

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

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In re :
: Chapter 11
CRESCENT 210 BARTON SPRINGS, LLC :
: Case No. 09-11504-CAG
Debtor. :
: :
Employer Tax I.D. No. 20-4614379 :
----- X

----- X
In re :
: Chapter 11
CORNERSTONE PLAZA, LLC :
: Case No. 09-11505-CAG
Debtor. :
: :
Employer Tax I.D. No. N/A :
----- X

----- X
In re :
: Chapter 11
CRESCENT HOLDINGS, LLC :
: Case No. 09-11506-CAG
Debtor. :
: :
Employer Tax I.D. No. 20-5543626 :
----- X

----- X
In re :
: Chapter 11
CRESCENT RESOURCES, LLC :
: Case No. 09-11507-CAG
Debtor. :
: :
Employer Tax I.D. No. 57-0443582 :
----- X

----- X
 In re :
 : Chapter 11
 1780, LLC :
 : Case No. 09-11510-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4402277 :
 ----- X

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 In re :
 : Chapter 11
 223 DEVELOPERS, LLC :
 : Case No. 09-11513-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-5924927 :
 ----- X

----- X
 In re :
 : Chapter 11
 BALLANTYNE PROPERTIES, LLC :
 : Case No. 09-11516-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1921507 :
 ----- X

----- X
 In re :
 : Chapter 11
 BARTRAM CRESCENT DEVELOPMENT, :
 LLC : Case No. 09-11520-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-8954449 :
 ----- X

----- X
 In re :
 : Chapter 11
 BLACK FOREST ON LAKE JAMES, LLC :
 : Case No. 09-11526-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-0151855 :
 ----- X

----- X
 In re :
 : Chapter 11
 BRIDGEWATER LAKELAND DEVELOPERS, :
 LLC : Case No. 09-11529-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2250831 :
 ----- X

----- X
 In re :
 : Chapter 11
 BROOKSVILLE EAST DEVELOPERS, LLC :
 : Case No. 09-11534-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 CAMP LAKE JAMES, LLC :
 : Case No. 09-11537-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4402407 :
 ----- X

----- X
 In re :
 : Chapter 11
 CAROLINA CENTERS LLC (NC) :
 : Case No. 09-11542-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1853470 :
 ----- X

----- X
 In re :
 : Chapter 11
 CAROLINA CENTERS, LLC (DE) :
 : Case No. 09-11552-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1124729 :
 ----- X

----- X
 In re :
 : Chapter 11
 CHAPARRAL PINES INVESTORS, L.L.C. :
 : Case No. 09-11549-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 86-0781077 :
 ----- X

----- X
 In re :
 : Chapter 11
 CHAPARRAL PINES MANAGEMENT, LLC :
 : Case No. 09-11556-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 86-1026788 :
 ----- X

----- X
 In re :
 : Chapter 11
 CHAPEL COVE AT GLENGATE, LLC :
 : Case No. 09-11563-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-0837243 :
 ----- X

----- X
 In re :
 : Chapter 11
 CITALL DEVELOPMENT, LLC :
 : Case No. 09-11566-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4153633 :
 ----- X

----- X
 In re :
 : Chapter 11
 CLEAN WATER OF NC, LLC :
 : Case No. 09-11569-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 CLT DEVELOPMENT, LLC :
 : Case No. 09-11572-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1393851 :
 ----- X

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 In re :
 : Chapter 11
 CLUB CAPITAL, LLC :
 : Case No. 09-11575-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2107989 :
 ----- X

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 In re :
 : Chapter 11
 CLUB ENTERPRISES, LLC :
 : Case No. 09-11577-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1943831 :
 ----- X

----- X
 In re :
 : Chapter 11
 CLUB VILLAS DEVELOPERS, LLC :
 : Case No. 09-11585-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-2905087 :
 ----- X

----- X
 In re :
 : Chapter 11
 COLBERT LANE COMMERCIAL, LLC :
 : Case No. 09-11589-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 72-1552983 :
 ----- X

----- X
In re :
CRESCENT COMMUNITIES N.C., LLC : Chapter 11
Debtor. : Case No. 09-11591-CAG
Employer Tax I.D. No. 56-2030306 :
----- X

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In re :
CRESCENT COMMUNITIES REALTY, LLC : Chapter 11
Debtor. : Case No. 09-11595-CAG
Employer Tax I.D. No. 02-0532410 :
----- X

----- X
In re :
CRESCENT COMMUNITIES S.C., LLC : Chapter 11
Debtor. : Case No. 09-11598-CAG
Employer Tax I.D. No. 56-2030305 :
----- X

----- X
In re :
CRESCENT LAKEWAY, LLC : Chapter 11
Debtor. : Case No. 09-11604-CAG
Employer Tax I.D. No. 20-4613926 :
----- X

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 In re :
 :
 CRESCENT LAKEWAY MANAGEMENT, : Chapter 11
 LLC :
 : Case No. 09-11607-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4614072 X

----- X
 In re :
 : Chapter 11
 CRESCENT LAND & TIMBER, LLC :
 : Case No. 09-11611-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1799013 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT MULTIFAMILY :
 CONSTRUCTION, LLC : Case No. 09-11597-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-1242507 X

----- X
 In re :
 : Chapter 11
 CRESCENT POTOMAC GREENS, LLC :
 : Case No. 09-11600-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
In re :
CRESCENT POTOMAC PLAZA, LLC : Chapter 11
Debtor. : Case No. 09-11602-CAG
Employer Tax I.D. No. N/A :
----- X

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In re :
CRESCENT POTOMAC PROPERTIES, LLC : Chapter 11
Debtor. : Case No. 09-11603-CAG
Employer Tax I.D. No. N/A :
----- X

----- X
In re :
CRESCENT POTOMAC YARD : Chapter 11
DEVELOPMENT, LLC : Case No. 09-11606-CAG
Debtor. :
Employer Tax I.D. No. N/A : X

----- X
In re :
CRESCENT POTOMAC YARD, LLC : Chapter 11
Debtor. : Case No. 09-11609-CAG
Employer Tax I.D. No. N/A :
----- X

----- X
 In re :
 : Chapter 11
 CRESCENT REALTY ADVISORS, LLC :
 : Case No. 09-11610-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT REALTY, LLC :
 : Case No. 09-11612-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-0034004 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT RIVER, LLC :
 : Case No. 09-11614-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2226365 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT ROUGH HOLLOW, LLC :
 : Case No. 09-11616-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4614882 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT SEMINOLE, LLC :
 : Case No. 09-11618-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2558302 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT SOUTHEAST CLUB, LLC :
 : Case No. 09-11512-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2255725 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT TWIN CREEKS, LLC :
 : Case No. 09-11515-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2230190 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT YACHT CLUB, LLC :
 : Case No. 09-11620-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 30-0100942 :
 ----- X

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In re :
CRESCENT/ARIZONA, LLC : Chapter 11
Debtor. : Case No. 09-11524-CAG
Employer Tax I.D. No. 57-0443582 :
----- X

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In re :
CRESCENT/FLORIDA, LLC : Chapter 11
Debtor. : Case No. 09-11528-CAG
Employer Tax I.D. No. N/A :
----- X

