

B1 (Official Form 1)(04/13)

**United States Bankruptcy Court  
District of South Carolina**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Hampton Lake, LLC</b>	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 Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all) <b>20-2962719</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>1022 Berkeley Hall Blvd Bluffton, SC</b> ZIP Code <b>29909</b>	Street Address of Joint Debtor (No. and Street, City, and State):  ZIP Code
County of Residence or of the Principal Place of Business: <b>Beaufort</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <b>Post Office Box 21587 Hilton Head Island, SC</b> ZIP Code <b>29925</b>	Mailing Address of Joint Debtor (if different from street address):  ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>7 Hampton Lake Drive 98 Fording Island Road Bluffton, SC 29910</b>	

<b>Type of Debtor</b> (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.)	<b>Nature of Business</b> (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	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (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
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (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).	<b>Nature of Debts</b> (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.

<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b> 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 \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). 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).
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<b>Statistical/Administrative Information</b> <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
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input 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	
<b>Estimated Assets</b> <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 checked="" type="checkbox"/> \$10,000,001 to \$50 million <input 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	
<b>Estimated Liabilities</b> <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 checked="" type="checkbox"/> \$10,000,001 to \$50 million <input 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	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>Hampton Lake, LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;"><b>Exhibit A</b></p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p><b>X</b> _____ Signature of Attorney for Debtor(s) (Date)</p>
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**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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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**

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

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

Debtor has included with 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

**Voluntary Petition**  
*(This page must be completed and filed in every case)*

Name of Debtor(s):  
**Hampton Lake, LLC**

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

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.  
[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).  
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** \_\_\_\_\_  
Signature of Debtor

**X** \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of a Foreign Representative**

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.

(Check only one box.)

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.

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.

**X** \_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Attorney\***

**X** /s/ G. William McCarthy Jr.  
Signature of Attorney for Debtor(s)

G. William McCarthy Jr. 2762  
Printed Name of Attorney for Debtor(s)

McCarthy Law Firm, LLC  
Firm Name

P. O. Box 11332  
Columbia, SC 29211-1332

\_\_\_\_\_  
Address

803-771-8836 Fax: 803-753-6960  
Telephone Number

April 29, 2013  
Date

\*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.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

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.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
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.)

\_\_\_\_\_  
Address

**X** \_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

**Signature of Debtor (Corporation/Partnership)**

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Scott Middleton  
Signature of Authorized Individual

Scott Middleton  
Printed Name of Authorized Individual

CFO for Reed Development Inc., Manager of Hampton Lake LLC  
Title of Authorized Individual

April 29, 2013  
Date

*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.*

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter 11

**STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION**

I, **Scott Middleton**, declare under penalty of perjury that I am the **CFO for Reed Development Inc., Manager of Hampton Lake, LLC**.

"Whereas, it is in the best interest of this LLC to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Scott Middleton, CFO for Reed Development Inc., Manager of Hampton Lake, LLC**, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the LLC; and

Be It Further Resolved, that **Scott Middleton, CFO for Reed Development Inc., Manager of Hampton Lake, LLC**, is authorized and directed to appear in all bankruptcy proceedings on behalf of the LLC, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the LLC in connection with such bankruptcy case, and

Be It Further Resolved, that **Scott Middleton, CFO for Reed Development Inc., Manager of Hampton Lake, LLC**, is authorized and directed to employ **G. William McCarthy Jr. 2762**, attorney and the law firm of **McCarthy Law Firm, LLC** to represent the corporation in such bankruptcy case."

Date 4/29/2013

Signed /s/Scott Middleton

**Scott Middleton**

Resolution attached

0-12-038-110  
COMPANY RESOLUTIONS of  
HAMPTON LAKE, LLC  
A SOUTH CAROLINA LIMITED LIABILITY COMPANY

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HAMPTON LAKE, LLC, a South Carolina Limited Liability Company (hereinafter referred to as the "Company") hereby unanimously adopts the following resolution on behalf of the Company:

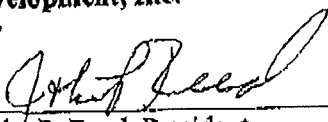
IT IS RESOLVED that HAMPTON LAKE, LLC is hereby authorized to petition for Chapter 11 Bankruptcy in the appropriate jurisdiction of South Carolina; and


FURTHER, that John P. Reed, as President of Reed Development, Inc., the Manager of HAMPTON LAKE, LLC, and/or Scott Middleton, the Vice President of Reed Development, Inc. are authorized and empowered to execute any and all documents on behalf of the Company in connection with said filing.

The above Company resolution was unanimously adopted on the \_\_\_\_ day of April, 2013.

HAMPTON LAKE, LLC, a South Carolina Limited Liability Company

Reed Development, Inc.  
Manager

By:   
John P. Reed, President

By:   
Scott Middleton, Vice President

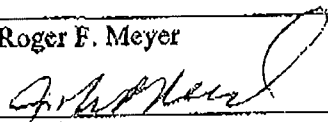
MEMBERS

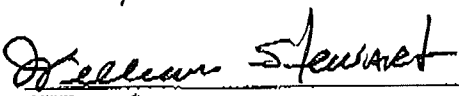
DOMINION HOLDINGS, INC.

By: \_\_\_\_\_  
Brock C. Rowley

RFM INVESTMENT I, LLC

By: \_\_\_\_\_  
Roger F. Meyer

  
John P. Reed

  
William Stewart

COMPANY RESOLUTIONS of  
HAMPTON LAKE, LLC  
A SOUTH CAROLINA LIMITED LIABILITY COMPANY

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HAMPTON LAKE, LLC, a South Carolina Limited Liability Company (hereinafter referred to as the "Company") hereby unanimously adopts the following resolution on behalf of the Company:

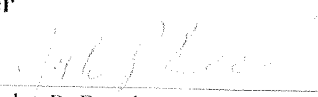
IT IS RESOLVED that HAMPTON LAKE, LLC is hereby authorized to petition for Chapter 11 Bankruptcy in the appropriate jurisdiction of South Carolina; and

FURTHER, that John P. Reed, as President of Reed Development, Inc., the Manager of HAMPTON LAKE, LLC, and/or Scott Middleton, the Vice President of Reed Development, Inc. are authorized and empowered to execute any and all documents on behalf of the Company in connection with said filing.

The above Company resolution was unanimously adopted on the \_\_\_\_\_ day of April, 2013.

HAMPTON LAKE, LLC, a South Carolina Limited Liability Company

**Reed Development, Inc.**  
Manager

By:   
John P. Reed, President

By:   
Scott Middleton, Vice President

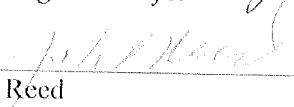
**MEMBERS**

**DOMINION HOLDINGS, INC.**

By: \_\_\_\_\_  
Brock C. Rowley

**RFM INVESTMENT I, LLC**

By:   
Roger F. Meyer

  
John P. Reed

\_\_\_\_\_  
William Stewart

COMPANY RESOLUTIONS of  
HAMPTON LAKE, LLC  
A SOUTH CAROLINA LIMITED LIABILITY COMPANY

HAMPTON LAKE, LLC, a South Carolina Limited Liability Company (hereinafter referred to as the "Company") hereby unanimously adopts the following resolution on behalf of the Company:

IT IS RESOLVED that HAMPTON LAKE, LLC is hereby authorized to petition for Chapter 11 Bankruptcy in the appropriate jurisdiction of South Carolina; and

FURTHER, that John P. Reed, as President of Reed Development, Inc., the Manager of HAMPTON LAKE, LLC, and/or Scott Middleton, the Vice President of Reed Development, Inc. are authorized and empowered to execute any and all documents on behalf of the Company in connection with said filing.

The above Company resolution was unanimously adopted on the \_\_\_\_\_ day of April, 2013.

HAMPTON LAKE, LLC, a South Carolina Limited Liability Company

**Reed Development, Inc.  
Manager**

By: \_\_\_\_\_  
John P. Reed, President

By: \_\_\_\_\_  
Scott Middleton, Vice President

**MEMBERS**

**DOMINION HOLDINGS, INC**

By:   
Brock C. Rowley

**REM INVESTMENT I, LLC**

By: \_\_\_\_\_  
Roger F. Meyer

\_\_\_\_\_  
John P. Reed

\_\_\_\_\_  
William Stewart

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter 11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Okatie Development Group LLC c/o Thomas M. Fitzpatrick 2305 Tufton Springs Lane Reisterstown, MD 21136</b>	<b>Okatie Development Group LLC c/o Thomas M. Fitzpatrick 2305 Tufton Springs Lane Reisterstown, MD 21136</b>	<b>CNH</b>		<b>808,672.60</b>
<b>Edward D Wood 10 Tidelands Court Bluffton, SC 29910</b>	<b>Edward D Wood 10 Tidelands Court Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Joshua Tillman Caravel Properties LLC 2817 West End Avenue Nashville, TN 37203</b>	<b>Joshua Tillman Caravel Properties LLC 2817 West End Avenue Nashville, TN 37203</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Stanley R Smith Smith Revocable Trust 26 Widewater Road Hilton Head Island, SC 29928</b>	<b>Stanley R Smith Smith Revocable Trust 26 Widewater Road Hilton Head Island, SC 29928</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Albert M Serra Serra Trust 5644 N Rainbow Lane Waterford, MI 48329</b>	<b>Albert M Serra Serra Trust 5644 N Rainbow Lane Waterford, MI 48329</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Thomas C Phillips 88 Leamington Lane Hilton Head Island, SC 29928</b>	<b>Thomas C Phillips 88 Leamington Lane Hilton Head Island, SC 29928</b>	<b>CNH</b>		<b>404,336.30</b>
<b>F A Nimmer Jr 47 Eleanor Avenue Ridgeland, SC 29936</b>	<b>F A Nimmer Jr 47 Eleanor Avenue Ridgeland, SC 29936</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Jon N Morris 10 Berkeley Court Bluffton, SC 29910</b>	<b>Jon N Morris 10 Berkeley Court Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Donald Mealey 9216 Sloane Street Orlando, FL 32827</b>	<b>Donald Mealey 9216 Sloane Street Orlando, FL 32827</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Spain C Kelley 60 Bridgetown Road Hilton Head Island, SC 29928</b>	<b>Spain C Kelley 60 Bridgetown Road Hilton Head Island, SC 29928</b>	<b>CNH</b>		<b>404,336.30</b>



B4 (Official Form 4) (12/07) - Cont.

