

\$85,666,000
THE FARMS OF NEW KENT COMMUNITY DEVELOPMENT AUTHORITY
(VIRGINIA)

\$35,105,000 SPECIAL ASSESSMENT BONDS, SERIES 2006A
\$35,105,000 SPECIAL ASSESSMENT BONDS, SERIES 2006B
\$15,456,000 SPECIAL ASSESSMENT BONDS, SERIES 2006C

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Attn: Keenan Rice
MuniCap
8340 Governor Ridgley Lane
Ellicott City, MD 21043

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement") by and between the undersigned New Kent Partners, LLC, NKP LB4, LLC, NKP LB5, LLC and their member entities and affiliates (collectively "New Kent Partners Developer") and MuniCap, Inc. (the "Administrator") dated as of September 19, 2006, the Developers hereby provides the following information as of September 30, 2007. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated as of September 8, 2006. To the best of the knowledge of the undersigned:

- 1) Status of public improvements financed with bonds and non-bonds for development:

Public Improvement	Original Budget	Budget Change	Revised Budget	Spent to Date	Percent Complete
CDA Funded Portion					
Utilities:					
Total Major Water Infrastructure	\$4,003,500	(\$118,641)	\$3,884,860	\$2,578,826	66.38%
Total Major Sewer Infrastructure	\$1,808,750	\$5,571,820	\$7,380,570	\$3,572,044	48.40%
Roads:			\$0		
Route 106 & 249 Improvements	\$6,000,000	\$1,366,721	\$7,366,721	\$4,833,643	65.61%
I-64 Roundabouts	\$1,500,000	-	\$1,500,000	\$664,276	44.29%
Land Bay I Utilities:					

Wastewater Infrastructure	\$435,000	(\$435,000)	\$0	\$0	0.00%
Land Bay III Utilities:					
Wastewater Infrastructure	\$440,250	(\$440,250)	\$0	\$0	0.00%
Land Bay IV Utilities:					
Wastewater Infrastructure	\$2,106,500	(\$2,106,500)	\$0	\$0	0.00%
Land Bay V Utilities:					
Water Infrastructure	\$808,000	(\$808,000)	\$0	\$0	0.00%
Wastewater Infrastructure	\$3,137,150	(\$3,137,150)	\$0	\$0	0.00%
Sub-total of CDA Construction Costs	\$20,239,150	(\$107,000)	\$20,132,150	\$11,648,789	57.86%
CDA Other Costs:					
Legal & Administrative	\$1,416,740	\$	\$1,416,740	\$770,219	54.37%
Engineering	\$2,023,915	\$17,693	\$2,041,608	\$2,041,608	100.00%
Construction Management	\$1,457,000	(\$440,000)	\$1,017,000	\$418,499	41.15%
Construction Management Office	\$100,000	\$90,503	\$190,503	\$190,503	100.00%
County Inspection/Fees	\$1,416,741	(\$652,392)	\$764,349	\$503,255	65.84%
Environmental	\$20,000	\$	\$20,000	\$0	0.00%
Permitting	\$50,000	\$25,000	\$75,000	\$72,560	96.75%
Sub-total of CDA Other Costs	\$6,484,396	(\$959,196)	\$5,525,200	\$3,996,644	72.33%
Contingency Parham	\$503,218	(\$336,552)	\$166,666		0.00%
Landing related Improvements	\$39,222,855	\$	\$39,222,855	\$39,340,484	100.30%

