

PICKENS COUNTY FILED FOR RECORD ON
 THE 1 DAY OF Oct 2001
 1055 IN RECORD # THIS 8 PART OF
 Oct 09 BOOK 423 PAGE 298

AFTER RECORDING, RETURN TO
 MCCREE & OXFORD
 805 NORTH MAIN STREET
 SUITE 2
 DAWSON, GA 30148

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BIG-C/CSG
 July 15, 2001

STATE OF GEORGIA)
)
 COUNTY OF PICKENS)

SUPPLEMENTAL AGREEMENT

M.S. BARR
 SEPTEMBER

THIS SUPPLEMENTAL AGREEMENT is entered into effective the 15th day of July, 2001, by and between BIG CANOE COMPANY, LLC, a South Carolina limited liability company (hereinafter referred to as "BCC"), and WATERFORD MOUNTAIN PROPERTIES, LP, a Georgia limited partnership (hereinafter referred to as "WMP").

WHEREAS, the aforementioned parties entered into an Annexation Agreement dated effective May 2, 2001, which Annexation Agreement is recorded in the Clerk's Office for Pickens County in Deed Book 389, Page 423-441 (the "Annexation Agreement"); and

WHEREAS, a portion of the property owned by WMP will now be annexed via a Supplemental Declaration of Covenants; and

WHEREAS, the parties hereto desire to establish of record their agreement as to certain of the annexation provisions.

NOW, THEREFORE, the premises considered, the parties confirm their agreement relating to compensation as follows:

1. WMP will pay BCC the sum of \$160,000.00 (the "Fee") for the right to annex the Waterford Property into Big Canoe pursuant to the Annexation Agreement. WMP may elect to pay the Fee over a ten (10) year period in equal annual installments of \$16,000.00 per year, bearing no interest, to be paid on or before September 1st of each year, the first installment being due September 1st, 2001. In the event that any of the Waterford Property described on Exhibit "A" to the Annexation Agreement is sold in bulk (which means sold as acreage and not as subdivided lots) to a third party, the balance of the Fee shall be due and payable prior to sale of such property.
2. The purpose of this Supplemental Agreement is to place of record and to give public notice of this obligation. Any unpaid balance of the Fee shall be considered a first priority lien upon any non-subdivided portion of the Waterford Property. Failure to pay any installment of the Fee within fifteen (15) days after notice of non-payment from BCC shall, at BCC's option, terminate the agreement of BCC for annexation as to any of the portion of the Waterford Property not already annexed.
3. For the convenience of the public records, attached hereto as Exhibit "A" is the legal description of the Waterford Property subject to the Annexation Agreement referenced above.
4. All other terms and conditions of the Annexation Agreement are ratified and confirmed by both parties.



BIG:CSG
July 15, 2001

MCS
Bar

IN WITNESS WHEREOF, the parties have hereunto set their Hands and Seals this 19th
day of July, 2001.
~~SEPTEMBER 14~~

Signed, sealed and delivered
in the presence of:

Barbara J. Buchanan
Witness

BIG CANOE COMPANY, LLC, a South
Carolina limited liability company
By: The Byrne Corporation of Georgia, Member

By: [Signature]
Its: EXECUTIVE VICE PRES.

Christy P. Eubank

Notary Public
[Notarial Seal]
EXPIRES May 21, 2003
Commission Expiration Date
MAY 21, 2003
PUBLIC
PICKENS COUNTY
GEORGIA

Signed, sealed and delivered
in the presence of:

Barbara J. Buchanan
Witness

WATERFORD MOUNTAIN PROPERTIES, LP
a Georgia Limited Partnership

By: Billie Ann Rice
By: [Signature]

Christy P. Eubank

Notary Public
[Notarial Seal]
EXPIRES May 21, 2003
Commission Expiration Date
MAY 21, 2003
PUBLIC
PICKENS COUNTY
GEORGIA
14031-006-01

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May 2, 2001

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~~EXHIBIT ATTACHMENT "A"~~
Waterford Property