In re **Hampton Lake, LLC**

Case No. \_\_\_\_\_

Debtor(s) \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
<b>Palmer S and Glendon M Jones 8 Tidelands Court Bluffton, SC 29910</b>	<b>Palmer S and Glendon M Jones 8 Tidelands Court Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Frank Guidobono Guidobono LLC 19 Wexford Club Drive PO Box 7259 Hilton Head Island, SC 29938</b>	<b>Frank Guidobono Guidobono LLC 19 Wexford Club Drive Hilton Head Island, SC 29938</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Gary S Griffin 9 Leamington Place Hilton Head Island, SC 29928</b>	<b>Gary S Griffin 9 Leamington Place Hilton Head Island, SC 29928</b>	<b>CNH</b>		<b>404,336.30</b>
<b>William C Green 25 Outerbridge Circle Hilton Head Island, SC 29926</b>	<b>William C Green 25 Outerbridge Circle Hilton Head Island, SC 29926</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Mark D Generales 7 Salt Marsh Cove Beaufort, SC 29907</b>	<b>Mark D Generales 7 Salt Marsh Cove Beaufort, SC 29907</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Richard A and Denise Frame 155 Gleason Lake Road Apt 206 Wayzata, MN 55391</b>	<b>Richard A and Denise Frame 155 Gleason Lake Road Apt 206 Wayzata, MN 55391</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Craig Simonson Dreamquest Holdings LLC 10 Waybridge Circle Bluffton, SC 29910</b>	<b>Craig Simonson Dreamquest Holdings LLC 10 Waybridge Circle Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>David and Mary L. Bianchi 245 Belfair Oak Blvd Bluffton, SC 29910</b>	<b>David and Mary L. Bianchi 245 Belfair Oak Blvd Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>Basis Point LLC 269 Bamberg Drive Bluffton, SC 29910</b>	<b>Basis Point LLC 269 Bamberg Drive Bluffton, SC 29910</b>	<b>CNH</b>		<b>404,336.30</b>
<b>John C Albert 8001 U.S. Highway 80 East Unit 804 Savannah, GA 31410</b>	<b>John C Albert 8001 U.S. Highway 80 East Unit 804 Savannah, GA 31410</b>	<b>CNH</b>		<b>404,336.30</b>

B4 (Official Form 4) (12/07) - Cont.

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the CFO for Reed Development Inc., Manager of Hampton Lake LLC of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 29, 2013

Signature /s/ Scott Middleton

**Scott Middleton**  
**CFO for Reed Development Inc., Manager of Hampton Lake LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC,  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	<b>Yes</b>	<b>1</b>	<b>22,766,300.00</b>		
B - Personal Property	<b>Yes</b>	<b>5</b>	<b>615,212.38</b>		
C - Property Claimed as Exempt	<b>No</b>	<b>0</b>			
D - Creditors Holding Secured Claims	<b>Yes</b>	<b>1</b>		<b>21,720,284.61</b>	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<b>Yes</b>	<b>5</b>		<b>411,299.39</b>	
F - Creditors Holding Unsecured Nonpriority Claims	<b>Yes</b>	<b>19</b>		<b>26,281,859.50</b>	
G - Executory Contracts and Unexpired Leases	<b>Yes</b>	<b>2</b>			
H - Codebtors	<b>Yes</b>	<b>1</b>			
I - Current Income of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
J - Current Expenditures of Individual Debtor(s)	<b>No</b>	<b>0</b>			<b>N/A</b>
Total Number of Sheets of ALL Schedules		<b>34</b>			
		Total Assets	<b>23,381,512.38</b>		
			Total Liabilities	<b>48,413,443.50</b>	

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)**

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

**This information is for statistical purposes only under 28 U.S.C. § 159.**

**Summarize the following types of liabilities, as reported in the Schedules, and total them.**

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

**State the following:**

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20 )	

**State the following:**

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
<b>+/- 235 lots in Hampton Lake Subdivision, along with Common Property, Lakehouse, Boathouse, Spa &amp; Fitness Center, and 165 acre Freshwater Lake - Beaufort County, S.C.</b>		-	<b>22,766,300.00</b>	<b>21,720,284.61</b>

Plats Available Upon Request

Sub-Total > **22,766,300.00** (Total of this page)

Total > **22,766,300.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		NBSC Operating/Checking Account Acct #2701	-	13,049.99
		NBSC Money Market Acct #1304	-	24,408.85
		NBSC ARB Refundable Account Acct #5914	-	147,500.00
		NBSC Concentration Account Acct #5004	-	293,597.82
		NBSC BJWSA LOC Account Acct #7704	-	5,002.90
		NBSC Hampton Lake Realty Operating/Checking Account Acct #4901	-	34,708.26
		NBSC Hampton Lake Realty Trust Account Acct #5701	-	1,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			

Sub-Total > **519,267.82**  
(Total of this page)

3 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.		<b>Hampton Lake Realty, LLC</b>	-	<b>Unknown</b>
		<b>Vacation Townhomes, LLC</b> <b>No longer operating - no assets</b>	-	<b>0.00</b>
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		<b>Mogil Law Firm</b>	-	<b>810.00</b>
		<b>Chris England - Salesman Advances</b>	-	<b>3,944.31</b>
		<b>Pratt Reed - Salesman Advances</b>	-	<b>34,214.07</b>
			Sub-Total >	<b>38,968.38</b>
			(Total of this page)	

Sheet 1 of 3 continuation sheets attached to the Schedule of Personal Property

In re Hampton Lake, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		<b>Mike Story - Salesman Advances</b>	-	<b>20,081.35</b>
		<b>Shannon Thompson - Salesman Advances</b>	-	<b>9,068.02</b>
		<b>PBG - Reimbursement for Palmetto Coastal Invoice</b>	-	<b>2,070.00</b>
		<b>David Wekly Homes - Hughes Lot 446 Closing</b>	-	<b>1,926.81</b>
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<b>X</b>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<b>X</b>			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	<b>X</b>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<b>X</b>			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	<b>X</b>			
22. Patents, copyrights, and other intellectual property. Give particulars.		<b>Debtor has any and all rights as created by that certain document The Community Charter for the Hampton Lake Community recorded in Beaufort County, SC register of deeds plat book 02347 pages 1593-1694 on March 31, 2006</b>	-	<b>Unknown</b>
23. Licenses, franchises, and other general intangibles. Give particulars.	<b>X</b>			
Sub-Total >				<b>33,146.18</b>
(Total of this page)				

Sheet 2 of 3 continuation sheets attached to the Schedule of Personal Property



B6B (Official Form 6B) (12/07) - Cont.

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor

**SCHEDULE B - PERSONAL PROPERTY**  
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	<b>X</b>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	<b>X</b>			
26. Boats, motors, and accessories.	<b>X</b>			
27. Aircraft and accessories.	<b>X</b>			
28. Office equipment, furnishings, and supplies.		<b>Furniture and Fixtures (See Attached)</b>	-	<b>16,397.00</b>
29. Machinery, fixtures, equipment, and supplies used in business.		<b>Machinery and Equipment (See Attached)</b>	-	<b>7,433.00</b>
30. Inventory.	<b>X</b>			
31. Animals.	<b>X</b>			
32. Crops - growing or harvested. Give particulars.	<b>X</b>			
33. Farming equipment and implements.	<b>X</b>			
34. Farm supplies, chemicals, and feed.	<b>X</b>			
35. Other personal property of any kind not already listed. Itemize.	<b>X</b>			

Sub-Total > **23,830.00**  
(Total of this page)  
Total > **615,212.38**

Sheet 3 of 3 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

**Hampton Lake, LLC  
Schedule B28 and B29**

Description	Cost	Svc Date	Current Value
<b>Furniture &amp; Fixtures - Sales Center</b>			
Capitol Coffee-Modular Desk Unit	1,125.34	May-06	112.53
Capitol Coffee-Hon 4 Drawer Lateral File	1,258.94	Jun-06	125.89
Hon 42" Putty 4 Drawer Lateral -Karie	608.99	Jan-06	60.90
Cowart Coleman-New Sales off Furniture	136,953.60	Mar-07	13,695.36
Computer Cabinets-Brightdoor	11,497.50	Feb-07	1,149.75
Tropitone Furniture	5,720.69	Jul-07	200.00
Cowart Coleman-New Sales off Furniture	2,122.88	Aug-07	212.29
Cowart Coleman-New Sales off Furniture	254.54	Aug-07	25.45
Sofa Furniture Outlet	2,636.54	Oct-07	150.00
Hon Mahogany 2 Dr Lateral file	570.63	Feb-08	57.06
Image Porch Furniture from Lakehouse	1,260.00	Aug-08	126.00
Image Leather chairs from Docs	3,402.00	Aug-08	300.00
Image Lamp, Table from Docs	1,207.50	Aug-08	120.75
<b>Total F&amp;F - Sales Ctr</b>	<b>168,619.15</b>		
<b>Furniture &amp; Fixtures - Development</b>			
Capitol Coffee-4 Drawer Hon File-Michelle	612.72	May-06	61.27
<b>Total F&amp;F - Dev</b>	<b>612.72</b>		<b>16,397</b>
<b>Machinery &amp; Equipment - Sales Center</b>			
HP 2420D Laser Printer-Staples	682.47	May-06	68.25
Dell 4 Optiplex GX620 Computers	4,121.24	May-13	412.12
Refrigerator-Lowes	589.73	Jul-06	58.97
Plasma screen,IR touch overlay, Wallmount,Spe	7,021.87	Jul-06	702.19
3 Computers/Tablet/Display/Addtl for Plasma	8,623.13	Jul-06	862.31
Dell Optiplex GX620 Computer	1,352.40	Nov-13	135.24
Dell Optiplex GX620 Computer	1,400.18	Aug-06	140.02
HP 4250 Laser Printer/Envelope Feeder	1,263.14	Dec-06	126.31
SonicWall TZ170 Firewall	1,343.50	Feb-07	134.35
4 Dell Computers-Brightdoor	7,560.00	Feb-07	756.00
1 HP Tablet PCs-Brightdoor	2,415.00	Feb-07	241.50
2 46" Flat Screen LCD-Brightdoor	9,660.00	Feb-07	1,000.00
2 50" Pioneer Plasma Screens-Brightdoor	17,010.00	Feb-07	1,000.00
Rack Infrastructure-Brightdoor	1,680.00	Feb-07	168.00
Telephone System	4,736.32	Feb-07	473.63
2 Refridgerators & 1 Microwave	1,137.53	Apr-07	113.75
Dell Latitude D620	1,708.34	May-07	170.83
Progressive	948.70	May-07	94.87
Alarm System	3,106.62	Jul-07	310.66
Dell -Jim Computer	1,416.68	Oct-07	141.67
Newegg DVD Duplicator	734.13	Nov-07	73.41
CDW HP 4015N Printer	1,401.23	Sep-08	140.12
Buffalo Backup Drive	567.09	Nov-10	56.71
<b>Total M&amp;E - Sales Ctr</b>	<b>80,479.30</b>		
<b>Machinery &amp; Equipment - Development</b>			
HP Officejet 7410 (Gail)	523.95	Oct-06	52.40
ML Stewart-JONAS Job Cost Module	4,280.00	Aug-07	0.00
ML Stewart-JONAS Job Cost Module	500.00	Feb-08	0.00
<b>Total M&amp;E - Dev</b>	<b>5,303.95</b>		<b>7,433</b>
<b>TOTAL</b>	<b>255,015.12</b>		<b>23,830</b>

B6D (Official Form 6D) (12/07)