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In re :
CRESCENT/GEORGIA, LLC : Chapter 11
Debtor. : Case No. 09-11531-CAG
Employer Tax I.D. No. N/A :
----- X

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In re :
CRESCENT/RGI CAPITAL, LLC : Chapter 11
Debtor. : Case No. 09-11532-CAG
Employer Tax I.D. No. 83-0356151 :
----- X

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 In re :
 FALLS COVE DEVELOPMENT, LLC : Chapter 11
 Debtor. : Case No. 09-11535-CAG
 Employer Tax I.D. No. 20-8132241 :
 ----- X

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 In re :
 FP REAL ESTATE ONE L.L.C. : Chapter 11
 Debtor. : Case No. 09-11539-CAG
 Employer Tax I.D. No. 86-0846646 :
 ----- X

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 In re :
 GRAND HAVEN DEVELOPERS, LLC : Chapter 11
 Debtor. : Case No. 09-11541-CAG
 Employer Tax I.D. No. 59-3641286 :
 ----- X

----- X
 In re :
 GRAND WOODS DEVELOPERS, LLC : Chapter 11
 Debtor. : Case No. 09-11544-CAG
 Employer Tax I.D. No. 20-4845005 :
 ----- X

----- X
 In re :
 : Chapter 11
 GREEN FIELDS INVESTMENTS LLC :
 : Case No. 09-11547-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 GULF SHORES WATERWAY :
 DEVELOPMENT, LLC :
 : Case No. 09-11550-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-5566844 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAMMOCK BAY CRESCENT, LLC :
 : Case No. 09-11553-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 HAMPTON LAKES, LLC :
 : Case No. 09-11555-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2153538 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAMPTON RIDGE DEVELOPERS, LLC :
 : Case No. 09-11558-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 59-3692235 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAWK'S HAVEN DEVELOPERS, LLC :
 : Case No. 09-11560-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-1091192 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAWK'S HAVEN GOLF COURSE :
 COMMUNITY DEVELOPERS, LLC :
 : Case No. 09-11562
 Debtor. :
 :
 Employer Tax I.D. No. 20-1203562 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAWK'S HAVEN JOINT DEVELOPMENT, :
 LLC :
 : Case No. 09-11624-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2040337 :
 ----- X

----- X
 In re :
 : Chapter 11
 HAWK'S HAVEN SPONSOR, LLC :
 : Case No. 09-11567-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2040376 :
 ----- X

----- X
 In re :
 : Chapter 11
 HEADWATERS DEVELOPMENT LIMITED :
 PARTNERSHIP :
 : Case No. 09-11570-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 80-0059149 :
 ----- X

----- X
 In re :
 : Chapter 11
 HIDDEN LAKE CRESCENT, LLC :
 : Case No. 09-11623-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3694587 :
 ----- X

----- X
 In re :
 : Chapter 11
 JOINT FACILITIES MANAGEMENT, LLC :
 : Case No. 09-11579-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4347638 :
 ----- X

----- X
In re :
LAKE GEORGE DEVELOPERS, LLC : Chapter 11
Debtor. : Case No. 09-11581-CAG
Employer Tax I.D. No. 20-4844965 :
----- X

----- X
In re :
LANDMAR GROUP, LLC : Chapter 11
Debtor. : Case No. 09-11584-CAG
Employer Tax I.D. No. 56-2153538 :
----- X

----- X
In re :
LANDMAR MANAGEMENT, LLC : Chapter 11
Debtor. : Case No. 09-11587-CAG
Employer Tax I.D. No. 56-2153540 :
----- X

----- X
In re :
LIGHTHOUSE HARBOR DEVELOPERS, LLC : Chapter 11
Debtor. : Case No. 09-11594-CAG
Employer Tax I.D. No. 20-5741128 :
----- X

----- X
 In re :
 : Chapter 11
 MAY RIVER FOREST, LLC :
 : Case No. 09-11596-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-1159262 :
 ----- X

----- X
 In re :
 : Chapter 11
 MAY RIVER GOLF CLUB, LLC :
 : Case No. 09-11599-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 04-3750952 :
 ----- X

----- X
 In re :
 : Chapter 11
 MCNINCH-HILL INVESTMENTS, L.L.C. :
 : Case No. 09-11601-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2183378 :
 ----- X

----- X
 In re :
 : Chapter 11
 MILFORD ESTATES, LLC :
 : Case No. 09-11605-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 NEW RIVERSIDE, LLC :
 : Case No. 09-11625-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2071349 :
 ----- X

----- X
 In re :
 : Chapter 11
 NINE CORPORATE CENTRE HOLDING :
 COMPANY, LLC :
 : Case No. 09-11608-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A X

----- X
 In re :
 : Chapter 11
 NORTH BANK DEVELOPERS, LLC :
 : Case No. 09-11613-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2687731 :
 ----- X

----- X
 In re :
 : Chapter 11
 NORTH HAMPTON, LLC :
 : Case No. 09-11615-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2153544 :
 ----- X

----- X
 In re :
 : Chapter 11
 NORTH RIVER, LLC :
 : Case No. 09-11617-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3017701 :
 ----- X

----- X
 In re :
 : Chapter 11
 OLD WILDLIFE CLUB, LLC :
 : Case No. 09-11619-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4402072 :
 ----- X

----- X
 In re :
 : Chapter 11
 OLDFIELD, LLC :
 : Case No. 09-11621-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2211481 :
 ----- X

----- X
 In re :
 : Chapter 11
 OSPREY DEVELOPMENT, LLC :
 : Case No. 09-11622-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 59-3759515 :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF CLUB, LLC :
 : Case No. 09-11509-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-1154599 :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF DEVELOPMENT, LLC :
 : Case No. 09-11511-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2211383 :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF INVESTMENTS, LLC :
 : Case No. 09-11514-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF LODGE, LLC :
 : Case No. 09-11517-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 13-4250969 :
 ----- X

----- X
 In re :
 :
 PALMETTO BLUFF REAL ESTATE : Chapter 11
 COMPANY, LLC :
 : Case No. 09-11518-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 22-3864124 X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF UPLANDS, LLC :
 : Case No. 09-11519-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 PANAMA CITY DEVELOPMENT, LLC :
 : Case No. 09-11521-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2572207 :
 ----- X

----- X
 In re :
 : Chapter 11
 PARK/MARSH, LLC :
 : Case No. 09-11574-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-2813331 :
 ----- X

----- X
 In re :
 : Chapter 11
 PARKSIDE DEVELOPMENT, LLC :
 : Case No. 09-11522-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2854819 :
 ----- X

----- X
 In re :
 : Chapter 11
 PIEDMONT ROW DEVELOPMENT, LLC :
 : Case No. 09-11523-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2960566 :
 ----- X

----- X
 In re :
 : Chapter 11
 PORTLAND GROUP, LLC :
 : Case No. 09-11525-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-1251461 :
 ----- X

----- X
 In re :
 : Chapter 11
 RIM GOLF INVESTORS, L.L.C. :
 : Case No. 09-11527-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 86-0894027 :
 ----- X

