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STATE OF SOUTH CAROLINA) AMENDMENT TO DEVELOPMENT
) AGREEMENT AND CONCEPT PLAN
COUNTY OF BEAUFORT) BUCKWALTER TRACT

This Amendment To Development Agreement and Concept Plan is made and entered this 10th day of May, 2006, by and among the Town of Bluffton ("Town"), International Paper Realty Corporation as successor to S.P. Forests, L.L.C. ("Owner"), and Hampton Lake, LLC ("Hampton Lake"), its successors and assigns.

Whereas, the Town and the Owner did enter a certain Development Agreement, dated April 19, 2000, which Development Agreement, as amended, governs the use and development of a tract of land known as the Buckwalter Tract, containing approximately 5,680 acres of land, more particularly described in the Development Agreement and amendments thereto; and,

Whereas, concurrently with the entering of the Development Agreement, the Town of Bluffton annexed the Buckwalter Tract into the Town boundaries and granted Concept Plan zoning to the Buckwalter Tract, all as more particularly described in the Annexation Petition and the Concept Plan for Buckwalter Tract, adopted April 19, 2000; and,

Whereas, subsequent to the entering of the original Development Agreement and Concept Plan, as above referenced, the Town has approved five amendments to the Buckwalter Tract Development Agreement and Concept Plan to add additional property thereto, the first such amendment having added 11.721 acres formerly owned by Robertson, and the second such amendment having added 43.48 acres, and 55 units of residential density, being land formerly owned by Johnson, said previous amendments being recorded in Deed Book 1599 at Page 1149, and Deed Book 1709 at Page 440, respectively, in the Office of the Register of Deeds for Beaufort County, South Carolina; and, a third amendment having added approximately 173.62 acres, more or less, and 600 units of residential density and 90 acres of General Commercial, as recorded in Deed Book 2256 at Page 189 in the Office of the Register of Deed for Beaufort County South Carolina, and a fourth amendment adding property to Buckwalter, said property being generally known as Phase III of Rose Dhu Plantation, said amendment being recorded in Deed Book 2256 at Page 204 in said Official Records, and, fifth, an Amendment adding 58.85 acres of land on behalf of GANCGM, LLC, said 58.85 acres being designated as additional Buckwalter Commons (General Commercial), said Amendment being recorded in Deed Book 2305 at Page 410 in the Office of The Register of Deeds for Beaufort County, South Carolina; and,

Whereas, Hampton Lake is the owner (or shall be the owner prior to the execution and recording hereof) of 2.687 acres of land (the "Additional Property")

which is adjacent to the Buckwalter Tract and which is being annexed into the Buckwalter Concept Plan and Development Agreement hereby; and,

Whereas, The Town, the Owner, and Hampton Lake desire that the Addition Property, being the above referenced 2.687 acres of land, be annexed into the adjacent Buckwalter Concept Plan and Development Agreement, together with the development rights as described herein, so that said Additional Property shall become fully integrated into the Buckwalter Development Agreement and Concept Plan as additional Sandhill Tract property; and,

Now, Therefore, for good and valuable consideration, the receipt and sufficiency whereof being hereby acknowledged, the Town, the Owner, and Hampton Lake do hereby agree as follows:

1. Recitals. The above recitals are hereby incorporated herein by reference.

2. Amendment of Development Agreement. That certain Development Agreement, dated April 19, 2000, and recorded in Official Records Book 1288 at Page 1 in the Office of the Register of Deeds for Beaufort County, South Carolina, as previously amended, (the "Development Agreement") is hereby further amended, so that the Additional Property described more fully in Exhibit A hereto is included in the Legal Description of the Buckwalter Tract, and Exhibit B to the Development Agreement is hereby so amended. The effect of this Amendment is to add the Additional Property described in Exhibit "A" hereto, as depicted on the plat attached as Exhibit "B" hereto, to the terms and coverage of the Development Agreement, as previously amended, as fully and completely as if said property had been originally included under Exhibit B to the Development Agreement, including subsequent Amendments thereto, and further, to approve the Amended Concept Plan attached hereto as Exhibit "C", under the terms set forth below.