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor

### SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN						
Account No.		<b>Notice Purposes Only</b>						
<b>Frank B. B. Knowlton, Esquire Attorney for Sabal 1320 Main Street Meridian, 17th Floor Columbia, SC 29201</b>	-	Value \$ <b>0.00</b>					<b>0.00</b>	<b>0.00</b>
Account No. <i>n/a</i>		<b>9/30/2009 Second Mortgage +/- 235 lots in Hampton Lake Subdivision, along with Common Property, Lakehouse, Boathouse, Spa &amp; Fitness Center, and 165 acre Freshwater Lake</b>						
<b>Hampton Lake Funding LLC 1022 Berkeley Hall Blvd Bluffton, SC 29910</b>	-	Value \$ <b>22,766,300.00</b>					<b>2,290,800.35</b>	<b>0.00</b>
Account No. <b>103971-001</b>		<b>12/28/2012 First Mortgage +/- 235 lots in Hampton Lake Subdivision, along with Common Property, Lakehouse, Boathouse, Spa &amp; Fitness Center, and 165 acre Freshwater Lake</b>						
<b>Sabal Financial 4675 Macarthur Court Suite 1550 Newport Beach, CA 92660</b>	-	Value \$ <b>22,766,300.00</b>					<b>12,844,873.15</b>	<b>0.00</b>
Account No. <b>xxxxx2-001</b>		<b>12/28/2012 First Mortgage +/- 235 lots in Hampton Lake Subdivision, along with Common Property, Lakehouse, Boathouse, Spa &amp; Fitness Center, and 165 acre Freshwater Lake</b>						
<b>Sabal Financial 4675 Macarthur Court Suite 1550 Newport Beach, CA 92660</b>	-	Value \$ <b>22,766,300.00</b>					<b>6,584,611.11</b>	<b>0.00</b>
Subtotal (Total of this page)							<b>21,720,284.61</b>	<b>0.00</b>
Total (Report on Summary of Schedules)							<b>21,720,284.61</b>	<b>0.00</b>

0 continuation sheets attached

In re Hampton Lake, LLC

Case No. \_\_\_\_\_

Debtor

### SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

#### TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,775\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/13) - Cont.

In re Hampton Lake, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Employee #1</b>		-						0.00
							325.00	325.00
Account No.								
<b>Employee #2</b>		-						0.00
							550.00	550.00
Account No.								
<b>Employee #3</b>		-						0.00
							300.00	300.00
Account No.								
<b>Employee #4</b>		-						0.00
							1,375.00	1,375.00
Account No.								
<b>Employee #5</b>		-						0.00
							525.00	525.00
Subtotal								0.00
(Total of this page)							<b>3,075.00</b>	<b>3,075.00</b>

Sheet 1 of 4 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hampton Lake, LLC  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Wages, salaries, and commissions**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.								
<b>Employee #6</b>		-						<b>0.00</b>
							<b>500.00</b>	<b>500.00</b>
Account No.								
<b>Employee #7</b>		-						<b>0.00</b>
							<b>1,350.00</b>	<b>1,350.00</b>
Account No.								
Account No.								
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>1,850.00</b>	<b>1,850.00</b>

Sheet **2** of **4** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hampton Lake, LLC,  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Contributions to employee benefit plans**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.  <b>Principal Financial</b> <b>PO Box 2000</b> <b>Mason City, IA 50402</b>			<b>401K</b>					<b>0.00</b>
							<b>550.00</b>	<b>550.00</b>
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								<b>0.00</b>
(Total of this page)							<b>550.00</b>	<b>550.00</b>

Sheet **3** of **4** continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

B6E (Official Form 6E) (4/13) - Cont.

In re Hampton Lake, LLC, Debtor

Case No. \_\_\_\_\_

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

**Taxes and Certain Other Debts  
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.  Internal Revenue Service Centralized Insolvency Operation PO Box 7346 Philadelphia, PA 19101-7346		-	Estimated Payroll Taxes				1,625.00	0.00  1,625.00
Account No.  SC Department of Revenue PO Box 12265 Columbia, SC 29211		-	Estimated Payroll Taxes				325.00	0.00  325.00
Account No.  Town of Bluffton 20 Bridge Street Bluffton, SC 29910		-	Letters of Credit held by Town of Bluffton to complete top coating of roads in Hampton Lake				403,874.39	403,874.39  0.00
Account No.  								
Account No.  								

Sheet 4 of 4 continuation sheets attached to  
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal  
(Total of this page)

Total  
(Report on Summary of Schedules)

<b>405,824.39</b>	<b>403,874.39</b>	<b>1,950.00</b>
<b>411,299.39</b>	<b>403,874.39</b>	<b>7,425.00</b>



B6F (Official Form 6F) (12/07)

In re Hampton Lake, LLC, Debtor Case No. \_\_\_\_\_

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W	J				
Account No.  <b>Airgas</b> <b>PO Box 601985</b> <b>Charlotte, NC 28260</b>	-							<b>0.00</b>
Account No.  <b>Alan and Claudia Peters</b> <b>12 Shadow Lane</b> <b>Chadds Ford, PA 19317</b>	-	<b>CHARTER NOTE HOLDER ("CNH")</b>						<b>404,336.30</b>
Account No.  <b>Albert M Serra</b> <b>Serra Trust</b> <b>5644 N Rainbow Lane</b> <b>Waterford, MI 48329</b>	-	<b>CNH</b>						<b>404,336.30</b>
Account No.  <b>Atlantic Private Equity Group LLC</b> <b>c/o Terry Rohlfing</b> <b>PO Box 7873</b> <b>1000 William Hilton Pkwy Ste F-13</b> <b>Hilton Head Island, SC 29928</b>	-	<b>CNH</b>						<b>404,336.30</b>
Subtotal (Total of this page)								<b>1,213,008.90</b>

18 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Bailey Johnston FLP and Reginald P. Bray c/o Reginald Bray 2 Crabtree Lane Bluffton, SC 29910</b>		<b>CNH</b>				<b>202,168.15</b>
Account No.  <b>Bailey Johnston FLP and Reginald P. Bray c/o Henry E Johnston PO Box 1875 Bluffton, SC 29910</b>		<b>CNH</b>				<b>202,168.15</b>
Account No.  <b>Basis Point LLC 269 Bamberg Drive Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Beaufort Jasper Water Sewer Authority PO Box 580475 Charlotte, NC 28258-0475</b>						<b>0.00</b>
Account No.  <b>Brightdoor PO Box 1245 Cary, NC 27512</b>						<b>0.00</b>
Sheet no. <u>1</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>808,672.60</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Bruce King</b> <b>10 CH Mason Way</b> <b>Lewes, DE 19958</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>C&amp;R Inc Profit Sharing Plan and Thomas C. Jackson</b> <b>c/o Charles R Raehn</b> <b>56 Crescent Plantation Drive</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>202,168.15</b>	
Account No.  <b>C&amp;R Inc Profit Sharing Plan and Thomas C. Jackson</b> <b>c/o Thomas C. Jackson</b> <b>31 Martingale West</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>202,168.15</b>	
Account No.  <b>Capital Coffee</b> <b>PO Box 2222</b> <b>Beaufort, SC 29901</b>						<b>0.00</b>	
Account No.  <b>Charles E Reed</b> <b>12 Foot Point Road</b> <b>Hilton Head Island, SC 29928</b>		<b>CNH</b>				<b>404,336.30</b>	
Sheet no. <u>2</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>1,213,008.90</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
Account No.  <b>Christopher R Jones</b> <b>201 Southampton Circle</b> <b>Duluth, GA 30097</b>		<b>CNH</b>					<b>404,336.30</b>	
Account No.  <b>Clyde W Shuman</b> <b>Precision Medical</b> <b>3077 Fairfield Drive</b> <b>Allentown, PA 18103</b>		<b>CNH</b>					<b>404,336.30</b>	
Account No.  <b>Corey T and Rene K Welchlin</b> <b>775 200th Avenue</b> <b>Fairmont, MN 56031</b>		<b>CNH</b>					<b>404,336.30</b>	
Account No.  <b>Craig Simonson</b> <b>Dreamquest Holdings LLC</b> <b>10 Waybridge Circle</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>					<b>404,336.30</b>	
Account No.  <b>Crystal Springs</b> <b>PO Box 660579</b> <b>Dallas, TX 75266</b>							<b>0.00</b>	
Sheet no. <u>3</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>1,617,345.20</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>D Jeffrey and Ellen S Ireland</b> 430 E Schantz Avenue Dayton, OH 45409		CNH	-			404,336.30	
Account No.  <b>David and Mary L. Bianchi</b> 245 Belfair Oak Blvd Bluffton, SC 29910		CNH	-			404,336.30	
Account No.  <b>David F Burr</b> 24 Seawatch Drive Savannah, GA 31411		CNH	-			404,336.30	
Account No.  <b>Donald D Drobny</b> 55 Hawthorne Road Bluffton, SC 29910		CNH	-			404,336.30	
Account No.  <b>Donald Mealey</b> 9216 Sloane Street Orlando, FL 32827		CNH	-			404,336.30	
Sheet no. <u>4</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	<b>2,021,681.50</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Down South Publishers</b> <b>PO Box 5850</b> <b>Hilton Head Island, SC 29938</b>	-					<b>0.00</b>
Account No.  <b>Edward D Wood</b> <b>10 Tidelands Court</b> <b>Bluffton, SC 29910</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>F A Nimmer Jr</b> <b>47 Eleanor Avenue</b> <b>Ridgeland, SC 29936</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Frank Guidobono</b> <b>Guidobono LLC</b> <b>19 Wexford Club Drive</b> <b>PO Box 7259</b> <b>Hilton Head Island, SC 29938</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Gary Adamson</b> <b>Adamson Investments LLC</b> <b>59905 Knevels Court</b> <b>Three Rivers, MI 49093</b>	-	<b>CNH</b>				<b>404,336.30</b>
Subtotal (Total of this page)						<b>1,617,345.20</b>

Sheet no. 5 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Gary S Griffin</b> <b>9 Leamington Place</b> <b>Hilton Head Island, SC 29928</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>GE Capital</b> <b>c/o Ricoh USA Program</b> <b>PO Box 740540</b> <b>Atlanta, GA 30374</b>		-				<b>0.00</b>
Account No.  <b>Gerald Vanderpool</b> <b>16 Spring Hall Court</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Hammer Creek Enterprises LLC</b> <b>c/o Peter P Brubaker</b> <b>160 Edgewood Drive</b> <b>York, PA 17403</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Hampton Lake Community</b> <b>Association</b> <b>PO Box 3278</b> <b>Bluffton, SC 29910</b>		-				<b>0.00</b>
Subtotal (Total of this page)						<b>1,213,008.90</b>

Sheet no. 6 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Hilton Head Exterminators</b> <b>365 Red Cedar Street Ste 502</b> <b>Bluffton, SC 29910</b>	-					<b>0.00</b>
Account No.  <b>Homes &amp; Land</b> <b>20 Towne Drive</b> <b>PMB 282</b> <b>Bluffton, SC 29910</b>	-					<b>0.00</b>
Account No.  <b>Howard W Covington Jr</b> <b>208 Windthistle Drive</b> <b>Greenville, SC 29615</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Island Communications</b> <b>PO Box 5511</b> <b>Hilton Head Island, SC 29938</b>	-					<b>0.00</b>
Account No.  <b>Island Packet</b> <b>PO Box 2291</b> <b>Raleigh, NC 27602</b>	-					<b>0.00</b>
Subtotal (Total of this page)						<b>404,336.30</b>