----- X
 In re :
 : Chapter 11
 RIVER PARADISE, LLC :
 : Case No. 09-11530-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2890831 :
 ----- X

----- X
 In re :
 : Chapter 11
 ROBERTS ROAD, LLC :
 : Case No. 09-11533-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2568601 :
 ----- X

----- X
 In re :
 : Chapter 11
 SAILVIEW PROPERTIES, LLC :
 : Case No. 09-11536-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2053836 :
 ----- X

----- X
 In re :
 : Chapter 11
 SEDDON PLACE DEVELOPMENT, LLC :
 : Case No. 09-11538-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4771566 :
 ----- X

----- X
 In re :
 : Chapter 11
 SPRINGFIELD CRESCENT, LLC :
 : Case No. 09-11540-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2966970 :
 ----- X

----- X
 In re :
 : Chapter 11
 STONEWATER BAY PROPERTIES, LLC :
 : Case No. 09-11543-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2183379 :
 ----- X

----- X
 In re :
 : Chapter 11
 STRATFORD ON HOWARD :
 DEVELOPMENT, LLC :
 : Case No. 09-11545-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4147491 :
 ----- X

----- X
 In re :
 : Chapter 11
 SUGARLOAF COUNTRY CLUB, LLC :
 : Case No. 09-11546-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2221688 :
 ----- X

----- X
 In re :
 : Chapter 11
 SUGARLOAF PROPERTIES, LLC :
 : Case No. 09-11548-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2202808 :
 ----- X

----- X
 In re :
 : Chapter 11
 SUGARLOAF REALTY, LLC :
 : Case No. 09-11551-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2208817 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE FARMS, LLC :
 : Case No. 09-11554-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-0354921 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE OLDFIELD REALTY COMPANY, LLC :
 : Case No. 09-11557-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2211481 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE PARKS AT MEADOWVIEW, LLC :
 : Case No. 09-11559-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3855366 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE PARKS OF BERKELEY, LLC :
 : Case No. 09-11561-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2641670 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE POINT ON NORMAN, LLC :
 : Case No. 09-11564-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2053958 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RANCH AT THE RIM, LLC :
 : Case No. 09-11565-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-2813378 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RESERVE, LLC :
 : Case No. 09-11568-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-0742753 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RETREAT ON HAW RIVER, LLC :
 : Case No. 09-11571-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-0674124 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RIVER CLUB REALTY, LLC :
 : Case No. 09-11573-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-0595750 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RIVER COUNTRY CLUB, LLC :
 : Case No. 09-11576-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-0595742 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE SANCTUARY AT LAKE WYLIE, LLC :
 : Case No. 09-11578-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 TROUT CREEK DEVELOPERS, LLC :
 : Case No. 09-11580-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 82-0560536 :
 ----- X

----- X
 In re :
 : Chapter 11
 TUSSAHAW DEVELOPMENT, LLC :
 : Case No. 09-11582-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3330184 :
 ----- X

----- X
 In re :
 : Chapter 11
 TWIN CREEKS HOLDINGS, LTD. :
 : Case No. 09-11583-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 74-2967903 :
 ----- X

----- X
 In re :
 : Chapter 11
 TWIN CREEKS MANAGEMENT, LLC :
 : Case No. 09-11586-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2230188 :
 ----- X

----- X
 In re :
 : Chapter 11
 TWIN CREEKS OPERATING, CO., L.P. :
 : Case No. 09-11588-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-1262789 :
 ----- X

----- X
 In re :
 : Chapter 11
 TWIN CREEKS PROPERTY, LTD. :
 : Case No. 09-11590-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 04-3592531 :
 ----- X

----- X
 In re :
 : Chapter 11
 TWO LAKE PONY FARM, LLC :
 : Case No. 09-11592-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2144680 :
 ----- X

-----	X	
In re	:	
	:	Chapter 11
WINDING RIVER, LLC	:	
	:	Case No. 09-11593-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 20-2040280	:	
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**DEBTORS’ MOTION FOR ORDER DIRECTING
JOINT ADMINISTRATION OF CHAPTER 11 CASES PURSUANT TO
RULE 1015(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

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”),¹ respectfully represent:

Background

1. On the date hereof (the “Commencement Date”), each of the Debtors filed a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to continue operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. A motion seeking joint administration of the Debtors’ chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) is currently pending before this Court.

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, is attached hereto as Exhibit A.

Jurisdiction and Venue

2. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Crescent's Business

3. Crescent, which is headquartered in Charlotte, North Carolina, is a leading real estate development company that focuses on master-planned communities and commercial, industrial, and residential real estate primarily in the southeast, but also in other regions of the United States. In particular, Crescent has properties located in Arizona, Florida, Georgia, North Carolina, South Carolina, Tennessee, Texas, and Virginia. Although Crescent Resources and its predecessors-in-interest have been in existence since 1969, Crescent Holdings was created in 2006. Crescent Holdings' equity interests are held 50% by Duke Energy Corporation ("Duke Energy") and 50% by certain private equity limited partnerships known as Morgan Stanley Real Estate Fund V U.S. and/or its affiliates ("Morgan Stanley"). Throughout its history, Crescent and its predecessors have developed and sold over 20 million square feet of commercial and industrial projects, between 50 and 60 residential communities with a variety of features and amenities, and numerous other master-planned communities.

4. Currently, Crescent Resources has four real estate divisions: residential, commercial, multifamily, and land management. The residential division (the "Residential Division") is Crescent Resources' largest division, comprising 54% of the Debtors' total assets. The Residential Division includes 41 master-planned communities and 4 condominium projects totaling 53,404 acres of developed land. The commercial property division (the "Commercial Division") accounts for 19% of Crescent Resources' total assets. The Commercial Division has 9 active projects, including office, industrial, and retail projects currently under development, as

well as 1,822 acres of commercially-zoned undeveloped land. The multifamily division (the “Multifamily Division”) accounts for 6% of Crescent Resources’ total assets. The Multifamily Division includes 4 projects in various stages of development totaling 1,308 units and an additional 195 acres of entitled, but undeveloped land.

5. In the 1960s, Duke Energy acquired approximately 300,000 acres of land in rural areas of North and South Carolina (the “Legacy Land”). Beginning in 1969, Duke Energy contributed the Legacy Land to Crescent Resources’ predecessor-in-interest. Since 2006, the Legacy Land has been managed by Crescent Resources (the “Land Management Division”). As the value of the Legacy Land has increased over time, the Legacy Land has been sold in accordance with a long-term, structured disposition plan, whereby the proceeds from the sales of Legacy Land are invested in commercial property projects in urban areas (the “Legacy Land Sales Plan”). The combined proceeds from the Legacy Land Sales Plan and the Debtors’ other real estate ventures have enabled Crescent to fund and operate its various real estate divisions. The Land Management Division, which manages the Legacy Land, accounts for 21% of Crescent Resources’ total assets.

6. Crescent and its non-debtor affiliates are comprised of various joint ventures and wholly-owned subsidiaries that serve as holding companies, management companies, and project-level operating companies. Crescent Resources operates its business on an integrated basis with centralized administration, leasing, and management functions that enable it to achieve operating efficiencies and revenue enhancements that benefit the overall enterprise. In 2007, Crescent Resources acquired 100% control of LandMar Group, LLC (“LandMar Group”) and its subsidiaries. The LandMar Group represents a significant part of the Residential Division described above and maintains assets throughout Florida.