METES AND BOUNDS DESCRIPTION
WATERFORD SUDDIVISION LANDS

ALL THAT TRACT or parcel of land lying and being in Land Lots 17, 18, 20, 21, 22, 56 and 57 of the 4th District, 2nd Section, Pickens County, Georgia as shown on a compiled plat for Waterford Development prepared by Gallagher and Associates, R.L.S. dated April 9, 2001 and being more particularly described as follows:

BEGINNING AT A POINT which is the common corner of Land Lots 21, 22, 55 and 56 of the 4th District, 2nd Section, Pickens County, Georgia; thence West and along the South line of Land Lot 22 South 88 degrees 09 minutes 27 seconds West 241.81 feet to a point; thence North 88 degrees 48 minutes 24 seconds West 213.47 feet to a 3 inch iron pipe found which is the Southeast corner of lot number 2991 of the Wedgewood Neighborhood in the Big Canoe Subdivision; thence along the East line of said Lot number 2991 North 00 degrees 18 minutes 24 seconds East 592.97 feet to a point which is the Northeast corner of said Lot number 2991; thence North 00 degrees 25 minutes 39 seconds East 152.21 feet to a point; South 89 degrees 39 minutes 32 seconds West 44.19 feet to a point located on the East right-of-way line of Wedgewood Drive (a 50 foot right-of-way); thence continuing along the East right-of-way line of Wedgewood Drive North 34 degrees 35 minutes 17 seconds West 233.60 feet to a point of curvature of a curve to the right (which curve is subtended by a chord bearing North 29 degrees 39 minutes 28 seconds West for a distance of 51.19 feet to the point of tangency); thence North 24 degrees 43 minutes 38 seconds West 148.50 feet to a point of curvature of a curve to the left (which curve is subtended by a chord bearing North 42 degrees 03 minutes 05 seconds West for a distance of 72.17 feet to the point of tangency); thence North 59 degrees 22 minutes 43 seconds West 140.34 feet to a point of curvature of a curve to the right (which curve is subtended by a chord bearing North 31 degrees 03 minutes 34 seconds West for a distance of 29.04 feet to the point of tangency); thence North 02 degrees 35 minutes 12 seconds West 113.92 feet to a point of curvature of a curve to the left (which curve is subtended by a chord bearing North 10 degrees 44 minutes 45 seconds West for a distance of 66.36 feet to a point of compound curvature); thence along a curve to the left (which curve is subtended by a chord bearing North 25 degrees 57 minutes 49 seconds West for a distance of 57.46 feet to the point of tangency); thence North 33 degrees 01 minutes 42 seconds West 116.87 feet to a point of curvature of a curve to the right (which curve is subtended by a chord bearing North 12 degrees 02 minutes 16 seconds East for a distance of 14.04 feet to the point of tangency); thence North 57 degrees 03 minutes 18 seconds East 138.30 feet to a point of curvature of a curve to the left (which curve is subtended by a chord bearing North 41 degrees 08 minutes 09 seconds East for a distance of 84.53 feet to a point of compound curvature); thence along a curve to the left (which curve is subtended by a chord bearing North 18 degrees 16 minutes 25 seconds East for a distance of 48.60 feet to a point which is the Southwest corner of Lot number 2470 of the Wedgewood Neighborhood Phase II in the

