

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
AUSTIN DIVISION**

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In re : **Chapter 11**
:
CRESCENT RESOURCES, LLC, et al., : **Case No. 09-11507 (CAG)**
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:
Debtors. : **Jointly Administered**
:
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**FOURTH AMENDMENT TO PLAN SUPPLEMENT IN SUPPORT
OF THE DEBTORS' REVISED SECOND AMENDED JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This is the fourth amendment (the “Fourth Plan Supplement Amendment”) to the supplement [Docket No. 935] (the “Plan Supplement”) to the Revised Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated March 31, 2010 [Docket No. 880] (the “Plan”)¹ of Crescent Resources, LLC (“Crescent Resources”), its parent Crescent Holdings, LLC (“Crescent Holdings”) and their affiliated debtors as debtors and debtors in possession (collectively, “Crescent” or the “Debtors”) filed in accordance with the Plan.² **The documents contained in this Fourth Plan Supplement Amendment are integral to and are hereby made part of the Plan and, if the Plan is approved, shall be approved in the order confirming the Plan.**

PLEASE TAKE NOTICE that a hearing to consider confirmation of the Plan (and in conjunction therewith, approval of this Plan Supplement) (the “Confirmation Hearing”) shall be held on **May 20, 2010 and May 21, 2010, each day beginning at 9:00 a.m. (prevailing Central Time)**, before the Honorable Craig A. Gargotta, United States Bankruptcy Judge, United States Bankruptcy Court for the Western District of Texas, 903 San Jacinto, Courtroom No. 1, Austin, Texas, 78701. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing.

¹ Capitalized terms not defined herein shall have the meaning ascribed to such terms in the Plan.

² A list of the Debtors in these chapter 11 cases is attached hereto as Exhibit A. Please take notice that Rim Golf Investors, LLC does not appear on Exhibit A because such entity has been withdrawn from the Debtors’ proposed Plan.

PLEASE TAKE FURTHER NOTICE that the Debtors, subject to the terms of the Plan, reserve the right to alter, amend, modify or supplement any document in this Fourth Plan Supplement Amendment.

Dated: May 13, 2010
Austin, Texas

/s/ Martin A. Sosland

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

FOURTH PLAN SUPPLEMENT AMENDMENT DOCUMENTS

Please note that only the amended, modified, and new Exhibits to the Plan Supplement are included in this Fourth Plan Supplement Amendment

CONTRACT RELATED DOCUMENTS

Exhibit D (amended and modified):

Schedule of Executory Contracts and Unexpired
Leases to be Assumed Pursuant to Section 11.1 of
the Plan

EXHIBIT A

No.	Name of Debtor:	Last 4 Digits of Taxpayer Id. No.
1.	Crescent 210 Barton Springs, LLC	4379
2.	Cornerstone Plaza, LLC	No EIN applicable
3.	Crescent Holdings, LLC	3626
4.	Crescent Resources, LLC	3582
5.	1780, LLC	2277
6.	223 Developers, LLC	4927
7.	Ballantyne Properties, LLC	1507
8.	Bartram Crescent Development, LLC	4449
9.	Black Forest on Lake James, LLC	1855
10.	Bridgewater Lakeland Developers, LLC	0831
11.	Brooksville East Developers, LLC	No EIN applicable
12.	Camp Lake James, LLC	2407
13.	Carolina Centers, LLC (N.C. entity)	3470
14.	Carolina Centers, LLC (Del. entity)	4729
15.	Chaparral Pines Investors, L.L.C.	1077
16.	Chaparral Pines Management, L.L.C.	6788
17.	Chapel Cove at Glengate, LLC	7243
18.	Citall Development, LLC	3633
19.	Clean Water of NC, LLC	3582
20.	CLT Development, LLC	3851
21.	Club Capital, LLC	7989
22.	Club Enterprises, LLC	3831
23.	Club Villas Developers, LLC	5087
24.	Colbert Lane Commercial, LLC	2983
25.	Crescent Communities N.C., LLC	0306
26.	Crescent Communities Realty, LLC	2410
27.	Crescent Communities SC, LLC	0305
28.	Crescent Lakeway, LLC	3926
29.	Crescent Lakeway Management, LLC	4072
30.	Crescent Land & Timber, LLC	9013
31.	Crescent Multifamily Construction, LLC	42507
32.	Crescent Potomac Greens, LLC	No EIN applicable
33.	Crescent Potomac Plaza, LLC	No EIN applicable
34.	Crescent Potomac Properties, LLC	No EIN applicable
35.	Crescent Potomac Yard Development, LLC	No EIN applicable
36.	Crescent Potomac Yard, LLC	No EIN applicable
37.	Crescent Realty Advisors, LLC	No EIN applicable
38.	Crescent Realty, LLC	4004
39.	Crescent River, LLC	6365
40.	Crescent Rough Hollow, LLC	4882
41.	Crescent Seminole, LLC	8302