Sheet no. 7 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims



B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Island Tree Care &amp; Landscape</b> <b>PO Box 1510</b> <b>Ridgeland, SC 29936</b>	-					<b>0.00</b>
Account No.  <b>James D Hammond</b> <b>3 Wagener Place</b> <b>Hilton Head Island, SC 29926</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>James D Montgomery</b> <b>1 Stoney Park Lane</b> <b>Bluffton, SC 29910</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>James L and Dorothy B Chandler</b> <b>JC-AP-JB LLC</b> <b>42 Brams Point Road</b> <b>Hilton Head Island, SC 29926</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>James R. Eaton and Derek J. Eaton</b> <b>c/o James R. Eaton</b> <b>83 Lexington Drive</b> <b>Bluffton, SC 29910</b>	-	<b>CNH</b>				<b>404,336.30</b>
Subtotal (Total of this page)						<b>1,617,345.20</b>

Sheet no. 8 of 18 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>John and Linda M Kourakos</b> <b>158 Good Hope Road</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>John C Albert</b> <b>8001 U.S. Highway 80 East</b> <b>Unit 804</b> <b>Savannah, GA 31410</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Jon N Morris</b> <b>10 Berkeley Court</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Joshua Tillman</b> <b>Caravel Properties LLC</b> <b>2817 West End Avenue</b> <b>Nashville, TN 37203</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>K Bryan Crofut</b> <b>5208 No Doc Road</b> <b>Spring Hill, FL 34608</b>		<b>CNH</b>				<b>404,336.30</b>
Sheet no. <u>9</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>2,021,681.50</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Kennickel Print &amp; Communications</b> <b>1700 East President Street</b> <b>Savannah, GA 31404</b>	-					<b>0.00</b>
Account No.  <b>Larry and Martha Brown</b> <b>303 HL LLC</b> <b>196 Good Hope Road</b> <b>Okatie, SC 29909</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Larry Savage</b> <b>48 Knollwood Drive</b> <b>Hilton Head Island, SC 29926</b>	-	<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Lyle Construction</b> <b>PO Box 1341</b> <b>Bluffton, SC 29910</b>	-					<b>0.00</b>
Account No.  <b>Mark D Generales</b> <b>7 Salt Marsh Cove</b> <b>Beaufort, SC 29907</b>	-	<b>CNH</b>				<b>404,336.30</b>
Subtotal (Total of this page)						<b>1,213,008.90</b>

Sheet no. 10 of 18 sheets attached to Schedule of  
 Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Mark T Dean</b> <b>74 Dolphin Point Road</b> <b>Beaufort, SC 29907</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Marlin Outdoor Advertising</b> <b>PO Drawer 6567</b> <b>Hilton Head Island, SC 29938</b>		-				<b>0.00</b>	
Account No.  <b>Matthew S Wirick</b> <b>Wirick Realty LLC</b> <b>1002 Lake Boone Trail</b> <b>Raleigh, NC 27607</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>MD Design</b> <b>164 Market Street #275</b> <b>Charleston, SC 29401</b>		-				<b>0.00</b>	
Account No.  <b>Merit Properties LLC</b> <b>c/o Paul Gordon</b> <b>3100 Waterglen Place</b> <b>Louisville, KY 40222</b>		<b>CNH</b>				<b>404,336.30</b>	
Sheet no. <u>11</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>1,213,008.90</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Michael Burton</b> <b>645 S Atlantic Avenue</b> <b>Cocoa Beach, FL 32931</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Michael J Kistler</b> <b>109 Modena Island Drive</b> <b>Savannah, GA 31411</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Monthly Media Group</b> <b>PO Box 5926</b> <b>Hilton Head Island, SC 29938</b>						<b>0.00</b>	
Account No.  <b>NBSC</b> <b>3 Belfair Village Drive</b> <b>Attn Tom Henz</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Okatie Development Group LLC</b> <b>c/o Thomas M. Fitzpatrick</b> <b>2305 Tufton Springs Lane</b> <b>Reisterstown, MD 21136</b>		<b>CNH</b>				<b>808,672.60</b>	
Sheet no. <u>12</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>2,021,681.50</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Palmer S and Glendon M Jones</b> <b>8 Tideland Court</b> <b>Bluffton, SC 29910</b>		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Palmetto Coastal Landscaping and Hardscapes</b> <b>PO Box 23349</b> <b>Hilton Head Island, SC 29925</b>						<b>0.00</b>
Account No.  <b>RGHL LLC</b> <b>Magnum Steel</b> <b>c/o Palo Giorgi</b> <b>6748 St James Circle</b> <b>Hudson, OH 44236</b>		<b>CNH</b>				<b>202,168.15</b>
Account No.  <b>RGHL LLC</b> <b>c/o Rob Reichel</b> <b>9 Widewater Road</b> <b>Hilton Head Island, SC 29926</b>		<b>CNH</b>				<b>202,168.15</b>
Account No.  <b>Richard A and Denise Frame</b> <b>155 Gleason Lake Road</b> <b>Apt 206</b> <b>Wayzata, MN 55391</b>		<b>CNH</b>				<b>404,336.30</b>
Sheet no. <u>13</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>1,213,008.90</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>Richo USA Inc</b> <b>PO Box 532530</b> <b>Atlanta, GA 30353</b>	-					<b>0.00</b>	
Account No.  <b>Robert C and Elaine M Cereghini</b> <b>306 Good Hope Road</b> <b>Okatie, SC 29909</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Robert L Daniels</b> <b>401 Glazier Road</b> <b>Chelsea, MI 48118</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Robert N Burt</b> <b>91 Oak Tree Road</b> <b>Bluffton, SC 29910</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Robert Parlanti and Robert Pettinato</b> <b>c/o Robert Parlanti</b> <b>310 Bamberg Drive</b> <b>Bluffton, SC 29910</b>	-	<b>CNH</b>				<b>202,168.15</b>	
Sheet no. <u>14</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>1,415,177.05</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Robert Parlanti and Robert Pettinato</b> c/o Robert Pettinato 10 Pettridge Drive Scranton, PA 18505		<b>CNH</b>				<b>202,168.15</b>
Account No.  <b>Ronald M Soldo</b> 64 Yorkshire Lane Hilton Head Island, SC 29928		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Scott Murphy</b> 4005 Greatwood Path Alpharetta, GA 30005		<b>CNH</b>				<b>404,336.30</b>
Account No.  <b>Southern Living</b> 1271 Avenue of the Americas New York, NY 10020						<b>0.00</b>
Account No.  <b>Spain C Kelley</b> 60 Bridgetown Road Hilton Head Island, SC 29928		<b>CNH</b>				<b>404,336.30</b>
Sheet no. <u>15</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>1,415,177.05</b>



B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.  <b>Stanley R Smith Smith Revocable Trust 26 Widewater Road Hilton Head Island, SC 29928</b>	-	CNH				404,336.30
Account No.  <b>Sunset Developers LLC c/o Todd Hawk 40 Persimmon Street Suite 105 Bluffton, SC 29910</b>	-	CNH				404,336.30
Account No.  <b>TEH Realty Investors LLP c/o Thomas Haire 13600 Cogburn Road Attn Scott Platt Alpharetta, GA 30004</b>	-	CNH				404,336.30
Account No.  <b>Terry McCloud 82 Inverness Drive Bluffton, SC 29910</b>	-	CNH				404,336.30
Account No.  <b>The Retirement Net PO Box 16768 Asheville, NC 28816</b>	-					0.00
Sheet no. <u>16</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	<b>1,617,345.20</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No.  <b>The Sanctuary at Hampton Lake PO Box 5562 Midland, TX 79704</b>	-					<b>0.00</b>	
Account No.  <b>Thomas &amp; Hutton PO Box 2727 Savannah, GA 31402</b>	-					<b>0.00</b>	
Account No.  <b>Thomas C Phillips 88 Leamington Lane Hilton Head Island, SC 29928</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Thomas L Reed Jr 1634 Wexford Drive Murfreesboro, TN 37129</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>Tom A Schlossberg 240 Good Hope Road Okatie, SC 29909</b>	-	<b>CNH</b>				<b>404,336.30</b>	
Sheet no. <u>17</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						<b>Subtotal (Total of this page)</b>	<b>1,213,008.90</b>

B6F (Official Form 6F) (12/07) - Cont.

In re Hampton Lake, LLC Case No. \_\_\_\_\_  
 Debtor

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
 (Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.					
Account No.  <b>Wade V King King Real Estate I LLC 111 Tralee Lane Greer, SC 29650</b>			<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>WHHI-TV 32 Office Park Road Suite 103 Hilton Head Island, SC 29928</b>							<b>0.00</b>	
Account No.  <b>William C Green 25 Outerbridge Circle Hilton Head Island, SC 29926</b>			<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>William E Fuller PO Box 25 Troy, MI 48099</b>			<b>CNH</b>				<b>404,336.30</b>	
Account No.  <b>World Design PO Box 7742 Hilton Head Island, SC 29938</b>							<b>0.00</b>	
Sheet no. <u>18</u> of <u>18</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	<b>1,213,008.90</b>
							Total (Report on Summary of Schedules)	<b>26,281,859.50</b>

B6G (Official Form 6G) (12/07)

In re Hampton Lake, LLC, Case No. \_\_\_\_\_  
Debtor

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
---	--

**See Attached**

**SCHEDULE G**

**Hampton Lake, LLC**

**Leases**

Name	Address 1	City	State	Zip	Monthly Cost	Description of Lease/Contract	Expiration
GE Capital (fka Ikon Financial Services)	PO Box 74540	Atlanta	GA	30374	361.11	Copier Ricoh MPC4501 (copier) 36 months 3/29/11 start	3/29/2014
Waste Management	PO Box 105453	Atlanta	GA	30348	99.63	Dumpster 6 Yard container with 1 pick up per week new contract 10/1/12	10/1/2013
Hargray Communications	PO Box 71078	Charlotte	NC	28272	575.00	Phone connection PRI 36 months start 4/1/11	4/1/2014
Crosland-Reed Bluffton, LLC (HTP-Bluffton)	701 Crestdale Road	Matthews	NC	28105	2,000.00	Land Lease Land lease at 98 Fording Island Rd, Bluffton, SC	4/30/2013
University Investments	PO Box 23767	Hilton Head Is	SC	29925	4,200.00	Sign Lease Sign lease	Month to Month
Williams Scotsman	PO Box 91975	Chicago	IL	60693	1,620.26	Trailer Lease Modular office space, lease expired in 2010, month to month basis	Month to Month
Weekly Homes	10 Waterview Ct	Bluffton	SC	29910	3,000.00	Pmt for use of Model Home Contributions towards model cost of operations, Oct 2012-Oct 2013 \$3000 per month, current thru 5/13, balance of \$16,300	10/10/2013 (final pmt prorated \$1,300.00)
Frey Media (Hilton Head Monthly)	PO Box 5926	Hilton Head Is	SC	29938	374.85	Magazine Space Rental Quarter-page monthly ads.	Month to Month
WHHI-TV	32 Office Park Rd	Hilton Head Is	SC	29928	500.00	TV Coverage Monthly coverage on TV channel.	Month to Month
Southern Living	2100 Lakeshore Dr	Birmingham	AL	35209	7,667.00	Ad space 2 1/3-pg print ads - March & April issues. Lump sum payment in spring	4/30/2013
Homes & Land	20 Towne Dr	Bluffton	SC	29910	400.00	Ad space Full pg Market report ad in 5 issues - Jan-May	5/31/2013
Island Packet	PO Box 5727	Hilton Head Is	SC	29938	5,000.00	Ad space Newspaper ads ending Dec 2013	12/31/2013
Marlin Outdoor Advertising	PO Drawer 6567	Hilton Head Is	SC	29938	900.00	Ad space 6-month - 2 board; ending April 2013.	4/30/2013
Reed Development Inc.	1022 Berkeley Hall Blvd	Bluffton	SC	29910	43,358.00	Management Contract Management Contract	None