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Big Canoe Subdivision; thence leaving the East right-of-way line of Wedgewood Drive and running East along the South line of said Lot number 2470 South 86 degrees 42 minutes 30 seconds East 358.74 feet to a point which is the Southeast corner of said Lot number 2470; thence North along the East line of said Lot number 2470 North 00 degrees 15 minutes 16 seconds West 84.46 feet to a point; thence continuing along the East line of said Lot number 2470 North 00 degrees 15 minutes 27 seconds West 175.79 feet to an iron pin found which is the Northeast corner of said Lot number 2470 and the Southeast corner of lands of the Big Canoe Property Owners Association (P.O.A.) Golf Course; thence continuing along the East line of said Big Canoe P.O.A. Golf Course North 00 degrees 15 minutes 27 seconds West 664.71 feet to a 2 inch iron pipe found; thence North 00 degrees 16 minutes 48 seconds West 479.59 feet to a point; thence South 39 degrees 40 minutes 00 seconds East 82.13 feet to a point located on the South right-of-way line of Wilderness Parkway Extension (a right-of-way of varying widths); thence continuing along the South right-of-way line of Wilderness Parkway Extension North 63 degrees 17 minutes 00 seconds East 253.30 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 37.53 feet) 32.79 feet to the point of tangency; thence South 66 degrees 39 minutes 25 seconds East 230.00 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 14.17 feet) 7.03 feet to the point of tangency; thence South 38 degrees 13 minutes 22 seconds East 30.00 feet to a point of curvature; thence along the arc of a curve to the left (which arc has a radius of 320.96 feet) 260.05 feet to the point of tangency; thence South 84 degrees 38 minutes 42 seconds East 60.00 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 36.03 feet) 25.00 feet to the point of tangency; thence South 44 degrees 52 minutes 55 seconds East 150.00 feet to a point of curvature; thence along the arc of a curve to the left (which arc has a radius of 318.96 feet) 363.11 feet to the point of tangency; thence North 69 degrees 53 minutes 32 seconds East 70.00 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 1,467.59 feet) 242.41 feet to the point of compound curvature; thence along the arc of a curve to the right (which arc has a radius of 1,221.28 feet) 225.53 feet to the point of tangency; thence North 89 degrees 55 minutes 22 seconds East 30.00 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 5,076.32 feet) 142.42 feet to a point of reverse curvature; thence along the arc of a curve to the left (which arc has a radius 504.47 feet) 305.84 feet to the point of tangency; thence North 56 degrees 47 minutes 40 seconds East 253.00 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 1,367.86 feet) 171.07 feet to the point of tangency; thence North 63 degrees 57 minutes 37 seconds East 80.00 feet to a point which is the Northwest corner of other lands of the Big Canoe P.O.A.; thence leaving the right-of-way line of Wilderness Parkway Extension and running Southeast along the West line of other lands of the Big Canoe P.O.A. South 26 degrees 07 minutes 01 seconds 360.00 feet to a point; thence South 15 degrees 13 minutes 47 seconds East 414.74 feet to a point on the North line of lands now or formerly of Lupi; thence West along the North line of the lands of Lupi South 89 degrees 35 minutes 03 seconds West 375.80 feet to a point which is the Northwest corner of the lands of Lupi; thence Southeast along the West line of the lands of Lupi South 55 degrees 15 minutes 00 East

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203.95 feet to a point; thence South 63 degrees 52 minutes 00 seconds East 176.60 feet to a point; thence South 48 degrees 45 minutes 00 seconds East 34.98 feet to a point; thence South 51 degrees 42 minutes 00 seconds East 81.09 feet to a point which is the Southwest corner of the lands of Lupi; thence East along the South line of lands of Lupi North 89 degrees 58 minutes 00 seconds East 436.08 feet to a point located on the West right-of-way line of Steve Tate Highway (a 100.00 foot right-of-way); thence continuing along the West right-of-way line of Steve Tate Highway South 06 degrees 03 minutes 14 seconds West 1,991.65 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 937.28 feet) 739.55 feet to the point of tangency; thence South 49 degrees 55 minutes 26 seconds West 2,027.83 feet to a point of curvature; thence along the arc of a curve to the right (which arc has a radius of 1,095.93 feet) 537.00 feet to the point of tangency; thence South 77 degrees 59 minutes 54 seconds West 409.30 feet to a point on the East line of lands now or formally of Turner (which line is also the West Land Lot line of Land Lot 56); thence leaving the West right-of-way line of Steve Tate Highway and running North 00 degrees 48 minutes 24 seconds East along the West line of Land Lot 56 (Turner East line) 1,988.69 feet to the common corner of Land Lots 21, 22, 55 and 56 of the 4th District, 2nd Section, Pickens County, Georgia which point is the POINT OF BEGINNING.

Said plat encompasses 302.0 acres (more or less) and was filed for record April 11, 2001 and was recorded April 11, 2001 in Plat Book JJ, Page 233, Pickens County, Georgia Records.