No.	Name of Debtor:	Last 4 Digits of Taxpayer Id. No.
42.	Crescent Southeast Club, LLC	5725
43.	Crescent Twin Creeks, LLC	0190
44.	Crescent Yacht Club, LLC	0942
45.	Crescent/Arizona, LLC	3582
46.	Crescent/Florida, LLC	No EIN applicable
47.	Crescent/Georgia, LLC	No EIN applicable
48.	Crescent/RGI Capital, LLC	6151
49.	Falls Cove Development, LLC	22241
50.	FP Real Estate One, L.L.C.	6646
51.	Grand Haven Developers, LLC	1286
52.	Grand Woods Developers, LLC	5005
53.	Green Fields Investments, LLC	3582
54.	Gulf Shores Waterway Development, LLC	6844
55.	Hammock Bay Crescent, LLC	No EIN applicable
56.	Hampton Lakes, LLC	3538
57.	Hampton Ridge Developers, LLC	2235
58.	Hawk's Haven Developers, LLC	1192
59.	Hawk's Haven Golf Course Community Developers, LLC	3562
60.	Hawk's Haven Joint Development, LLC	0337
61.	Hawk's Haven Sponsor, LLC	0376
62.	Headwaters Development Limited Partnership	9149
63.	Hidden Lake Crescent, LLC	4587
64.	Joint Facilities Management, LLC	7638
65.	Lake George Developers, LLC	4965
66.	LandMar Group, LLC	3538
67.	LandMar Management, LLC	3540
68.	Lighthouse Harbor Developers, LLC	1128
69.	May River Forest, LLC	9262
70.	May River Golf Club, LLC	0952
71.	McNinch-Hill Investments, LLC	3378
72.	Milford Estates, LLC	3582
73.	New Riverside, LLC	1349
74.	Nine Corporate Centre Holding Company, LLC	No EIN applicable
75.	North Bank Developers, LLC	7731
76.	North Hampton, LLC	3544
77.	North River, LLC	7701
78.	Old Wildlife Club, LLC	2072
79.	Oldfield, LLC	1481
80.	Osprey Development, LLC	9515
81.	Palmetto Bluff Club, LLC	4599
82.	Palmetto Bluff Development, LLC	1383
83.	Palmetto Bluff Investments, LLC	No EIN applicable
84.	Palmetto Bluff Lodge, LLC	0969