**WE PLAN TO ASSUME AND RENEW ALL LEASES AS RENEWALS COME UP**

**Executory Contracts**

Name	Address 1	City	State	Zip	Amount	Description of Lease/Contract
Lawrence and Kathleen Bourgard	860 Thicket Court	Odenton	MD	21113	109,900.00	Lot Sale Hampton Lake Lot sale- Lot 68
Weekley Homes, LP	10 Waterview Court	Bluffton	SC	29910	53,910.00	Lot Sale Hampton Lake Lot sale- Lot 811
Theodore M. and Judith B. Kerrine	12913 Saddlebrook Dr	Silver Springs	MD	20906	159,900.00	Lot Sale Hampton Lake Lot sale- Lot 732
Clifford M and Michelle Hartl	15 Gibson Place	Washington	NJ	07882	59,900.00	Lot Sale Hampton Lake Lot sale- Lot 501
Daniel and Karen Yahle	488 Calumet Farms Dr	Lebanon	OH	45036	129,900.00	Lot Sale Hampton Lake Lot sale- Lot 535
Weekley Homes, LP	10 Waterview Court	Bluffton	SC	29910	57,510.00	Lot Sale Hampton Lake Lot sale- Lot 812
Victor and Maria Alfieri	25 Reginald Drive	Congers	NY	10920	114,900.00	Lot Sale Hampton Lake Lot sale- Lot 261

B6H (Official Form 6H) (12/07)

In re Hampton Lake, LLC  
Debtor

Case No. \_\_\_\_\_

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
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0 continuation sheets attached to Schedule of Codebtors

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter 11

**BUSINESS INCOME AND EXPENSES**

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

**PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:**

1. Gross Income For 12 Months Prior to Filing: \$ 7,263,078.00

**PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:**

2. Gross Monthly Income \$ 635,224.00

**PART C - ESTIMATED FUTURE MONTHLY EXPENSES:**

3. Net Employee Payroll (Other Than Debtor) \$ 27,649.00

4. Payroll Taxes 2,029.00

5. Unemployment Taxes 426.00

6. Worker's Compensation 222.00

7. Other Taxes 10,892.00

8. Inventory Purchases (Including raw materials) 0.00

9. Purchase of Feed/Fertilizer/Seed/Spray 0.00

10. Rent (Other than debtor's principal residence) 1,600.00

11. Utilities 4,565.00

12. Office Expenses and Supplies 2,967.00

13. Repairs and Maintenance 2,926.00

14. Vehicle Expenses 0.00

15. Travel and Entertainment 1,405.00

16. Equipment Rental and Leases 1,727.00

17. Legal/Accounting/Other Professional Fees 69,701.00

18. Insurance 2,839.00

19. Employee Benefits (e.g., pension, medical, etc.) 5,403.00

20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):

DESCRIPTION	TOTAL
<b>Sabal Note A</b>	<b>284,289.00</b>

21. Other (Specify):

DESCRIPTION	TOTAL
<b>Postage &amp; Shipping</b>	<b>771.00</b>
<b>Licenses &amp; Permits</b>	<b>2,100.00</b>
<b>Misc. Expenses</b>	<b>379.00</b>
<b>Market &amp; Advertising</b>	<b>30,898.00</b>
<b>Partial completion of road top cap</b>	<b>58,333.00</b>
<b>Commissions/Closing Costs &amp; Inc.</b>	<b>126,872.00</b>
<b>POA Subidy</b>	<b>37,500.00</b>
<b>Sales Agent Training</b>	<b>2,500.00</b>
<b>Sales Agent Advances</b>	<b>9,000.00</b>

22. Total Monthly Expenses (Add items 3-21) \$ 686,993.00

**PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:**

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2) \$ -51,769.00

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CFO for Reed Development Inc., Manager of Hampton Lake LLC of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 36 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 29, 2013

Signature /s/ Scott Middleton

**Scott Middleton**  
**CFO for Reed Development Inc., Manager of Hampton Lake LLC**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.



B7 (Official Form 7) (04/13)

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter 11

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

*DEFINITIONS*

*"In business."* A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

*"Insider."* The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

**1. Income from employment or operation of business**

None  State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$2,752,765.50</b>	<b>2013 YTD: Proceeds From Lot Closings and Commissions from Real Estate Transactions</b>
<b>\$6,210,375.00</b>	<b>2012: Proceeds From Lot Closings and Commissions from Real Estate Transactions</b>
<b>\$4,816,261.00</b>	<b>2011: Proceeds From Lot Closings and Commissions from Real Estate Transactions</b>

B7 (Official Form 7) (04/13)

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**2. Income other than from employment or operation of business**

None  State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
<b>\$18,501.00</b>	<b>2013 YTD: Interest Earnings and Architectural Review Board Fees and Fines</b>
<b>\$80,582.00</b>	<b>2012: Interest Earnings and Architectural Review Board Fees and Fines</b>
<b>\$32,219.00</b>	<b>2011: Interest Earnings and Architectural Review Board Fees and Fines</b>

**3. Payments to creditors**

None  **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None  b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
<b>See SOFA 3b attached</b>		<b>\$0.00</b>	<b>\$0.00</b>

None  c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
<b>See SOFA 23</b>		<b>\$0.00</b>	<b>\$0.00</b>

\* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

**SOFA 3b**

**Hampton Lake, LLC  
Accounts Payable  
Creditors-90 days pmts 1/29/13 -4/29/13**

Supplier Name	Address 1		Postal/Z	Check Date	Check Amount Paid	Check Number
Bailey Marine Construction Inc	277 Old Baileys Road	Okatie, SC	29909	500.00 20130201		000114
James Burgess				500 20130211		000115
James Burgess				2500 20130221		010724
Lyle Construction, LLC	PO Box 1341	Bluffton, SC	29910	500 20130211		000116
May River Custom Homes	12 Chalmers St	Bluffton, SC	29910	3,000.00 20130211		000117
Robert Schlosser	41 Sweet Marsh	Bluffton, SC	29910	500 20130211		000118
Weekley Homes LP	10 Waterview Ct	Bluffton, SC	29910	27,000.00 20130211		000119
Full Circle Construction	175-J Boardwalk Drive	Ridgeland, SC	29936	3,000.00 20130228		000120
Full Circle Construction	175-J Boardwalk Drive	Ridgeland, SC	29936	3,000.00 20130325		000121
Shoreline Construction	6047 Argent Blvd,Ste 11	Ridgeland, SC	29936	3,000.00 20130411		000122
Weekley Homes LP	10 Waterview Ct	Bluffton, SC	29910	6,000.00 20130411		000123
Assurant Employee Benefits	P.O. Box 80664-1	Kansas City, MO	64180	309.42 20130206		010688
Assurant Employee Benefits	P.O. Box 80664-1	Kansas City, MO	64180	309.42 20130314		010739
Beaufort County Treasurer	PO Box 890648	Charlotte, NC	28289	268.86 20130211		010703
Beaufort-Jasper Water & Sewer Auth	P.O. Box 580475	Charlotte, NC	28258	191.69 20130215		010706
BHM Realty Investment Group, Inc	8051-A Severn Dr	Boca Raton, FL	33433	1,500.00 20130314		010740
BlueCross BlueShield of S.C.	P.O. Box 6000	Columbia, SC	29260	4,404.60 20130206		010689
BlueCross BlueShield of S.C.	P.O. Box 6000	Columbia, SC	29260	4,404.60 20130314		010741
BrightDoor Systems, Inc.	P.O. Box 1245	Cary, NC	27512	3,583.00 20130215		010707
Candlewood Suites	5 Young Clyde Court	Bluffton, SC	29909	184.80 20130221		010725
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	2,068.51 20130206		010690
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	670.78 20130215		010708
Coastal Surveying Company, Inc	PO Box 2210	Bluffton, SC	29910	750.00 20130314		010742
Companion Life	P.O. Box 100102	Columbia, SC	29202	41.15 20130206		010691
Companion Life	P.O. Box 100102	Columbia, SC	29202	41.15 20130314		010743
Crystal Springs	PO Box 660579	Dallas, TX	75266	59.17 20130215		010709
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	341.50 20130206		010687
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	363.00 20130211		010704
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	563.00 20130221		010723
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	664.50 20130314		010738
Farris Incentives, Inc	20 Yorkton Court	St Paul, MN	55117	218.15 20130215		010710
Gary Jonas Computing US	PO Box 8500	Philadelphia, PA	19178	4,505.53 20130206		010695
GE Capital	C/O Ricoh USA Program	Atlanta, GA	30374	552.52 20130206		010694
GE Capital	C/O Ricoh USA Program	Atlanta, GA	30374	827.37 20130314		010747
Hampton Hall Club	170 Hampton Hall Blvd.	Bluffton, SC	29910	53.42 20130221		010726
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	10,131.84 20130213		010705
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	3,785.38 20130221		010727
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	4,192.20 20130314		010744
Hargray Communications	P.O. Box 71078	Charlotte, NC	28272	1,706.00 20130221		010728
Hilton Head Area Home Bldrs Assoc.	P.O. Box 22360	Hilton Head Island, SC	29925	1,000.00 20130206		010693
Homes & Land	20 Towne Dr, PMB 282	Bluffton, SC	29910	400.00 20130314		010746
HTP Bluffton, LLC	Harris Teeter, Inc.	Matthews, NC	28105	2,000.00 20130201		010684
HTP Bluffton, LLC	Harris Teeter, Inc.	Matthews, NC	28105	2,000.00 20130301		010734
Kristen Lee	1440 Scotts Creek Circle	Mt Pleasant, SC	29464	560.16 20130130		010682
Kristen Lee	1440 Scotts Creek Circle	Mt Pleasant, SC	29464	195.77 20130215		010712
Kristen Lee	1440 Scotts Creek Circle	Mt Pleasant, SC	29464	678.85 20130314		010748
Mark Welker, PA	4575 Via Royale	Fort Meyers, FL	33919	65.00 20130215		010719
MD Design	164 Market Street, #275	Charleston, SC	29401	552.84 20130206		010696
Mike Story	25 St Simons Dr	Bluffton, SC	29910	1,305.32 20130314		010752
Millen Publishing Group	PO Box 22521	Hilton Head Is, SC	29928	2,284.80 20130206		010697
Monthly Media Group-HHM	P.O. Box 5926	Hilton Head Island, SC	29938	200.00 20130215		010713
Palmetto Coastal Landscaping	PO Box 23349	Hilton Head Island, SC	29925	4,010.00 20130215		010714
Palmetto Electric Cooperative Inc.	P.O. Box 23619	Hilton Head Island, SC	29925	1,794.97 20130206		010698
Palmetto Electric Cooperative Inc.	P.O. Box 23619	Hilton Head Island, SC	29925	1,809.21 20130314		010749
PBG of South Carolina	PO Box 1459	Hardeeville, SC	29927	43,394.60 20130225		010731
Pratt Reed	8 Dryden Circle	Bluffton, SC	29910	904.78 20130206		010699
Pratt Reed	8 Dryden Circle	Bluffton, SC	29910	495.72 20130314		010750
Progressive Technology, Inc.	20 Palmetto Parkway, Ste B	Hilton Head Island, SC	29926	150.00 20130221		010729
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	43,362.00 20130201		010685
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	2,572.28 20130206		010700
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	1,897.05 20130215		010715
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	3,212.06 20130221		010730
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	54,813.00 20130301		010735
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	5,530.86 20130314		010751
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	1,099.55 20130314		010756
RetireNet.com	PO Box 16768	Asheville, NC	28816	720.00 20130215		010722
Robert L. Graves	P.O. Box 5818	Hilton Head Island, SC	29938	2,800.00 20130201		010683
Robert L. Graves	P.O. Box 5818	Hilton Head Island, SC	29938	2,800.00 20130301		010733
Shannon Thompson	14 Sparwheel Lane	Hilton Head Island, SC	29926	571.09 20130314		010753
Sherrie Taylor	15 Spindle Lane	Hilton Head Island, SC	29926	39.18 20130215		010717
Sherrie Taylor	15 Spindle Lane	Hilton Head Island, SC	29926	768.50 20130314		010757
The Hartford	PO Box 2907	Hartford, CT	06104	885.00 20130215		010711
The Hartford	PO Box 2907	Hartford, CT	06104	10.00 20130314		010745
University Investments, LLC	P.O. Box 23767	Hilton Head Island, SC	29925	4,200.00 20130201		010686
University Investments, LLC	P.O. Box 23767	Hilton Head Island, SC	29925	4,200.00 20130301		010737
Waste Management	P.O. Box 105453	Atlanta, GA	30348	99.63 20130206		010701
Waste Management	P.O. Box 105453	Atlanta, GA	30348	99.63 20130314		010754
WCD Group, Inc	22 Hertiage Lakes Drive	Bluffton, SC	29910	293.26 20130215		010718
WHHI-TV	32 Office Park Rd, Suite 103	Hilton Head Is, SC	29928	660.00 20130206		010702
William Moralee Ent., LLC	PO Box 210	Ridgeland, SC	29936	1,537.50 20130215		010721
Williams Scotsman, Inc.	P.O. Box 91975	Chicago, IL	60693	1,620.26 20130215		010720
Williams Scotsman, Inc.	P.O. Box 91975	Chicago, IL	60693	1,620.26 20130314		010755
Airgas National Welders	PO Box 601985	Charlotte, NC	28260	32.08 20130325		010759
Airgas National Welders	PO Box 601985	Charlotte, NC	28260	14.63 20130424		010830