Prepetition Debt

7. As of the Commencement Date, certain of the Debtors were parties to the First Amended and Restated Credit Agreement, dated as of June 17, 2008 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Prepetition Credit Agreement”), by and among Crescent Resources, as borrower, Crescent Holdings, the other guarantors identified therein, the lenders party thereto (the “Lenders”), and Bank of America, N.A. (“BOA”), as administrative agent and collateral agent.

8. The Prepetition Credit Agreement provides for (i) a term loan facility (the “Term Loan Facility”) in the principal amount of \$1,225,000,000, (ii) a revolving credit facility (the “Revolving Credit Facility”) in the principal amount of \$300,000,000, which reduces to the principal amount of \$275,000,000 after December 30, 2009, (iii) a swing line facility in the principal amount of \$50,000,000 (which reduces borrowings available under the revolving credit facility), and (iv) a letter of credit facility (the “Letter of Credit Facility”) in the principal amount of \$150,000,000 (which reduces borrowings available under the revolving credit commitment). Obligations arising under the Prepetition Credit Agreement are direct obligations of Crescent Resources. These direct obligations are guaranteed (the “Guaranty”) by (i) Crescent Holdings and (ii) most of the additional Debtors, pursuant to the terms of (A) the Prepetition Credit Agreement, (B) that certain Amended and Restated Joinder Agreement, dated as of June 17, 2008, by and between the entities party thereto and BOA, and (C) that certain Joinder Agreement, dated as of July 25, 2008, by and between the entities party thereto and BOA (the Joinder Agreements in (B) through (C), collectively, the “Joinder Agreements”).

9. Certain of the Debtors (the “Pledgors”) also entered into a pledge agreement, dated as of September 7, 2006 (the “Pledge Agreement”), by and between the Pledgors and BOA pursuant to which they pledged 100% of the capital stock of substantially all

their domestic subsidiaries with certain exceptions.² In addition, certain of the Debtors granted mortgages or deeds of trust on their real properties, except for (x) real property constituting qualified Legacy Land to the extent that the value of such real property is less than or equal to \$500,000, or (y) any real property that, as of the closing date, was encumbered with non-recourse, project-level debt or security interests that prohibited the execution, delivery and recording of such mortgage instruments. Crescent Resources also entered into that certain Account, Security, Pledge, Assignment, and Control Agreement, dated as of August 24, 2007, pursuant to which Crescent Resources granted to BOA control over and a security interest in all deposit accounts opened by Crescent Resources with BOA.

10. The aggregate principal amount of indebtedness owing under the Prepetition Credit Agreement as of the Commencement Date is approximately \$1,487,890,752.

Property-Level Debt

11. Approximately 10 of the Debtors also have secured property-level debt in the form of construction loans, mortgage loans, and seller-financed loans. As of the Commencement Date, there is \$89,110,601 in outstanding property-level debt.

Financials

12. As of the Commencement Date, Crescent Resources, as a whole, reported approximately \$2.2 billion³ in total assets and approximately \$1.9 billion in total liabilities, including \$297,244,484 outstanding under the Revolving Credit Facility (including outstanding letters of credit) and \$1,197,000,000 outstanding under the Term Loan Facility. For 2008,

² The Pledgors, include: Crescent Resources; Crescent Holdings; CLT Development, LLC; Crescent Potomac Yard, LLC; Crescent Twin Creeks, LLC; Crescent/Arizona, LLC; Palmetto Bluff Development, LLC; Palmetto Bluff Investments, LLC; Twin Creeks Management, LLC; Twin Creeks Property, Ltd.; LandMar Group, LLC; Hawk's Haven Joint Development, LLC; and Hawk's Haven Sponsor, LLC.

³ Based on the Debtors unaudited financial statements as of December 31, 2008.

Crescent Resources reported consolidated revenue of approximately \$373 million. Crescent Resources employs 247 people. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to these chapter 11 cases is contained in the declaration of Kevin H. Lambert, Chief Financial Officer of Crescent Resources filed concurrently herewith (collectively, the "Declaration").

Relief Requested

13. By this Motion and pursuant to Rule 1015(b) of the Bankruptcy Rules, the Debtors seek entry of an order substantially in the form attached hereto as Exhibit B directing joint administration of these cases for procedural purposes only.

Basis for Relief Requested

14. Bankruptcy Rule 1015(b) provides, in relevant part, that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." Fed. R. Bankr. P. 1015(b). The Debtors are "affiliates" as defined under section 101(2) of the Bankruptcy Code. *See* 11 U.S.C. § 101(2). Accordingly, this Court is authorized to consolidate these cases for procedural purposes.

15. In addition, Local Rule 1015 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Western District of Texas (the "Local Bankruptcy Rules") provides in relevant part as follows:

To request joint administration of two or more pending bankruptcy cases, a motion setting out the following shall be filed in each case:

- (1) the name and case number of each case sought to be jointly administered;
- (2) the proposed style and case number to be used on subsequent pleadings if joint administration is ordered;
- (3) a summary of any administrative or scheduling orders previously entered in the affected cases which may require modification; and
- (4) the need to propose amendments or consolidation of mailing lists in the affected cases for future noticing requirements.

W.D. Tex. Bankr. L.R. 1015.

16. The Debtors have filed the Declaration contemporaneously herewith. The Declaration establishes that the joint administration of the Debtors' respective estates is warranted and will ease the administrative burden for the Court and the parties.

17. Because joint administration of these cases will remove the need to prepare, replicate, file and serve duplicative notices, applications and orders, the Debtors and their estates will save substantial time and expense. Further, joint administration will relieve the Court of entering duplicative orders and maintaining duplicative files and dockets. The United States Trustee for the Western District of Texas (the "U.S. Trustee") and other parties in interest will similarly benefit from joint administration of these chapter 11 cases by sparing them the time and effort of reviewing duplicative pleadings and papers.

18. Joint administration will not adversely affect creditors' rights because this Motion requests only the administrative consolidation of the estates. This Motion does not seek substantive consolidation. As such, each creditor may still file its claim against a particular estate.

19. Accordingly, the Debtors respectfully request that the caption of their cases be modified, as follows, with Crescent Resources being denoted as the lead Debtor:

**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. __-____ ()
	:	
Debtors.	:	Jointly Administered
	:	
	:	
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20. The Debtors also seek the Court's direction that a notation substantially similar to the following be made in each of these chapter 11 cases:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of those entities listed on Exhibit A attached hereto. The docket in Case No. 09-_____ (____) should be consulted for all matters affecting this case.

21. Based on the foregoing, the Debtors submit that the relief requested is necessary, appropriate and in the best interests of their estates and creditors and that the Motion should be granted in all respects.

Notice

22. No trustee, examiner or statutory creditors' committee has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (i) the United States Trustee for the Western District of Texas; (ii) the Debtors' thirty (30) largest creditors (on a consolidated basis); (iii) counsel to BOA, as agent to the Debtors' Lenders; and (iv) counsel to the Debtors' proposed postpetition lenders (collectively, the "Notice Parties"). The Debtors submit that no other or further notice need be provided.