No.	Name of Debtor:	Last 4 Digits of Taxpayer Id. No.
85.	Palmetto Bluff Real Estate Company, LLC	4124
86.	Palmetto Bluff Uplands, LLC	No EIN applicable
87.	Panama City Development, LLC	2207
88.	Park/Marsh, LLC	3331
89.	Parkside Development, LLC	4819
90.	Piedmont Row Development, LLC	0566
91.	Portland Group, LLC	1461
92.	River Paradise, LLC	0831
93.	Roberts Road, LLC	8601
94.	Sailview Properties, LLC	3836
95.	Seddon Place Development, LLC	1566
96.	Springfield Crescent, LLC	6970
97.	StoneWater Bay Properties, LLC	3379
98.	Stratford on Howard Development, LLC	7491
99.	Sugarloaf Country Club, LLC	1688
100.	Sugarloaf Properties, LLC	2808
101.	Sugarloaf Realty, LLC	8817
102.	The Farms, LLC	4921
103.	The Oldfield Realty Company, LLC	1481
104.	The Parks at Meadowview, LLC	5366
105.	The Parks of Berkeley, LLC	1670
106.	The Point on Norman, LLC	3958
107.	The Ranch at the Rim, LLC	3378
108.	The Reserve, LLC	2753
109.	The Retreat on Haw River, LLC	4124
110.	The River Club Realty, LLC	5750
111.	The River Country Club, LLC	5742
112.	The Sanctuary at Lake Wylie, LLC	3582
113.	Trout Creek Developers, LLC	0536
114.	Tussahaw Development, LLC	0184
115.	Twin Creeks Holdings, Ltd.	7903
116.	Twin Creeks Management, LLC	0188
117.	Twin Creeks Operating Co., L.P.	2789
118.	Twin Creeks Property, Ltd.	2531
119.	Two Lake Pony Farm, LLC	4680
120.	Winding River, LLC	0280

EXHIBIT D

Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to Section 11.1 of the Plan

Footnotes

- (1) The Schedule of Executory Contracts and Unexpired Leases to be Assumed pursuant to Section 11.1 of the Plan is sorted alphabetically by non-Debtor counterparty or notice party.
- (2) The column marked “Crescent Debtor” denotes the respective Debtor counterparty that proposes to assume the executory contract or unexpired lease.
- (3) Unless otherwise specified herein, each executory contract or unexpired lease listed herein shall include all exhibits, schedules, riders, modifications, declarations, amendments, supplements, attachments, restatements, or other agreements made directly or indirectly by any agreement, instrument, or other document that in any manner affects such executory contract or unexpired lease, without respect to whether such agreement, instrument, or other document is listed herein.
- (4) The “Contract Type” designation is a general description and is not meant to be wholly inclusive or descriptive of the entirety of the rights or obligations represented by such contract.
- (5) Because the Schedule Executory Contracts and Unexpired Leases to be Assumed pursuant to Section 11.1 of the Plan is sorted by non-Debtor counterparty or notice party, in some cases the same agreement may be listed more than once if such agreement involves multiple counterparties. In such cases, the same “Cure Amount” may be listed under more than one counterparty or notice party. The “Cure Amount” relates to the agreement itself as opposed to any specific counterparty or notice party. Only one “Cure Amount” will be paid with respect to any particular contract, notwithstanding that the “Cure Amount” may be listed more than once because there are multiple notice parties for such agreement.