CDA Grand Total	\$66,449,619	(\$1,295,748)	\$65,153,871	\$54,985,917	84.39%
Developer Funded Portion					
Land Bay I Utilities:					
Water Infrastructure	\$1,911,670		\$1,911,670	\$197,065	10.31%
Wastewater Infrastructure	\$3,160,500		\$3,160,500	\$	0.00%
Subdivision	\$0		\$0	\$0	0.00%
Land Bay I Roads:					
Subdivision	\$14,903,210		\$14,903,210	\$703,424	4.72%
Stormwater	\$315,000		\$315,000	\$76,667	24.34%
Land Bay III Utilities:					
Water Infrastructure	\$169,300		\$169,300	\$	0.00%
Wastewater Infrastructure	\$247,700		\$247,700	\$	0.00%
Land Bay III Roads:					0.00%
Subdivision	\$846,000		\$846,000	\$	0.00%
Stormwater	\$45,000		\$45,000	\$	0.00%
Land Bay IV Utilities:					0.00%
Water Infrastructure	\$1,560,100		\$1,560,100	\$	0.00%
Wastewater Infrastructure	\$2,351,000		\$2,351,000	\$88,029	3.74%
Land Bay IV Roads:					
Subdivision	\$7,776,500		\$7,776,500	\$	
Stormwater	\$210,000		\$210,000	\$11,119	5.29%
Land Bay V Utilities:				\$	
Water Infrastructure	\$3,277,720		\$3,277,720	\$571,308	17.43%
Wastewater Infrastructure	\$3,361,900		\$3,361,900	\$1,250,652	37.20%
Land Bay V Roads:					
Subdivision	\$10,934,660		\$10,934,660	\$390,098	3.57%
Stormwater	\$350,000		\$350,000	\$180,753	51.64%

Subtotal of Developer Construction Costs	\$51,420,260	\$0	\$51,420,260	\$3,469,115	6.75%
Developer Other Costs:					
Legal & Administrative	\$3,599,419		\$3,599,419	\$778,523	21.63%
Engineering	\$5,142,026		\$5,142,026	\$1,358,070	26.41%
Construction Management	\$743,000		\$743,000	\$37,307	
County Inspection/Fees	\$597,792		\$597,792	\$244,182	40.85%
Environmental	\$380,000		\$380,000	\$	0.00%
Permitting	\$50,000		\$50,000	\$47,537	95.07%
Sub-total of Developer Other Costs	\$10,512,237		\$10,512,237	\$2,465,620	23.45%
Contingency	\$12,795,188		\$12,795,188		0.00%
Developer Grand Total	\$74,727,685		\$74,727,685	\$5,934,735	7.94%
Combined CDA & Developer Grand Total	\$141,177,304	(\$1,295,748)	\$139,881,556	\$60,920,652	43.15%

*** \$1,295,748 is a temporary reduction and will be revised with subsequent budget revisions.

2) Sales and marketing status:

a. Residential builder contracts:

Land Bay	Builder	Number of Finished Lots Sold to Builders	Number of Finished Lots Closed With Builders	Prepayment Confirmation
IV	KHovnanian: NVR, Inc	106	0	Yes
V	KHovnanian	1450	0	Yes
Total:				

b. Residential property development and absorption:

Land Bay I:

Reporting Period	Finished Lots Sold to Builders	Finished Lots Closed With Builders	Building Permits Issued	Homes Sold to Homebuyers	Homes Closed With Homebuyers	Average Sales Price
As of Sept. 30, 2007	0	0	0	0	0	0
Cumulative Total:	0	0	0	0	0	0

Land Bay II:

Reporting Period	Finished Lots Sold to Builders	Finished Lots Closed With Builders	Building Permits Issued	Homes Sold to Homebuyers	Homes Closed With Homebuyers	Average Sales Price
As of Sept 30, 2007	0	0	0	0	0	0
Cumulative Total:	0	0	0	0	0	0

Land Bay III:

Reporting Period	Finished Lots Sold to Builders	Finished Lots Closed With Builders	Building Permits Issued	Homes Sold to Homebuyers	Homes Closed With Homebuyers	Average Sales Price
As of Sept 30, 2007	0	0	0	0	0	0
Cumulative Total:	0	0	0	0	0	0

Land Bay IV:

Reporting Period	Finished Lots Sold to Builders	Finished Lots Closed With Builders	Building Permits Issued	Homes Sold to Homebuyers	Homes Closed With Homebuyers	Average Sales Price
As of Sept 30, 2007	106	0	0	0	0	0
Cumulative Total:	106	0	0	0	0	0

Land Bay V:

Reporting Period	Finished Lots Sold to Builders	Finished Lots Closed With Builders	Building Permits Issued	Homes Sold to Homebuyers	Homes Closed With Homebuyers	Average Sales Price
As of Sept 30, 2007	1450	0	0	0	0	0
Cumulative Total:	1450	0	0	0	0	0

- 3) Status of development financing:
a. Loan information:

Entity	Financing Obtained	Bank	Guarantor	Amount	Loan Funded	Repaid	Balance a/o Sept 30, 2007
New Kent Farms LLC	Loan Modification 9/17/07	Wachovia Bank	Boddie Noell Enterprises	\$14,334,760	\$941,646	\$0	\$941,646
Total:	-	-	-	\$14,334,760	\$941,646	\$0	\$941,646