Assurant Employee Benefits	P.O. Box 80664-1	Kansas City, MO	64180	181.58	20130405	010799
Beaufort County	PO Drawer 1228	Beaufort, SC	29901	75	20130405	010800
Beaufort County Treasurer	PO Box 890648	Charlotte, NC	28289	268.86	20130325	010761
Beaufort-Jasper Water & Sewer Auth	P.O. Box 580475	Charlotte, NC	28258	258.36	20130325	010760
Beaufort-Jasper Water & Sewer Auth	P.O. Box 580475	Charlotte, NC	28258	272.18	20130411	010817
Bird, Cofield & Moise, LLC	P.O. Box 2474	Bluffton, SC	29910	39,500.00	20130424	010852
BlueCross BlueShield of S.C.	P.O. Box 6000	Columbia, SC	29260	2,127.54	20130405	010801
BrightDoor Systems, Inc.	P.O. Box 1245	Cary, NC	27512	3,583.00	20130325	010762
BrightDoor Systems, Inc.	P.O. Box 1245	Cary, NC	27512	2,103.00	20130424	010831
Candlewood Suites	5 Young Clyde Court	Bluffton, SC	29909	217.8	20130424	010832
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	569.04	20130325	010758
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	587.42	20130325	010763
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	270.45	20130411	010818
Capitol Coffee	P.O. Box 2222	Beaufort, SC	29901	707.01	20130424	010833
Cherry, Bekaert & Holland, LLP	PO Box 25549	Richmond, VA	23261	7,003.50	20130411	010827
Coastal Pipe & Fire Solutions, LLC	30 sugaree Dr	Bluffton, SC	29910	75	20130411	010819
Coastal Surveying Company, Inc.	PO Box 2210	Bluffton, SC	29910	450	20130325	010764
Companion Property & Casualty	PO Box 6000	Columbia, SC	29202	41.15	20130405	010802
Crystal Springs	PO Box 660579	Dallas, TX	75266	67.57	20130325	010765
Crystal Springs	PO Box 660579	Dallas, TX	75266	75.86	20130405	010803
Crystal Springs	PO Box 660579	Dallas, TX	75266	26.6	20130411	010820
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	523	20130405	010798
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	544.5	20130411	010816
Donald R. Adams	7 Mitchell Ct	Bluffton, SC	29910	704.5	20130424	010829
Down South Publishers, Inc.	P.O. Box 5850	Hilton Head Island, SC	29938	1,343.30	20130325	010766
Down South Publishers, Inc.	P.O. Box 5850	Hilton Head Island, SC	29938	1,113.30	20130424	010834
Element-360 LLC	168 Misty Valley Rd	Fletcher, NC	28732	900	20130325	010767
Element-360 LLC	168 Misty Valley Rd	Fletcher, NC	28732	450	20130411	010821
GE Capital	C/O Ricoh USA Program	Atlanta, GA	30374	790.16	20130325	010774
GE Capital	C/O Ricoh USA Program	Atlanta, GA	30374	1,052.79	20130424	010842
Hampton Hall Club	170 Hampton Hall Blvd.	Bluffton, SC	29910	53.38	20130325	010768
Hampton Inn Suites	29 William Pope Dr	Bluffton, SC	29909	99.68	20130424	010836
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	3,917.58	20130325	010769
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	9,651.92	20130424	010835
Hampton Lake Community Assoc.	PO Box 3278	Bluffton, SC	29910	75,000.00	20130408	TRANS
Hargray Communications	P.O. Box 71078	Charlotte, NC	28272	1,664.00	20130325	010770
Hargray Communications	P.O. Box 71078	Charlotte, NC	28272	1,722.00	20130424	010837
HearSay Communications, LLC	520 Folly Road, Ste 308	Charleston, SC	29414	2,000.00	20130418	010828
Hilton Head Cookie Company	PO Box 8005	Hilton Head Island, SC	29938	69.23	20130325	010772
Hilton Head Cookie Company	PO Box 8005	Hilton Head Island, SC	29938	69.23	20130424	010839
Hilton Head Exterminators, Inc.	37 Hunter Road	Hilton Head Island, SC	29926	85	20130325	010771
Hilton Head Exterminators, Inc.	37 Hunter Road	Hilton Head Island, SC	29926	85	20130405	010804
Hilton Head Exterminators, Inc.	37 Hunter Road	Hilton Head Island, SC	29926	85	20130424	010838
Homes & Land	20 Towne Dr, PMB 282	Bluffton, SC	29910	400	20130325	010773
Homes & Land	20 Towne Dr, PMB 282	Bluffton, SC	29910	400	20130424	010840
HSA Engineers & Scientists	23B Sheridan Park Circle	Bluffton, SC	29910	8,032.50	20130424	010841
HTP Bluffton, LLC	Harris Teeter, Inc.	Matthews, NC	28105	2,000.00	20130401	010795
Island Communications	PO Box 5511	Hilton Head Island, SC	29938	1,050.00	20130405	010805
Island Tree Care & Landscape Inc	PO Box 1510	Ridgeland, SC	29936	5,400.00	20130424	010843
Kennickell	1700 East President St.	Savannah, GA	31404	1,223.41	20130325	010776
Kristen Lee	1440 Scotts Creek Circle	Mt Pleasant, SC	29464	851.52	20130424	010844
Lott Custom Communications, LLC	PO Box 821	Vineyard Haven, MA	02568	2,610.00	20130325	010777
Marlin Outdoor Advertising, Ltd.	P.O. Drawer 6567	Hilton Head Island, SC	29938	1,800.00	20130325	010778
Marlin Outdoor Advertising, Ltd.	P.O. Drawer 6567	Hilton Head Island, SC	29938	900	20130405	010806
MD Design	164 Market Street, #275	Charleston, SC	29401	3,458.80	20130325	010779
MD Design	164 Market Street, #275	Charleston, SC	29401	2,730.52	20130411	010823
Monthly Media Group-HHM	P.O. Box 5926	Hilton Head Island, SC	29938	749.7	20130325	010780
Monthly Media Group-HHM	P.O. Box 5926	Hilton Head Island, SC	29938	374.85	20130424	010845
Nouveau Services, LLC	6600 American Way	Bethlehem, PA	18017	300	20130325	010781
Palmetto Coastal Landscaping	PO Box 23349	Hilton Head Island, SC	29925	4,075.00	20130325	010782
Palmetto Coastal Landscaping	PO Box 23349	Hilton Head Island, SC	29925	2,005.00	20130424	010846
Palmetto Electric Cooperative Inc.	P.O. Box 23619	Hilton Head Island, SC	29925	1,869.43	20130405	010807
Phebesmith, Inc	99 Front Street	Weymouth, MA	02188	425	20130411	010824
Postmaster				200.00	20130424	010851
Pratt Reed	8 Dryden Circle	Bluffton, SC	29910	499.5	20130405	010808
Progressive Technology, Inc.	20 Palmetto Parkway, Ste B	Hilton Head Island, SC	29926	150	20130325	010783
Progressive Technology, Inc.	20 Palmetto Parkway, Ste B	Hilton Head Island, SC	29926	150	20130424	010847
Reed Development	P.O. Box 23767	Hilton Head Island, SC	29925	1,135.48	20130328	010793
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	857.31	20130325	010784
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	54,813.00	20130401	010796
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	1,539.25	20130405	010809
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	3,400.11	20130411	010825
Reed Development, Inc.	P.O. Box 23767	Hilton Head Island, SC	29925	2,771.65	20130424	010848
RetireNet.com	PO Box 16768	Asheville, NC	28816	177	20130325	010785
Ricoh USA, Inc	PO Box 532530	Atlanta, GA	30353	23	20130325	010786
Robert L. Graves	P.O. Box 5818	Hilton Head Island, SC	29938	2,800.00	20130401	010794
Sherrie Taylor	15 Spindle Lane	Hilton Head Island, SC	29926	71.46	20130405	010810
Sherrie Taylor	15 Spindle Lane	Hilton Head Island, SC	29926	245.11	20130424	010850
Southern Living, Inc.	Lockbox 223545	Pittsburgh, PA	15251	3,833.50	20130325	010787
Southern Living, Inc.	Lockbox 223545	Pittsburgh, PA	15251	3,833.50	20130424	010849
The Island Packet	P.O. Box 2291	Raleigh, NC	27602	9,010.00	20130325	010775
The Island Packet	P.O. Box 2291	Raleigh, NC	27602	4,788.00	20130411	010822
Thomas & Hutton Engineering Co.	P.O. Box 2727	Savannah, GA	31402	9,162.07	20130325	010788
Town of Bluffton	P.O. Box 386	Bluffton, SC	29910	10,817.91	20130405	010811
University Investments, LLC	P.O. Box 23767	Hilton Head Island, SC	29925	4,200.00	20130401	010797
Waste Management	P.O. Box 105453	Atlanta, GA	30348	99.63	20130405	010812
WCD Group, Inc	22 Hertiage Lakes Drive	Bluffton, SC	29910	1,011.34	20130325	010789
WHHI-TV	32 Office Park Rd, Suite 103	Hilton Head Is, SC	29928	400	20130325	010790
WHHI-TV	32 Office Park Rd, Suite 103	Hilton Head Is, SC	29928	350	20130405	010813
William Moralee Ent., LLC	PO Box 210	Ridgeland, SC	29936	814.1	20130325	010791
Williams Scotsman, Inc.	P.O. Box 91975	Chicago, IL	60693	1,620.26	20130405	010814
World Design Marketing	PO Box 7742	Hilton Head Is, SC	29938	1,602.44	20130325	010792