3. Land Use Designation / Density. The Additional Property is hereby added to the Buckwalter Concept Plan and designated as 2.687 acres of additional Sandhill Tract as depicted on the Amended Concept Master Plan attached hereto as Exhibit "C". Development within the Additional Property shall be governed by the Zoning Regulations (as defined in the Buckwalter Development Agreement), and by the Amended Concept Plan, attached hereto as Exhibit "C". Specifically, the land uses and development standards applicable to Sandhill Tract shall control development within the Additional Property, as set forth in the original Concept Plan and Development Agreement, and as

previously amended, provided that no additional residential density allocation shall be added to the residential density cap for Sandhill Tract, so that any residential density which may be located on the Additional Property shall be density previously included and recognized by the Town for the Sandhill Tract of Buckwalter.

4. Consistency With Comprehensive Plan. The Town of Bluffton confirms that the matters contained herein are consistent with the Comprehensive Plan of the Town, and consistent with long-range traffic planning for the Town, wetland protection and other planning goals.

5. Miscellaneous. Except as expressly modified hereby, and as previously modified of record, the Development Agreement and Concept Plan for the Buckwalter Tract shall continue in full force and effect. By its signature below, Owner consents to this Amendment to the Development Agreement and to the amendment of the Concept Plan to include the Exhibit "A" property, as designated in Exhibit "C" hereto.

In Witness Whereof, the parties hereby set their hands and seals, effective the date first above written.

In Witness Whereof, the parties hereby set their hands and seals, effective the date first above written.

TOWN OF BLUFFTON by assignment from INTERNATIONAL PAPER REALTY CORPORATION, AS SUCCESSOR TO SP FORESTS, L.L.C.

WITNESSES:

Andrew
Man Michael Hanbury

Wendy P. Kelly

Wendy Kelly, Assistant Town Manager

Sandra Lunceford

Sandra Lunceford, Town Clerk

STATE OF SOUTH CAROLINA)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

I, Clasper, Notary Public for South Carolina do hereby certify that Wendy Kelly as Assistant Town Manager and Sandra Lunceford as Town Clerk of the Town of Bluffton by assignment from International Paper Realty Corporation, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this the 30th day of December, 2008.

Clasper
Notary Public for South Carolina
My Commission Expires: January 28, 2018

WITNESSES:

TOWN OF BLUFFTON, SOUTH
CAROLINA

Andy M
Mary-Michael Hambury

Wendy P. Kelly
Wendy Kelly, Assistant Town Manager

Sandra Lunceford
Sandra Lunceford, Town Clerk

STATE OF SOUTH CAROLINA)
)
COUNTY OF BEAUFORT)