WHEREFORE the Debtors respectfully request entry of an order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: June 10, 2009
Austin, Texas

/s/ Eric J. Taube
Eric J. Taube (19679350)
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100 Congress Avenue, Suite 1800
Austin, Texas 78701
Telephone: (512) 472-5997
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-and-

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-and-

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

PROPOSED ATTORNEYS FOR
DEBTORS AND DEBTORS IN
POSSESSION

Exhibit A

No.	Name of Debtor:	Taxpayer Id. No.
1.	Crescent 210 Barton Springs, LLC	20-4614379
2.	Cornerstone Plaza, LLC	No EIN applicable
3.	Crescent Holdings, LLC	20-5543626
4.	Crescent Resources, LLC	57-0443582
5.	1780, LLC	20-4402277
6.	223 Developers, LLC	20-5924927
7.	Ballantyne Properties, LLC	56-1921507
8.	Bartram Crescent Development, LLC	20-8954449
9.	Black Forest on Lake James, LLC	20-0151855
10.	Bridgewater Lakeland Developers, LLC	20-2250831
11.	Brooksville East Developers, LLC	No EIN applicable
12.	Camp Lake James, LLC	20-4402407
13.	Carolina Centers, LLC (N.C. entity)	56-1853470
14.	Carolina Centers, LLC (Del. entity)	56-1124729
15.	Chaparral Pines Investors, L.L.C.	86-0781077
16.	Chaparral Pines Management, L.L.C.	86-1026788
17.	Chapel Cove at Glengate, LLC	26-0837243
18.	Citall Development, LLC	20-4153633
19.	Clean Water of NC, LLC	57-0443582
20.	CLT Development, LLC	56-1393851
21.	Club Capital, LLC	56-2107989
22.	Club Enterprises, LLC	56-1943831
23.	Club Villas Developers, LLC	26-2905087
24.	Colbert Lane Commercial, LLC	72-1552983
25.	Crescent Communities N.C., LLC	56-2030306
26.	Crescent Communities Realty, LLC	02-0532410
27.	Crescent Communities SC, LLC	56-2030305
28.	Crescent Lakeway, LLC	20-4613926
29.	Crescent Lakeway Management, LLC	20-4614072
30.	Crescent Land & Timber, LLC	56-1799013
31.	Crescent Multifamily Construction, LLC	26-1242507
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	26-0034004
39.	Crescent River, LLC	56-2226365
40.	Crescent Rough Hollow, LLC	20-4614882
41.	Crescent Seminole, LLC	58-2558302
42.	Crescent Southeast Club, LLC	56-2255725
43.	Crescent Twin Creeks, LLC	56-2230190

No.	Name of Debtor:	Taxpayer Id. No.
44.	Crescent Yacht Club, LLC	30-0100942
45.	Crescent/Arizona, LLC	57-0443582
46.	Crescent/Florida, LLC	No EIN applicable
47.	Crescent/Georgia, LLC	No EIN applicable
48.	Crescent/RGI Capital, LLC	83-0356151
49.	Falls Cove Development, LLC	20-8132241
50.	FP Real Estate One, L.L.C.	86-0846646
51.	Grand Haven Developers, LLC	59-3641286
52.	Grand Woods Developers, LLC	20-4845005
53.	Green Fields Investments, LLC	57-0443582
54.	Gulf Shores Waterway Development, LLC	20-5566844
55.	Hammock Bay Crescent, LLC	No EIN applicable
56.	Hampton Lakes, LLC	56-2153538
57.	Hampton Ridge Developers, LLC	59-3692235
58.	Hawk's Haven Developers, LLC	20-1091192
59.	Hawk's Haven Golf Course Community Developers, LLC	20-1203562
60.	Hawk's Haven Joint Development, LLC	20-2040337
61.	Hawk's Haven Sponsor, LLC	20-2040376
62.	Headwaters Development Limited Partnership	80-0059149
63.	Hidden Lake Crescent, LLC	20-3694587
64.	Joint Facilities Management, LLC	20-4347638
65.	Lake George Developers, LLC	20-4844965
66.	LandMar Group, LLC	56-2153538
67.	LandMar Management, LLC	56-2153540
68.	Lighthouse Harbor Developers, LLC	20-5741128
69.	May River Forest, LLC	57-1159262
70.	May River Golf Club, LLC	04-3750952
71.	McNinch-Hill Investments, LLC	56-2183378
72.	Milford Estates, LLC	57-0443582
73.	New Riverside, LLC	20-2071349
74.	Nine Corporate Centre Holding Company, LLC	No EIN applicable
75.	North Bank Developers, LLC	20-2687731
76.	North Hampton, LLC	56-2153544
77.	North River, LLC	20-3017701
78.	Old Wildlife Club, LLC	20-4402072
79.	Oldfield, LLC	56-2211481
80.	Osprey Development, LLC	59-3759515
81.	Palmetto Bluff Club, LLC	20-1154599
82.	Palmetto Bluff Development, LLC	56-2211383
83.	Palmetto Bluff Investments, LLC	No EIN applicable
84.	Palmetto Bluff Lodge, LLC	13-4250969
85.	Palmetto Bluff Real Estate Company, LLC	22-3864124

No.	Name of Debtor:	Taxpayer Id. No.
86.	Palmetto Bluff Uplands, LLC	No EIN applicable
87.	Panama City Development, LLC	20-2572207
88.	Park/Marsh, LLC	26-2813331
89.	Parkside Development, LLC	20-2854819
90.	Piedmont Row Development, LLC	20-2960566
91.	Portland Group, LLC	02-1251461
92.	Rim Golf Investors, L.L.C.	86-0894027
93.	River Paradise, LLC	20-2890831
94.	Roberts Road, LLC	20-2568601
95.	Sailview Properties, LLC	56-2053836
96.	Seddon Place Development, LLC	20-4771566
97.	Springfield Crescent, LLC	20-2966970
98.	StoneWater Bay Properties, LLC	56-2183379
99.	Stratford on Howard Development, LLC	20-4147491
100.	Sugarloaf Country Club, LLC	58-2221688
101.	Sugarloaf Properties, LLC	58-2202808
102.	Sugarloaf Realty, LLC	58-2208817
103.	The Farms, LLC	20-0354921
104.	The Oldfield Realty Company, LLC	56-2211481
105.	The Parks at Meadowview, LLC	20-3855366
106.	The Parks of Berkeley, LLC	20-2641670
107.	The Point on Norman, LLC	56-2053958
108.	The Ranch at the Rim, LLC	26-2813378
109.	The Reserve, LLC	20-0742753
110.	The Retreat on Haw River, LLC	26-0674124
111.	The River Club Realty, LLC	02-0595750
112.	The River Country Club, LLC	02-0595742
113.	The Sanctuary at Lake Wylie, LLC	57-0443582
114.	Trout Creek Developers, LLC	82-0560536
115.	Tussahaw Development, LLC	20-3330184
116.	Twin Creeks Holdings, Ltd.	74-2967903
117.	Twin Creeks Management, LLC	56-2230188
118.	Twin Creeks Operating Co., L.P.	20-1262789
119.	Twin Creeks Property, Ltd.	04-3592531
120.	Two Lake Pony Farm, LLC	56-2144680
121.	Winding River, LLC	20-2040280