DELETIONS FROM SCHEDULE OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED

COUNTERPARTY ⁽¹⁾	ADDRESS	CITY	STATE	ZIP CODE	CRESCENT DEBTOR ⁽²⁾	CONTRACT TYPE ⁽⁴⁾	NAME OF CONTRACT ⁽³⁾	CONTRACT DESCRIPTION	CONTRACT START DATE	CURE AMOUNT ⁽⁵⁾	CONTRACT CODE
Bright House Networks	1004 US Highway 92 W.	Auburndale	FL	33823	Hampton Ridge Developers, LLC	Services Agreement	Cable Television Installation For Bulk Digital Cable Television and High Speed Internet Service Agreement	Telecommunications Services Agreement	6/1/2004	\$0.00	H273_3577
Bright House Networks LLC	10555 Moon Lake Rd.	New Port Richey	FL	34654	Hampton Ridge Developers LLC	Services Agreement	Compensation Agreement	Telecommunications Services Agreement	June, 2004	\$0.00	H270_3574
City of Brooksville	201 Howell Avenue	Brooksville	FL	34601	Hampton Ridge Developers, LLC	Services Agreement	City of Brooksville Development Agreement	Marketing and Advertising Agreement	5/28/2003	\$42,948.75	A771_1116
City of Brooksville	201 Howell Avenue	Brooksville	FL	34601	Hampton Ridge Developers, LLC	Services Agreement	First Amendment to the City of Brooksville, Florida Development Agreement for Hampton Ridge Project	Marketing and Advertising Agreement	10/18/2004		A772_1117
City of Brooksville	201 Howell Avenue	Brooksville	FL	34601	Hampton Ridge Developers, LLC	Services Agreement	Second Amendment to the City of Brooksville, Florida Development Agreement for Hampton Ridge Project	Marketing and Advertising Agreement	11/29/2004		A773_1118
City of Brooksville	201 Howell Avenue	Brooksville	FL	34601	Hampton Ridge Developers, LLC	Services Agreement	Third Amendment to the City of Brooksville, Florida Development Agreement for Hampton Ridge Project	Marketing and Advertising Agreement	5/8/2008		A774_1119
Douglas Wilson Companies	200 East Robinson Suite 1140	Orlando	FL	32801	Hampton Ridge Developers, LLC	Finance Agreement	Levitt Road Acquisition Agreement	Road Acquisition Cost Escrow Agreement	12/8/2004		A758_1103
People Gas System	PO Box 2562	Tampa	FL	33601	Hampton Ridge Developers, LLC	Services Agreement	Developer Agreement	Gas distribution services agreement	7/1/2004	\$0.00	H271_3575
Prager, Sealy & Co., LLC	200 South Orange Ave., Suite 1900	Orlando	FL	32801	Hawk's Haven Golf Course Community Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	10/1/2005	\$0.00	H269_3570
Prager, Sealy & Co., LLC	200 South Orange Ave., Suite 1900	Orlando	FL	32801	Hawk's Haven Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	10/1/2005	\$0.00	H269_3571
Prager, Sealy & Co., LLC	4890 West Denny Blvd., Suite 288	Tampa	Fl	33609	Hawk's Haven Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	10/1/2005	\$0.00	H269_3572

DELETIONS FROM SCHEDULE OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES TO BE ASSUMED

COUNTERPARTY ⁽¹⁾	ADDRESS	CITY	STATE	ZIP CODE	CRESCENT DEBTOR ⁽²⁾	CONTRACT TYPE ⁽⁴⁾	NAME OF CONTRACT ⁽³⁾	CONTRACT DESCRIPTION	CONTRACT START DATE	CURE AMOUNT ⁽⁵⁾	CONTRACT CODE
Prager, Sealy & Co., LLC	4890 West Dennedy Blvd.	Tampa	FL	33609	Hawk's Haven Golf Course Community Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	10/1/2005	\$0.00	H269_3573
Prager, Sealy & Co., LLC	200 South Orange Ave., Suite 1900	Orlando	FL	32801	Hampton Ridge Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	12/1/2004	\$0.00	H274_3579
Southern Hills Irrigation Services, LLC	10739 Deerwood Park Blvd., Suite 300	Jacksonville	FL	32256	Hampton Ridge Developers	License Agreement	Irrigation Water Use and License Agreement	Water use license agreement	4/12/2007	\$0.00	H272_3576
Southern Hills Irrigation Services, LLC	10739 Deerwood Park Blvd., Suite 300	Jacksonville	FL	32256	Hampton Ridge Developers, LLC	Easement Agreement	Irrigation and Access Easement Agreement	Access Easement Agreement	4/12/2007	\$0.00	H275_3580
Southern Hills Plantation I Community Development District					Hampton Ridge Developers, LLC	Services Agreement	Continuing Disclosure Agreement	Disclosure Agreement	12/1/2004	\$0.00	H274_3578
Storey Signature Homes, Inc	2800 Peachtree Industrial Blvd Suite G	Duluth	GA	30097	The River Club Realty, LLC	License Agreement	Exclusive Listing and Marketing Agreement	Right to sell agreement	7/23/2008	\$0.00	D157_1422
Time Warner Cable Inc.	1610 40th Terrace SW	Naples	FL	34116	Hawk's Haven Developers, LLC	Services Agreement	Cable Television and Communications Service Access Agreement	Telecommunications Services Agreement	6/1/2005	\$0.00	H268_3569