ACKNOWLEDGMENT

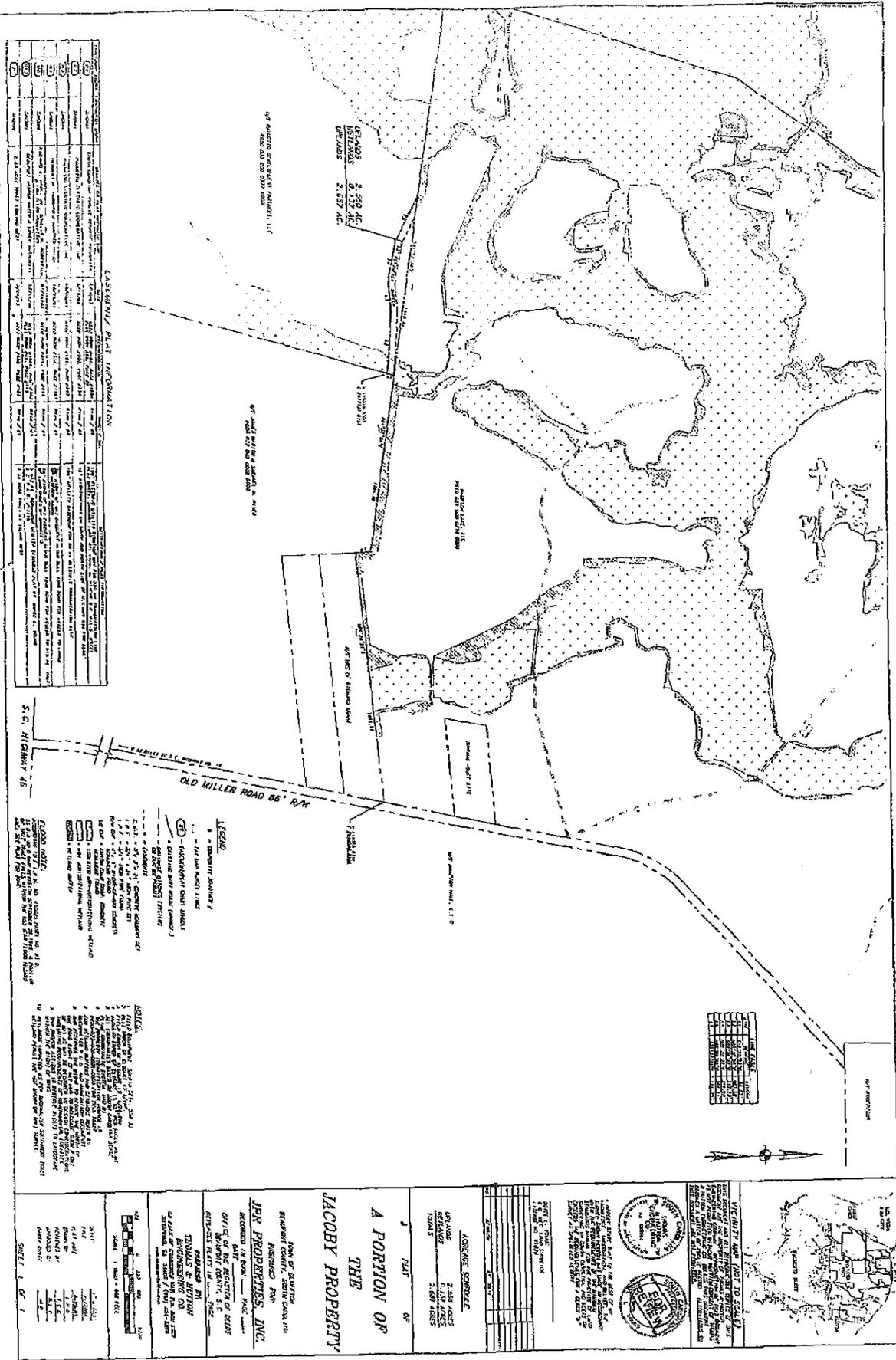
I, Clasper, Notary Public for South Carolina do hereby certify that Wendy Kelly as Assistant Town Manager and Sandra Lunceford as Town Clerk of the Town of Bluffton, personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and seal this the 30th day of December, 2008.

Clasper
Notary Public for South Carolina
My Commission Expires: January 28, 2018

EXHIBIT A

PROPERTY DESCRIPTION - ADDITIONAL PROPERTY



CASPERVILLE PLANT INFORMATION

NO.	DESCRIPTION	DATE	BY	REVISIONS
1	AS SHOWN	11/15/11	JAC	
2	REVISED TO SHOW PLANTING	11/15/11	JAC	
3	REVISED TO SHOW PLANTING	11/15/11	JAC	
4	REVISED TO SHOW PLANTING	11/15/11	JAC	
5	REVISED TO SHOW PLANTING	11/15/11	JAC	
6	REVISED TO SHOW PLANTING	11/15/11	JAC	
7	REVISED TO SHOW PLANTING	11/15/11	JAC	
8	REVISED TO SHOW PLANTING	11/15/11	JAC	
9	REVISED TO SHOW PLANTING	11/15/11	JAC	
10	REVISED TO SHOW PLANTING	11/15/11	JAC	