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

----- X
In re :
: Chapter 11
CRESCENT 210 BARTON SPRINGS, LLC :
: Case No. 09-11504-CAG
Debtor. :
: :
Employer Tax I.D. No. 20-4614379 :
----- X

----- X
In re :
: Chapter 11
CORNERSTONE PLAZA, LLC :
: Case No. 09-11505-CAG
Debtor. :
: :
Employer Tax I.D. No. N/A :
----- X

----- X
 In re :
 : Chapter 11
 CRESCENT HOLDINGS, LLC :
 : Case No. 09-11506-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-5543626 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT RESOURCES, LLC :
 : Case No. 09-11507-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 1780, LLC :
 : Case No. 09-11510-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4402277 :
 ----- X

----- X
 In re :
 : Chapter 11
 223 DEVELOPERS, LLC :
 : Case No. 09-11513-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-5924927 :
 ----- X

----- X
In re :
 : Chapter 11
BALLANTYNE PROPERTIES, LLC :
 : Case No. 09-11516-CAG
Debtor. :
 :
Employer Tax I.D. No. 56-1921507 :
----- X

----- X
In re :
 : Chapter 11
BARTRAM CRESCENT DEVELOPMENT, :
LLC : Case No. 09-11520-CAG
Debtor. :
 :
Employer Tax I.D. No. 20-8954449 X

----- X
In re :
 : Chapter 11
BLACK FOREST ON LAKE JAMES, LLC :
 : Case No. 09-11526-CAG
Debtor. :
 :
Employer Tax I.D. No. 20-0151855 :
----- X

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In re :
 : Chapter 11
BRIDGEWATER LAKELAND DEVELOPERS, :
LLC : Case No. 09-11529-CAG
Debtor. :
 :
Employer Tax I.D. No. 20-2250831 X

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In re	:	
	:	Chapter 11
BROOKSVILLE EAST DEVELOPERS, LLC	:	
	:	Case No. 09-11534-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. N/A	:	
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In re	:	
	:	Chapter 11
CAMP LAKE JAMES, LLC	:	
	:	Case No. 09-11537-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 20-4402407	:	
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In re	:	
	:	Chapter 11
CAROLINA CENTERS LLC (NC)	:	
	:	Case No. 09-11542-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 56-1853470	:	
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In re	:	
	:	Chapter 11
CAROLINA CENTERS, LLC (DE)	:	
	:	Case No. 09-11552-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 56-1124729	:	
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 In re :
 : Chapter 11
 CHAPARRAL PINES INVESTORS, L.L.C. :
 : Case No. 09-11549-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 86-0781077 :
 ----- X

----- X
 In re :
 : Chapter 11
 CHAPARRAL PINES MANAGEMENT, LLC :
 : Case No. 09-11556-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 86-1026788 :
 ----- X

----- X
 In re :
 : Chapter 11
 CHAPEL COVE AT GLENGATE, LLC :
 : Case No. 09-11563-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-0837243 :
 ----- X

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 In re :
 : Chapter 11
 CITALL DEVELOPMENT, LLC :
 : Case No. 09-11566-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4153633 :
 ----- X

----- X
In re :
CLEAN WATER OF NC, LLC : Chapter 11
Debtor. : Case No. 09-11569-CAG
Employer Tax I.D. No. 57-0443582 :
----- X

----- X
In re :
CLT DEVELOPMENT, LLC : Chapter 11
Debtor. : Case No. 09-11572-CAG
Employer Tax I.D. No. 56-1393851 :
----- X

----- X
In re :
CLUB CAPITAL, LLC : Chapter 11
Debtor. : Case No. 09-11575-CAG
Employer Tax I.D. No. 56-2107989 :
----- X

----- X
In re :
CLUB ENTERPRISES, LLC : Chapter 11
Debtor. : Case No. 09-11577-CAG
Employer Tax I.D. No. 56-1943831 :
----- X

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 In re :
 : Chapter 11
 CLUB VILLAS DEVELOPERS, LLC :
 : Case No. 09-11585-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-2905087 :
 ----- X

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 In re :
 : Chapter 11
 COLBERT LANE COMMERCIAL, LLC :
 : Case No. 09-11589-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 72-1552983 :
 ----- X

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 In re :
 : Chapter 11
 CRESCENT COMMUNITIES N.C., LLC :
 : Case No. 09-11591-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2030306 :
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----- X
 In re :
 : Chapter 11
 CRESCENT COMMUNITIES REALTY, LLC :
 : Case No. 09-11595-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-0532410 :
 ----- X

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 In re :
 : Chapter 11
 CRESCENT COMMUNITIES S.C., LLC :
 : Case No. 09-11598-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2030305 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT LAKEWAY, LLC :
 : Case No. 09-11604-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4613926 :
 ----- X

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 In re :
 : Chapter 11
 CRESCENT LAKEWAY MANAGEMENT, :
 LLC :
 : Case No. 09-11607-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4614072 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT LAND & TIMBER, LLC :
 : Case No. 09-11611-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-1799013 :
 ----- X

----- X
 In re :
 CRESCENT MULTIFAMILY :
 CONSTRUCTION, LLC : Chapter 11
 Debtor. : Case No. 09-11597-CAG
 Employer Tax I.D. No. 26-1242507 :
 ----- X

----- X
 In re :
 CRESCENT POTOMAC GREENS, LLC : Chapter 11
 Debtor. : Case No. 09-11600-CAG
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 CRESCENT POTOMAC PLAZA, LLC : Chapter 11
 Debtor. : Case No. 09-11602-CAG
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 CRESCENT POTOMAC PROPERTIES, LLC : Chapter 11
 Debtor. : Case No. 09-11603-CAG
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 :
 CRESCENT POTOMAC YARD : Chapter 11
 DEVELOPMENT, LLC :
 : Case No. 09-11606-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A X

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 In re :
 : Chapter 11
 CRESCENT POTOMAC YARD, LLC :
 : Case No. 09-11609-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT REALTY ADVISORS, LLC :
 : Case No. 09-11610-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT REALTY, LLC :
 : Case No. 09-11612-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-0034004 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT RIVER, LLC :
 : Case No. 09-11614-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2226365 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT ROUGH HOLLOW, LLC :
 : Case No. 09-11616-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4614882 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT SEMINOLE, LLC :
 : Case No. 09-11618-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2558302 :
 ----- X

----- X
 In re :
 : Chapter 11
 CRESCENT SOUTHEAST CLUB, LLC :
 : Case No. 09-11512-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2255725 :
 ----- X

----- X Chapter 11
 In re :
 : Case No. 09-11515-CAG

CRESCENT TWIN CREEKS, LLC :
 :
 Debtor. :
 :
 Employer Tax I.D. No. 56-2230190 :
 ----- X

----- X
 In re :
 :
 CRESCENT YACHT CLUB, LLC :
 :
 Debtor. :
 :
 Employer Tax I.D. No. 30-0100942 :
 ----- X