World Design Marketing	PO Box 7742	Hilton Head Is, SC	29938	1,100.00	20130405	010815
World Design Marketing	PO Box 7742	Hilton Head Is, SC	29938	1,100.00	20130411	010826
Michael Christensen	633 Heritage Dr	Gettysburgh, PA	17325	500	20130425	010853
Lyle Construction, LLC	PO Box 1341	Bluffton, SC	29910	500	20130425	010854
Gary Meagher	7 Waterview Ct	Bluffton, SC	29910	500	20130425	010855
Palmetto Electric Cooperative Inc.	PO Box 26319	Hilton Head Is, SC	29925	1,687.90	20130425	010856
The Sanctuary At Hampton Lake	PO Box 5562	Midland, TX	79704	9,000.00	20130425	010857
Weekley Homes LP	10 Waterview Ct	Bluffton, SC	29910	15,000.00	20130425	010858
McCarthy Law Firm, LLC	1517 Laurel Street	Columbia, SC	29201	35,000.00	20130426	Wire
Simons & Dean	147 Wappo Creek	Charleston, SC	29412	26,955.46	20130429	010859

IRS-PR Tax Deposit				18.14	1/30/2013	
IRS-PR Tax Deposit				3,040.72	2/6/2013	
IRS-PR Tax Deposit				3,058.48	2/20/2013	
IRS-PR Tax Deposit				3,300.73	3/6/2013	
IRS-PR Tax Deposit				3,169.01	3/15/2013	
IRS-PR Tax Deposit				3,231.39	3/29/2013	
IRS-PR Tax Deposit				3,175.22	4/12/2013	
IRS-PR Tax Deposit				3,218.76	4/24/2013	
IRS-PR Tax Deposit				264.86	4/30/2013	
SC Tax Commission-PR Tax				633.47	2/6/2013	
SC Tax Commission-PR Tax				633.42	2/20/2013	
SC Tax Commission-PR Tax				690.13	3/6/2013	
SC Tax Commission-PR Tax				660.51	3/15/2013	
SC Tax Commission-PR Tax				672.45	3/29/2013	
SC Tax Commission-PR Tax				658.14	4/12/2013	
SC Tax Commission-PR Tax				669.20	4/24/2013	
SCESC-PR Tax				3,457.90	4/17/2013	
<b>Hampton Lake Payroll</b>				9,089.04	2/1/2013	
<b>Hampton Lake Payroll</b>				9,205.39	2/15/2013	
<b>Hampton Lake Payroll</b>				9,831.17	3/1/2013	
<b>Hampton Lake Payroll</b>				9,413.84	3/15/2013	
<b>Hampton Lake Payroll</b>				9,732.66	3/29/2013	
<b>Hampton Lake Payroll</b>				9,429.66	4/12/2013	
<b>Hampton Lake Payroll</b>				9,670.85	4/26/2013	

Kristen Lee	1440 Scotts Creek Circle	Mt Pleasant, SC	29464			
Cindy Rogers	50 Pebble Beach Cove C-213	Bluffton, SC	29910			
Amy Zamostny	38 Wyndham Drive	Bluffton, SC	29910			
Dianne Fix	14 Anchor Cove Court	Bluffton, SC	29910			
Heather Harbin	179 Knightsbridge Rd.	Bluffton, SC	29910			
John Pratt Reed Jr.	8 Dryden Circle	Bluffton, SC	29910			
Jennifer Luthren	1 Wilmington Island Court	Bluffton, SC	29910			

Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	12,377.13	2/11/2013	1609
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	5,000.00	2/11/2013	1614
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	3,780.00	2/13/2013	1615
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	2,400.00	3/4/2013	1637
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	20,695.00	3/12/2013	1642
Hanover Insurance Co	PO Box 580045	Charlotte, NC	28258	637.10	2/4/2013	1596
Hanover Insurance Co	PO Box 580045	Charlotte, NC	28258	637.10	2/23/2013	1623
Hanover Insurance Co	PO Box 580045	Charlotte, NC	28258	1,264.20	2/25/2013	1624
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	764.97	2/4/2013	1601
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	600.00	2/4/2013	1598
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	1,300.00	3/5/2013	1640
Kristen Lee	1440 Scotts Creek Circle	Mt. Pleasant, SC	29464	300.00	2/4/2013	1597
Kristen Lee	1440 Scotts Creek Circle	Mt. Pleasant, SC	29464	500.00	3/4/2013	1638
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	3,000.00	2/4/2013	1603
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	1,535.62	2/20/2013	1618
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	3,000.00	3/1/2013	1633
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	5,747.50	3/12/2013	1641
Palmetto Inventures	98 Fording Island Rd.	Bluffton, SC	29910	3,000.00	2/4/2013	1599
Palmetto Inventures	98 Fording Island Rd.	Bluffton, SC	29910	660.00	2/22/2013	1620
Palmetto Inventures	98 Fording Island Rd.	Bluffton, SC	29910	3,006.25	2/22/2013	1622
Palmetto Inventures	98 Fording Island Rd.	Bluffton, SC	29910	3,000.00	3/1/2013	1631
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	3,000.00	2/4/2013	1600
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	2,175.88	2/22/2013	1621
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	10,828.89	2/28/2013	1629
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	5,000.00	3/4/2013	1639
Reed Development	PO Box 23767	Hilton Head Island, SC	29925	1,162.00	2/11/2013	1608
Reed Development	PO Box 23767	Hilton Head Island, SC	29925	1,392.00	2/6/2013	1607
Reed Development	PO Box 23767	Hilton Head Island, SC	29925	712.00	2/25/2013	1625
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	3,000.00	2/4/2013	1604
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	1,012.50	2/5/2013	1606
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	3,000.00	2/11/2013	1613
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	3,000.00	3/1/2013	1634
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	3,000.00	2/4/2013	1602
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	2,000.00	2/11/2013	1612
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	3,000.00	3/1/2013	1632
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	1,800.00	3/4/2013	1636
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	5,400.00	2/5/2013	1605
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	24,303.00	2/11/2013	1611
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	7,546.50	2/15/2013	1616
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	10,995.00	2/20/2013	1617
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	2,059.86	2/22/2013	1619
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	11,245.00	2/28/2013	1626
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	5,310.00	2/28/2013	1627
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	9,950.00	2/28/2013	1628
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	1,592.50	2/28/2013	1630
Weekley Homes, LLC	10 Waterview Ct	Bluffton, SC	29910	13,700.00	2/11/2013	1610
Weekley Homes, LLC	10 Waterview Ct	Bluffton, SC	29910	3,000.00	3/1/2013	1635
McCarthy Law Firm, LLC				30,000.00	2/12/2013	WIRE

Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	10,118.79	3/22/2013	1650
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	11,745.00	4/15/2013	1666
Allen Ware Realty, Inc.	17 Mahalo Lane	Bluffton, SC	29910	2,843.75	4/24/2013	1674
Beaufort County Treasurer	PO Drawer 1228	Beaufort, SC	29901	75.00	4/2/2013	1660
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	1,300.00	4/2/2013	1657
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	1,200.00	4/24/2013	1677
Kristen Lee	1440 Scotts Creek Circle	Mt. Pleasant, SC	29464	700.00	4/2/2013	1656
Kristen Lee	1440 Scotts Creek Circle	Mt. Pleasant, SC	29464	800.00	4/24/2013	1676
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	15,395.19	3/22/2013	1648
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	3,000.00	4/1/2013	1653
Michael E. Story, LLC	25 St Simons Dr	Bluffton, SC	29910	1,771.25	4/2/2013	1659
Palmetto Inventures, LLC	98 Fording Island Rd.	Bluffton, SC	29910	2,391.93	3/22/2013	1644
Palmetto Inventures, LLC	98 Fording Island Rd.	Bluffton, SC	29910	3,000.00	4/1/2013	1651
Palmetto Inventures, LLC	98 Fording Island Rd.	Bluffton, SC	29910	4,997.50	4/16/2013	1667
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	800.00	3/22/2013	1645
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	16,248.66	4/2/2013	1658
PK Ventures	8 Dryden Circle	Bluffton, SC	29910	8,000.00	4/24/2013	1678
Reed Development	PO Box 23767	Hilton Head Island, SC	29925	2,650.00	3/22/2013	1646
Schaffer Realty Group	872 S. Milwaykee Ave. #293	Libertyville, IL	60048	5,733.25	4/23/2013	1672
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	900.00	3/22/2013	1649
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	3,000.00	4/1/2013	1654
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	5,122.50	4/4/2013	1663
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	5,947.50	4/11/2013	1665
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	2,997.50	4/16/2013	1668
Shannon Associates, LLC	14 Sparwheel Lane	Hilton Head Island, SC	29926	498.75	4/22/2013	1670
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	8,262.92	3/22/2013	1647
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	3,000.00	4/1/2013	1652
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	498.75	4/22/2013	1669
Sherrie Taylor, LLC	15 Spindle Lane	Hilton Head Island, SC	29926	2,826.25	4/25/2013	1679
Town of Bluffton	P.O. Box 386	Bluffton, SC	29910	50.00	4/2/2013	1661
Town of Bluffton	P.O. Box 386	Bluffton, SC	29910	1,398.66	4/2/2013	1662
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	9,442.35	3/22/2013	1643
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	8,733.25	4/23/2013	1671
WCD Group	22 Heritage Lakes Drive	Bluffton, SC	29910	7,500.00	4/24/2013	1673
Weekley Homes, LLC	10 Waterview Ct	Bluffton, SC	29910	3,000.00	4/1/2013	1655