LEGEND

- 1 - EXISTING LOT LINES
- 2 - EXISTING LOT CORNERS
- 3 - EXISTING LOT CORNER MARKERS
- 4 - EXISTING LOT CORNER MARKERS
- 5 - EXISTING LOT CORNER MARKERS
- 6 - EXISTING LOT CORNER MARKERS
- 7 - EXISTING LOT CORNER MARKERS
- 8 - EXISTING LOT CORNER MARKERS
- 9 - EXISTING LOT CORNER MARKERS
- 10 - EXISTING LOT CORNER MARKERS

NOTES

1. THIS SURVEY WAS MADE IN ACCORDANCE WITH THE RULES AND REGULATIONS OF THE BOARD OF SURVEYORS AND LAND RECORDS OF THE STATE OF MISSISSIPPI.
2. THE SURVEY WAS MADE BY THE METHOD OF TRIANGULATION.
3. THE SURVEY WAS MADE BY THE METHOD OF TRIANGULATION.
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ASSOCIATE ENGINEER
 JACOB PROPERTY
 ENGINEERING CO.
 1111 N. GULF BLVD.
 SUITE 100
 JACKSON, MISSISSIPPI 39201
 PHONE: 601-955-1111
 FAX: 601-955-1112
 WWW: WWW.JACOBENGINEERING.COM

OWNER
 JACOB PROPERTY
 ENGINEERING CO.
 1111 N. GULF BLVD.
 SUITE 100
 JACKSON, MISSISSIPPI 39201
 PHONE: 601-955-1111
 FAX: 601-955-1112
 WWW: WWW.JACOBENGINEERING.COM