Chapter 11
Case No. 09-11620-CAG

----- X
 In re :
 :
 CRESCENT/ARIZONA, LLC :
 :
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

Chapter 11
Case No. 09-11524-CAG

----- X
 In re :
 :
 CRESCENT/FLORIDA, LLC :
 :
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

Chapter 11
Case No. 09-11528-CAG

----- X
 In re :
 CRESCENT/GEORGIA, LLC : Chapter 11
 Debtor. : Case No. 09-11531-CAG
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 CRESCENT/RGI CAPITAL, LLC : Chapter 11
 Debtor. : Case No. 09-11532-CAG
 Employer Tax I.D. No. 83-0356151 :
 ----- X

----- X
 In re :
 FALLS COVE DEVELOPMENT, LLC : Chapter 11
 Debtor. : Case No. 09-11535-CAG
 Employer Tax I.D. No. 20-8132241 :
 ----- X

----- X
 In re :
 FP REAL ESTATE ONE L.L.C. : Chapter 11
 Debtor. : Case No. 09-11539-CAG
 Employer Tax I.D. No. 86-0846646 :
 ----- X

----- X
 In re :
 : Chapter 11
 GRAND HAVEN DEVELOPERS, LLC :
 : Case No. 09-11541-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 59-3641286 :
 ----- X

----- X
 In re :
 : Chapter 11
 GRAND WOODS DEVELOPERS, LLC :
 : Case No. 09-11544-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4845005 :
 ----- X

----- X
 In re :
 : Chapter 11
 GREEN FIELDS INVESTMENTS LLC :
 : Case No. 09-11547-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 GULF SHORES WATERWAY :
 DEVELOPMENT, LLC :
 : Case No. 09-11550-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-5566844 :
 ----- X

----- X Chapter 11

In re	:	
	:	Case No. 09-11553-CAG
HAMMOCK BAY CRESCENT, LLC	:	
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. N/A	:	
-----	X	

-----	X	
In re	:	Chapter 11
	:	
HAMPTON LAKES, LLC	:	Case No. 09-11555-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 56-2153538	:	
-----	X	

-----	X	
In re	:	Chapter 11
	:	
HAMPTON RIDGE DEVELOPERS, LLC	:	Case No. 09-11558-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 59-3692235	:	
-----	X	

-----	X	
In re	:	Chapter 11
	:	
HAWK'S HAVEN DEVELOPERS, LLC	:	Case No. 09-11560-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 20-1091192	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
HAWK'S HAVEN GOLF COURSE	:	
COMMUNITY DEVELOPERS, LLC	:	Case No. 09-11562
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 20-1203562	X	

-----	X	
In re	:	
	:	Chapter 11
HAWK'S HAVEN JOINT DEVELOPMENT,	:	
LLC	:	Case No. 09-11624-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 20-2040337	X	

-----	X	
In re	:	
	:	Chapter 11
HAWK'S HAVEN SPONSOR, LLC	:	
	:	Case No. 09-11567-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 20-2040376	X	

-----	X	
In re	:	
	:	Chapter 11
HEADWATERS DEVELOPMENT LIMITED	:	
PARTNERSHIP	:	Case No. 09-11570-CAG
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 80-0059149	X	

----- X
 In re :
 : Chapter 11
 HIDDEN LAKE CRESCENT, LLC :
 : Case No. 09-11623-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3694587 :
 ----- X

----- X
 In re :
 : Chapter 11
 JOINT FACILITIES MANAGEMENT, LLC :
 : Case No. 09-11579-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4347638 :
 ----- X

----- X
 In re :
 : Chapter 11
 LAKE GEORGE DEVELOPERS, LLC :
 : Case No. 09-11581-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4844965 :
 ----- X

----- X
 In re :
 : Chapter 11
 LANDMAR GROUP, LLC :
 : Case No. 09-11584-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2153538 :
 ----- X

----- X
In re :
LANDMAR MANAGEMENT, LLC : Chapter 11
Debtor. : Case No. 09-11587-CAG
Employer Tax I.D. No. 56-2153540 :
----- X

----- X
In re :
LIGHTHOUSE HARBOR DEVELOPERS, LLC : Chapter 11
Debtor. : Case No. 09-11594-CAG
Employer Tax I.D. No. 20-5741128 :
----- X

----- X
In re :
MAY RIVER FOREST, LLC : Chapter 11
Debtor. : Case No. 09-11596-CAG
Employer Tax I.D. No. 57-1159262 :
----- X

----- X
In re :
MAY RIVER GOLF CLUB, LLC : Chapter 11
Debtor. : Case No. 09-11599-CAG
Employer Tax I.D. No. 04-3750952 :
----- X

----- X
 In re :
 : Chapter 11
 MCNINCH-HILL INVESTMENTS, L.L.C. :
 : Case No. 09-11601-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2183378 :
 ----- X

----- X
 In re :
 : Chapter 11
 MILFORD ESTATES, LLC :
 : Case No. 09-11605-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 NEW RIVERSIDE, LLC :
 : Case No. 09-11625-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2071349 :
 ----- X

----- X
 In re :
 : Chapter 11
 NINE CORPORATE CENTRE HOLDING :
 COMPANY, LLC :
 : Case No. 09-11608-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 NORTH BANK DEVELOPERS, LLC :
 : Case No. 09-11613-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2687731 :
 ----- X

----- X
 In re :
 : Chapter 11
 NORTH HAMPTON, LLC :
 : Case No. 09-11615-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2153544 :
 ----- X

----- X
 In re :
 : Chapter 11
 NORTH RIVER, LLC :
 : Case No. 09-11617-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3017701 :
 ----- X

----- X
 In re :
 : Chapter 11
 OLD WILDLIFE CLUB, LLC :
 : Case No. 09-11619-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4402072 :
 ----- X

----- X
In re :
 : Chapter 11
OLDFIELD, LLC :
 : Case No. 09-11621-CAG
Debtor. :
 :
Employer Tax I.D. No. 56-2211481 :
----- X

----- X
In re :
 : Chapter 11
OSPREY DEVELOPMENT, LLC :
 : Case No. 09-11622-CAG
Debtor. :
 :
Employer Tax I.D. No. 59-3759515 :
----- X

----- X
In re :
 : Chapter 11
PALMETTO BLUFF CLUB, LLC :
 : Case No. 09-11509-CAG
Debtor. :
 :
Employer Tax I.D. No. 20-1154599 :
----- X

----- X
In re :
 : Chapter 11
PALMETTO BLUFF DEVELOPMENT, LLC :
 : Case No. 09-11511-CAG
Debtor. :
 :
Employer Tax I.D. No. 56-2211383 :
----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF INVESTMENTS, LLC :
 : Case No. 09-11514-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF LODGE, LLC :
 : Case No. 09-11517-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 13-4250969 :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF REAL ESTATE :
 COMPANY, LLC :
 : Case No. 09-11518-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 22-3864124 :
 ----- X

----- X
 In re :
 : Chapter 11
 PALMETTO BLUFF UPLANDS, LLC :
 : Case No. 09-11519-CAG
 Debtor. :
 :
 Employer Tax I.D. No. N/A :
 ----- X