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**4. Suits and administrative proceedings, executions, garnishments and attachments**

None  a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Joshua Tillman and Caravel Properties, LLC vs Hampton Lake, LLC, and Synovus Bank dba National Bank of South Carolina 2011-CP-07-4251	Civil Complaint	Court of Common Pleas Beaufort County 14th Judicial Circuit Court, SC	Pending
Jon N Morris vs Hampton Lake LLC 2012-CP-07-1933	Civil Complaint	Court of Common Pleas Beaufort County 14th Judicial Circuit Court, SC	Pending

None  b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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**5. Repossessions, foreclosures and returns**

None  List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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**6. Assignments and receiverships**

None  a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None  b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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**7. Gifts**

None  List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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**8. Losses**

None  List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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**9. Payments related to debt counseling or bankruptcy**

None  List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>McCarthy Law Firm LLC</b> 1517 Laurel Street Columbia, SC 29201	11/20/2012	\$10,424.75
	12/04/2012	\$21,720.00
	01/09/2013	\$12,620.00
	02/12/2013	\$30,000.00
	04/29/2013	\$35,000.00
<b>Bird, Cofield &amp; Moise LLC</b> Post Office Box 2474 Bluffton, SC 29910	01/21/2013	\$34,995.00
	04/25/2013	\$15,000.00

**10. Other transfers**

None  a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None  b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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**11. Closed financial accounts**

None  List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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**12. Safe deposit boxes**

None  List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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**13. Setoffs**

None  List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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**14. Property held for another person**

None  List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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**15. Prior address of debtor**

None  If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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**16. Spouses and Former Spouses**

None  If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

**17. Environmental Information.**

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None  a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None  c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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**18. Nature, location and name of business**

- None  a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

*If the debtor is a partnership*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

*If the debtor is a corporation*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None  b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

**19. Books, records and financial statements**

- None  a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
<b>Kenneth L. Lewis</b> <b>37 Mulrain Way</b> <b>Bluffton, SC 29910</b>	<b>October 1997 - present</b>
<b>Pam Pitoniak</b> <b>PO Box 6584</b> <b>Hilton Head Island, SC 29938</b>	<b>February 2001 - present</b>

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None  b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
<b>Cherry, Baekart &amp; Holland</b>	<b>201 West McBee Avenue Greenville, SC 29601</b>	<b>2006 - present</b>

None  c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
<b>Kenneth L. Lewis</b>	

**Pam Pitoniak**

None  d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
<b>NBSC Synovus 3 Belfair Village Drive Bluffton, SC 29910</b>	<b>Various Dates</b>

**20. Inventories**

None  a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None  b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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**21. Current Partners, Officers, Directors and Shareholders**

None  a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None  b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>John P Reed 38 Minuteman Drive Bluffton, SC 29910</b>	<b>Member</b>	<b>25%</b>
<b>William Stewart 6233 Brynwood Drive Medina, OH 44256</b>	<b>Member</b>	<b>25%</b>
<b>RFM Investments I, LLC 2139 Blairmont Drive Pittsburgh, PA 15241</b>	<b>Member</b>	<b>25%</b>

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NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
<b>Dominion Holding, Inc. 28 Seven Oaks Bluffton, SC 29910</b>	<b>Member</b>	<b>25%</b>

**22 . Former partners, officers, directors and shareholders**

None  a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None  b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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**23 . Withdrawals from a partnership or distributions by a corporation**

None  If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
<b>See Attached</b>		

**24. Tax Consolidation Group.**

None  If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**25. Pension Funds.**

None  If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

Payments to Insiders SOFA 23  
1 Yr prior to File

Name	Address	Address	Zip	Relationship	Date	Amount	Description	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	1/4/2013	2,673.29	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	1/18/2013	2,675.31	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	2/1/2013	2,675.31	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	2/15/2013	2,675.31	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	3/1/2013	2,675.31	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	3/15/2013	2,675.31	Dir Dep PR	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	3/13/2012	2,708.15	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	12/27/2012	9,284.06	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	2/4/2013	764.97	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	4/16/2012	475.40	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	6/5/2012	487.67	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	7/6/2012	310.32	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	8/6/2012	350.48	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	9/17/2012	342.98	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	10/5/2012	755.03	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	11/15/2012	400.47	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	1/16/2013	360.56	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	2/6/2013	904.78	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	3/14/2013	495.72	Reimbursement	
John Pratt Reed, Jr	8 Dryden Circle	Bluffton, SC	29910	VP	4/5/2013	499.50	Reimbursement	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	3/13/2012	5,205.95	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	4/6/2012	3,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	4/9/2012	15,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	5/3/2012	17,711.65	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	5/7/2012	7,314.16	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	5/14/2012	1,960.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	5/17/2012	5,298.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	6/6/2012	3,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	6/15/2012	6,220.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	7/9/2012	1,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	8/6/2012	2,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	8/23/2012	1,647.88	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	8/31/2012	2,244.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	8/31/2012	1,896.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	9/7/2012	8,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	10/3/2012	5,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	10/30/2012	780.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	11/5/2012	5,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	11/13/2012	1,400.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	11/30/2012	5,510.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	12/21/2012	10,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	1/8/2013	4,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	2/4/2013	3,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	2/22/2013	2,175.88	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	2/28/2013	10,828.89	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	3/4/2013	5,000.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	3/22/2013	800.00	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	4/2/2013	16,248.66	Sales Commission	
PK Ventures I, LLC	8 Dryden Circle	Bluffton, SC	29910	VP	4/25/2013	8,000.00	Sales Commission	193,431.00
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	CFO	12/12/2012	10,000.00	Bonus	
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	CFO	2/4/2013	600.00	Bonus	
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	CFO	3/5/2013	1,300.00	Bonus	
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	CFO	4/2/2013	1,300.00	Bonus	
Kenneth Lewis	39 Mulrain Way	Bluffton, SC	29910	CFO	4/25/2013	1,200.00	Bonus	14,400.00
John Reed	38 Minuteman Dr	Bluffton, SC	29910	Partner	7/9/2012	138.46	Reimbursement	138.46
Robert Mitchell	1180 Bachelors Run	Greensboro, GA	30642	COO	5/7/2012	219.32	Reimbursement	219.32
						208,188.78		208,188.78

B7 (Official Form 7) (04/13)

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I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 29, 2013

Signature /s/ Scott Middleton  
**Scott Middleton**  
**CFO for Reed Development Inc., Manager of Hampton Lake LLC**

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571*

United States Bankruptcy Court
District of South Carolina

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

Table with 3 rows: For legal services, I have agreed to accept; Prior to the filing of this statement I have received; Balance Due. Columns include dollar sign and amounts: 109,764.75, 109,764.75, 0.00.

2. The source of the compensation paid to me was:

Debtor (checked) Other (specify):

3. The source of compensation to be paid to me is:

Debtor (checked) Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

a. [Other provisions as needed]

Above includes past payments for negotiations of possible consensual workout (See SOFA 9). All pre-petition fees and expenses were paid from the above (see Application to Employ for breakdown and remaining retainer amount). Post-Petition fees will be billed hourly as outlined in Application to Employ to be filed at a future date.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

None.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: April 29, 2013

/s/ G. William McCarthy Jr.

G. William McCarthy Jr. 2762

McCarthy Law Firm, LLC

P. O. Box 11332

Columbia, SC 29211-1332

803-771-8836 Fax: 803-753-6960

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Dominion Holdings Inc</b> <b>28 Seven Oaks</b> <b>Bluffton, SC 29910</b>			<b>25%</b>
<b>John P Reed</b> <b>38 Minuteman Drive</b> <b>Bluffton, SC 29910</b>			<b>25%</b>
<b>RFM Investments I LLC</b> <b>2139 Blairmont Drive</b> <b>Pittsburgh, PA 15241</b>			<b>25%</b>
<b>William Stewart</b> <b>6233 Brynwood Drive</b> <b>Medina, OH 44256</b>			<b>25%</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the CFO for Reed Development Inc., Manager of Hampton Lake LLC of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 29, 2013

Signature /s/ Scott Middleton

**Scott Middleton**  
**CFO for Reed Development Inc., Manager of Hampton Lak**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.



LOCAL OFFICIAL FORM 1007-1(b) TO SC LBR 1007-1

United States Bankruptcy Court  
District of South Carolina

In re Hampton Lake, LLC

Debtor(s)

Case No.

Chapter

11

**CERTIFICATION VERIFYING CREDITOR MATRIX**

The above named debtor, or attorney for the debtor if applicable, hereby certifies pursuant to South Carolina Local Bankruptcy Rule 1007-1 that the master mailing list of creditors submitted either on computer diskette, electronically filed via CM/ECF, or conventionally filed in a typed hard copy scannable format which has been compared to, and contains identical information to, the debtor's schedules, statements and lists which are being filed at this time or as they currently exist in draft form.

Master mailing list of creditors submitted via:

- (a) \_\_\_\_\_ computer diskette
- (b) \_\_\_\_\_ scannable hard copy  
(number of sheets submitted \_\_\_\_\_)
- (c)  X  electronic version filed via CM/ECF

Date: April 29, 2013

/s/ Scott Middleton

Scott Middleton/CFO for Reed Development Inc., Manager of  
Hampton Lake LLC  
Signer/Title

Date: April 29, 2013

/s/ G. William McCarthy Jr.

Signature of Attorney  
G. William McCarthy Jr. 2762  
McCarthy Law Firm, LLC  
P. O. Box 11332  
Columbia, SC 29211-1332  
803-771-8836 Fax: 803-753-6960

Typed/Printed Name/Address/Telephone

2762

District Court I.D. Number

**United States Bankruptcy Court  
District of South Carolina**

In re Hampton Lake, LLC

Debtor(s)

Case No.  
Chapter

11

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Hampton Lake, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Dominion Holdings Inc**  
**28 Seven Oaks**  
**Bluffton, SC 29910**

**RFM Investments I LLC**  
**2139 Blairmont Drive**  
**Pittsburgh, PA 15241**

None [*Check if applicable*]

**April 29, 2013**

Date

**/s/ G. William McCarthy Jr.**

**G. William McCarthy Jr. 2762**

Signature of Attorney or Litigant  
Counsel for **Hampton Lake, LLC**  
**McCarthy Law Firm, LLC**

**P. O. Box 11332**  
**Columbia, SC 29211-1332**  
**803-771-8836 Fax:803-753-6960**