PROJECT INFORMATION

PROJECT NO. 1111
 SHEET 1 OF 1

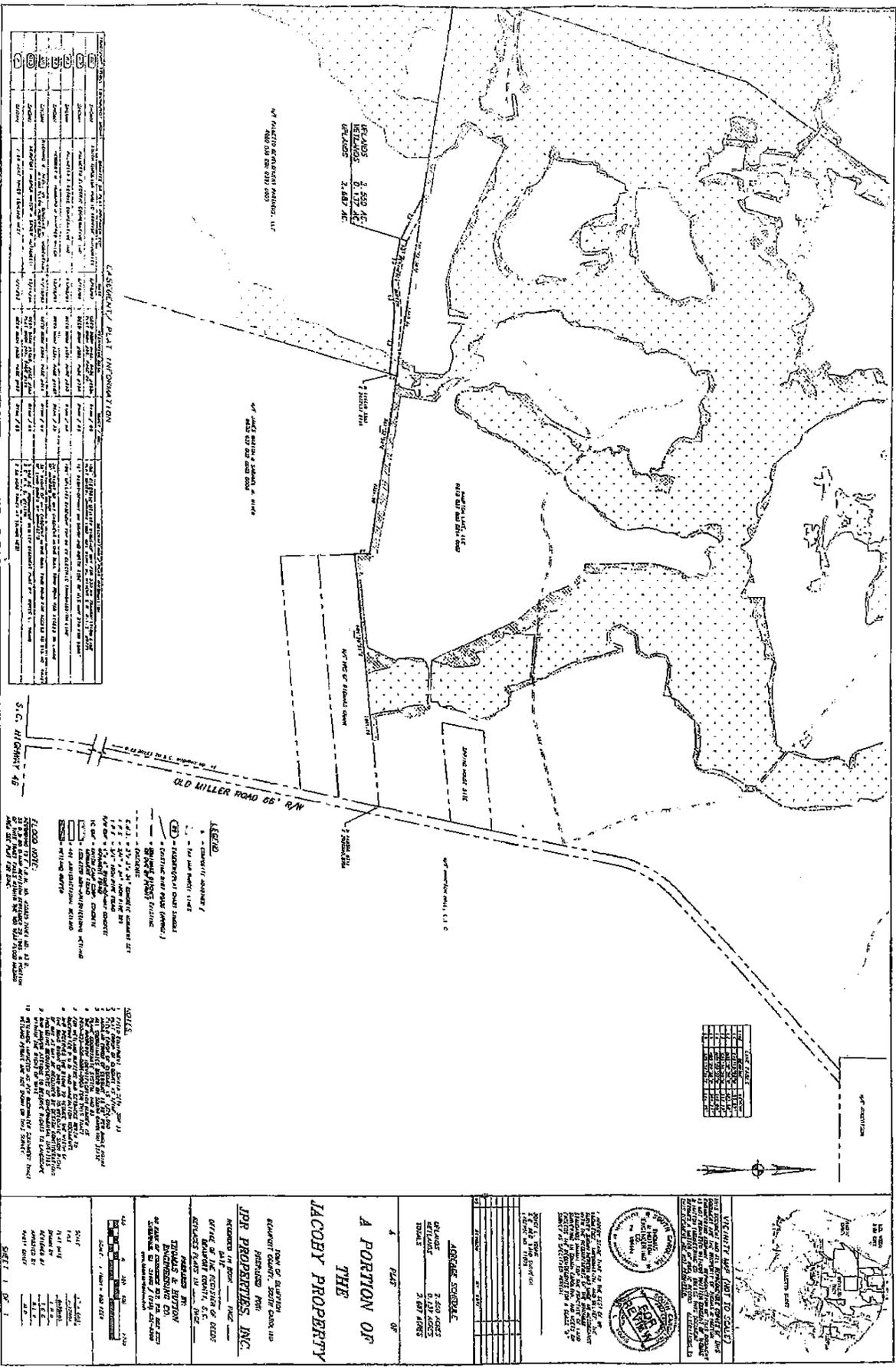
DATE
 11/15/11

SCALE
 1" = 100'

INDEX MAP

EXHIBIT B

PLAT OF ADDITIONAL PROPERTY



LEGEND

1 - Contour Interval 1'

2 - 1/2" = 100' Scale

3 - 1/4" = 100' Scale

4 - 1/8" = 100' Scale

5 - 1/16" = 100' Scale

6 - 1/32" = 100' Scale

7 - 1/64" = 100' Scale

8 - 1/128" = 100' Scale

9 - 1/256" = 100' Scale

10 - 1/512" = 100' Scale

11 - 1/1024" = 100' Scale

12 - 1/2048" = 100' Scale

13 - 1/4096" = 100' Scale

14 - 1/8192" = 100' Scale

15 - 1/16384" = 100' Scale

16 - 1/32768" = 100' Scale

17 - 1/65536" = 100' Scale

18 - 1/131072" = 100' Scale

19 - 1/262144" = 100' Scale

20 - 1/524288" = 100' Scale

21 - 1/1048576" = 100' Scale

22 - 1/2097152" = 100' Scale

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217 - 1/10531229177462709868999186128053657857123401779543780358144" = 100' Scale

218 - 1/21062458354925419737998372256107315714246803559087560716288" = 100' Scale

219 - 1/42124916709850839475996744512214623428493607118175121432576" = 100' Scale

220 - 1/84249833419701678951993489024429248456987214236350242865152" = 100' Scale

221 - 1/168499666839403357903986978048858497113974428472700485330304" = 100' Scale

222 - 1/336999333678806715807973956097716994227948856945400970660608" = 100' Scale

223 - 1/673998667357613431615947912195433988455897713890801941321216" = 100' Scale

224 - 1/134799733471522686323189582439086796891179547778160382642432" = 100' Scale

225 - 1/269599466943045372646379164878173593782359095556320765284864" = 100' Scale

226 - 1/539198933886090745292758329756347187564718191112641532569728" = 100' Scale

227 - 1/107839786777218149058551659551269437512943638

EXHIBIT C

AMENDED CONCEPT PLAN

