

**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)**
: :
Debtors. : **Jointly Administered**
: :
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**SUPPLEMENTAL MODIFICATIONS TO DEBTORS'
REVISED SECOND AMENDED JOINT PLAN OF
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

Crescent Resources, LLC, its parent Crescent Holdings, LLC, and their affiliated debtors as debtors and debtors in possession (collectively, "Crescent" or the "Debtors")¹ hereby modify the Debtors' Revised Second Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code, dated March 31, 2010 (the "Plan") [Docket No. 880] (the "Plan"), as follows:

SECTION 4.14 OF THE PLAN IS REPLACED IN ITS ENTIRETY WITH THE FOLLOWING:

4.14 Classes 488 through 495 – CDD Claims

(a) Impairment and Voting. Classes 488 through 495 are unimpaired by the Plan. Each holder of a CDD Claim is conclusively presumed to have accepted the Plan and is not entitled to vote to accept or reject the Plan.

(b) Distributions. Any and all liens for assessments levied and/or imposed at any time by a community development district ("CDD") established under applicable Florida law ("Florida CDD Law") shall constitute, and will at all relevant times in the future constitute, legal, valid, and binding first liens on the land against which levied and/or imposed until paid; shall continue to represent first priority governmental liens *pari passu* with ad valorem taxes and superior to any other lien; and shall run with the land, in each case to the extent provided by Florida CDD Law. Such liens and assessments shall not otherwise be disturbed or affected by this Disclosure Statement, the Plan, any order confirming the Plan, or any other order entered in

¹ 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as Exhibit A. Please take notice that Rim Golf Investors, LLC does not appear on Exhibit A because such entity has been withdrawn from the Debtors' proposed Plan.

this case or affiliated cases. Any and all assessments levied and/or imposed by a CDD at any time shall be paid when due under the terms of the CDD's resolutions or other directives, and applicable non-bankruptcy law, and, if delinquent prior to or at the Effective Date, shall be brought current immediately. To the extent the Debtors seek to sell or dispose of any real property prior to the Effective Date, such sale or disposition shall be governed by the terms of this paragraph, with any and all delinquent assessments being brought current immediately, and no later than, the time of closing. In the event any language in this paragraph is inconsistent with any language in any other provision of this Disclosure Statement, the Plan, any order confirming the Plan, or any other order entered in this case or affiliated cases, the language as stated herein shall control. Notwithstanding this Section 4.14, with respect to Class 491, to the extent that the Collateral securing an Allowed CDD Claim in Class 491 held by the Palm Coast Park CDD (a "Palm Coast Park CDD Claim") is transferred pursuant to Section 4.6 hereof, the holder of such Allowed Palm Coast Park CDD Claim shall receive in full satisfaction of such Allowed Palm Coast Park CDD Claim retention of such holder's Lien in the Collateral.

Dated: May 19, 2010
Austin, Texas

/s/ Martin A. Sosland

Eric J. Taube (19679350)
Mark C. Taylor (19713225)
HOHMANN, TAUBE & SUMMERS, L.L.P
100 Congress Avenue, Suite 1800
Austin, Texas 78701
Telephone: (512) 472-5997
Facsimile: (512) 472-5248

Martin A. Sosland (18855645)
Lydia T. Protopapas (00797267)
WEIL, GOTSHAL & MANGES LLP
200 Crescent Court, Suite 300
Dallas, Texas 75201
Telephone: (214) 746-7700
Facsimile: (214) 746-7777

Marcia L. Goldstein (*pro hac vice*)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

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