----- X
 In re :
 : Chapter 11
 PANAMA CITY DEVELOPMENT, LLC :
 : Case No. 09-11521-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2572207 :
 ----- X

----- X
 In re :
 : Chapter 11
 PARK/MARSH, LLC :
 : Case No. 09-11574-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 26-2813331 :
 ----- X

----- X
 In re :
 : Chapter 11
 PARKSIDE DEVELOPMENT, LLC :
 : Case No. 09-11522-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2854819 :
 ----- X

----- X
 In re :
 : Chapter 11
 PIEDMONT ROW DEVELOPMENT, LLC :
 : Case No. 09-11523-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2960566 :
 ----- X

----- X
In re :
PORTLAND GROUP, LLC : Chapter 11
Debtor. : Case No. 09-11525-CAG
Employer Tax I.D. No. 02-1251461 :
----- X

----- X
In re :
RIM GOLF INVESTORS, L.L.C. : Chapter 11
Debtor. : Case No. 09-11527-CAG
Employer Tax I.D. No. 86-0894027 :
----- X

----- X
In re :
RIVER PARADISE, LLC : Chapter 11
Debtor. : Case No. 09-11530-CAG
Employer Tax I.D. No. 20-2890831 :
----- X

----- X
In re :
ROBERTS ROAD, LLC : Chapter 11
Debtor. : Case No. 09-11533-CAG
Employer Tax I.D. No. 20-2568601 :
----- X

----- X
 In re :
 : Chapter 11
 SAILVIEW PROPERTIES, LLC :
 : Case No. 09-11536-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2053836 :
 ----- X

----- X
 In re :
 : Chapter 11
 SEDDON PLACE DEVELOPMENT, LLC :
 : Case No. 09-11538-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4771566 :
 ----- X

----- X
 In re :
 : Chapter 11
 SPRINGFIELD CRESCENT, LLC :
 : Case No. 09-11540-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2966970 :
 ----- X

----- X
 In re :
 : Chapter 11
 STONEWATER BAY PROPERTIES, LLC :
 : Case No. 09-11543-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2183379 :
 ----- X

----- X
 In re :
 :
 STRATFORD ON HOWARD : Chapter 11
 DEVELOPMENT, LLC :
 : Case No. 09-11545-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-4147491 X

----- X
 In re :
 : Chapter 11
 SUGARLOAF COUNTRY CLUB, LLC :
 : Case No. 09-11546-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2221688 :
 ----- X

----- X
 In re :
 : Chapter 11
 SUGARLOAF PROPERTIES, LLC :
 : Case No. 09-11548-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2202808 :
 ----- X

----- X
 In re :
 : Chapter 11
 SUGARLOAF REALTY, LLC :
 : Case No. 09-11551-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 58-2208817 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE FARMS, LLC :
 : Case No. 09-11554-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-0354921 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE OLDFIELD REALTY COMPANY, LLC :
 : Case No. 09-11557-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 56-2211481 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE PARKS AT MEADOWVIEW, LLC :
 : Case No. 09-11559-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-3855366 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE PARKS OF BERKELEY, LLC :
 : Case No. 09-11561-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 20-2641670 :
 ----- X

----- X
In re :
THE POINT ON NORMAN, LLC : Chapter 11
Debtor. : Case No. 09-11564-CAG
Employer Tax I.D. No. 56-2053958 :
----- X

----- X
In re :
THE RANCH AT THE RIM, LLC : Chapter 11
Debtor. : Case No. 09-11565-CAG
Employer Tax I.D. No. 26-2813378 :
----- X

----- X
In re :
THE RESERVE, LLC : Chapter 11
Debtor. : Case No. 09-11568-CAG
Employer Tax I.D. No. 20-0742753 :
----- X

----- X
In re :
THE RETREAT ON HAW RIVER, LLC : Chapter 11
Debtor. : Case No. 09-11571-CAG
Employer Tax I.D. No. 26-0674124 :
----- X

----- X
 In re :
 : Chapter 11
 THE RIVER CLUB REALTY, LLC :
 : Case No. 09-11573-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-0595750 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE RIVER COUNTRY CLUB, LLC :
 : Case No. 09-11576-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 02-0595742 :
 ----- X

----- X
 In re :
 : Chapter 11
 THE SANCTUARY AT LAKE WYLIE, LLC :
 : Case No. 09-11578-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 57-0443582 :
 ----- X

----- X
 In re :
 : Chapter 11
 TROUT CREEK DEVELOPERS, LLC :
 : Case No. 09-11580-CAG
 Debtor. :
 :
 Employer Tax I.D. No. 82-0560536 :
 ----- X

-----	X	
In re	:	
	:	Chapter 11
TUSSAHAW DEVELOPMENT, LLC	:	
	:	Case No. 09-11582-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 20-3330184	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
TWIN CREEKS HOLDINGS, LTD.	:	
	:	Case No. 09-11583-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 74-2967903	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
TWIN CREEKS MANAGEMENT, LLC	:	
	:	Case No. 09-11586-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 56-2230188	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
TWIN CREEKS OPERATING, CO., L.P.	:	
	:	Case No. 09-11588-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 20-1262789	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
TWIN CREEKS PROPERTY, LTD.	:	
	:	Case No. 09-11590-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 04-3592531	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
TWO LAKE PONY FARM, LLC	:	
	:	Case No. 09-11592-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 56-2144680	:	
-----	X	

-----	X	
In re	:	
	:	Chapter 11
WINDING RIVER, LLC	:	
	:	Case No. 09-11593-CAG
Debtor.	:	
	:	
Employer Tax I.D. No. 20-2040280	:	
-----	X	

**ORDER PURSUANT TO RULE 1015(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion (the “Motion”) of Crescent Resources, LLC, *et. al*, as debtors and debtors in possession (collectively, the “Debtors”), for an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, as more fully described in the Motion; and upon consideration of the Declaration of Kevin H. Lambert in

Support of the Debtors' Chapter 11 Petitions and First Day Motions; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding in the Bankruptcy Court pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1409 and 1409; and due and proper notice of the Motion having been provided to (i) the United States Trustee for the Western District of Texas, (ii) the Debtors' thirty largest unsecured creditors (on a consolidated basis), (iii) counsel to BOA,¹ as agent to the Debtors' Lenders, and (iv) counsel to the Debtors' postpetition lenders, and no other or further notice being necessary; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having considered the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all proceedings had before the Court and after due deliberation and sufficient cause appearing thereof, it is hereby

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court under Case No. 09-_____ (____); and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the above-captioned cases; and it is further

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED that the caption of the jointly administered cases should read as follows:

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

	X	
In re	:	Chapter 11
	:	
CRESCENT RESOURCES, LLC, et. al.,	:	Case No. __-____ ()
	:	
Debtors.	:	Jointly Administered
	:	
	:	
	:	
	X	

; and it is further

ORDERED that a docket entry shall be made in each of the above-captioned cases substantially as follows:

An order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of those entities listed on Exhibit A attached hereto. The docket in Case No. 09-____ (____) should be consulted for all matters affecting this case.

###