company with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Company to carry out the intent and to accomplish the purpose of the foregoing resolutions; and be it further

RESOLVED, that the Authorized Director is hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (i) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as such Authorized Director may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and

delivery of any security agreements, pledges, financing statements and the like; and (ii) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Authorized Director performing or executing the same shall approve, and the performance or execution thereof by the Authorized Director shall be conclusive evidence of the approval thereof by the Authorized Director and by the Company.

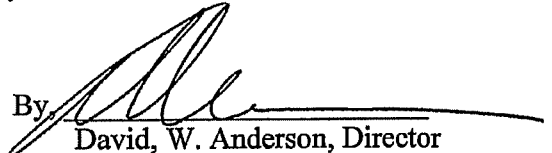
RESOLVED, the undersigned have executed this Resolution and Consent this 14th Day of December, 2009.

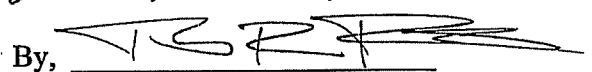
IN WITNESS WHEREOF, the undersigned Board of Directors of KeyLime Cove Resorts, LLC have executed this Consent and Resolutions to be filed as part of the Minutes of KLCG Property, LLC, and Key Lime Cove of Gurnee, LLC.

KLCG Property, LLC

By: Key Lime Cove of Gurnee, LLC

By, Key Lime Cove Resorts, LLC

By, 
David, W. Anderson, Director

By, 
Thomas, R. Pientka, Director