Entity	Financing Obtained	Bank	Guarantor	Amount	Loan Funded	Repaid	Balance a/o Sept 30, 2007
NKP LB4 LLC	12/22/2005	Eagle Bank	Richard L Kramer n/t/e	\$8,500,000.00	\$7,501,396.34	\$4,317,552.54	\$3,183,843.80

			\$1,850,000				
NKP LB4 LLC, NKP LB5 LLC	12/22/2005	New Kent Farms		\$5,025,000.00	\$5,025,000.00	\$4,025,000.00	\$1,000,000.00
NKP LB5 LLC	-	Wachovia Bank	Richard L Kramer	\$23,000,000.00	\$13,056,280		\$9,943,720

b. Loan terms and interest rate:

Entity	Loan Amount	Terms	Interest rate
New Kent Farms LLC	\$14,334,760	01/31/2009	P + 2.3%

Entity	Loan Amount	Terms	Interest rate
NKP LB4 LLC	\$8,500,000	24 months	P + 3/4 %
NKP LB4 LLC, [NKP LB5 LLC-released]	\$1,725,000 \$3,400,000	7 years	3.8% per annum simple interest
NKP LB5 LLC	\$23,000,000	36 months	Libor plus 2.65%

4) Notice of default: There has been no formal written notice of default under any construction and/or acquisition loan that finances the Farms at New Kent CDA.
Confirm

5) Legislative, administrative or judicial challenges: As of September 30, 2007, the Developer reports there have been no legislative, administrative, or judicial challenges to the construction of the public improvements or the development of the District.
Confirm

6) Status of governmental approvals and permits: As of September 30, 2007, the Developer reports the following status of governmental permits and plans.

Construction work on all CDA infrastructure components – utilities and roads – has been progressing well, with excellent weather conditions and few delay issues. The CDA utility contractors are generally within 30 days of completion of their original contract terms, although the Rt. 106

road work is only within 60 days of completion (delayed due to significant utility relocation and coordination issues, now resolved). The I-64 round-a-bout work, which was the last road construction component to receive plan approval and permitting, is now approved, bid and scheduled to be started this winter, when traffic control is more efficient, due to reduced off season travel along I-64.

Construction Highlights:

1. The water system main well has been tested and confirmed to be producing 100% water flow capacity, as designed.
 2. The water tank has been completed, the interior has been coated, and it is undergoing chlorination purification and testing currently.
 3. The water mains and distribution lines are 95% complete and 75% pressure tested, awaiting final flushing and chlorination purification.
 4. The sewer lines are 90% installed, with the final segment – to Watkins Mill School – about to commence work. The tie-ins to the County mains are complete, under I-64.
 5. The sewer interceptor pumps, and pump stations – including the primary LB4 and 5 pumps – are all installed and awaiting testing along with their associated lines.
 6. The LB3 and 5 commercial area sewer pumps remain pending final engineering design and approval, with spring 2008 construction likely – however, these elements are not integral to the imminent commencement of sewer service to allow for residential house construction.
 7. All private utility relocation and new installation work – TV, cable, phone, gas and electric service which corresponds to the CDA infrastructure work, is either completed or underway. This work is all in accordance with utility company agreements in place, and remains fully coordinated with the CDA contractors' work, without delays or issues currently.
- 7) The Developer has not obtained actual knowledge of the occurrence of any Listed Events, as described below. Confirm

DEVELOPER LISTED EVENTS

Listed events include the following:

- (i) Failure to pay any real property taxes or Special Assessments levied within the District on a parcel owned by any of the Developers;

- (ii) Material damage to or destruction of any development or improvements within the District;
- (iii) Material default by any of the Developers, or any affiliate on any loan with respect to the development or permanent financing of District development undertaken by any of the Developers;
- (iv) Material default by any of the Developers or any affiliate on any loan secured by property within the District owned by any of the Developers or any affiliate;
- (v) Payment default by any of the Developers on any loan to such Developer or by any affiliate on any loan to such affiliate (whether or not such loan is secured by the property within the District);
- (vi) The filing of any of the Developers or any affiliate or any owner of more than 25% interest in any of the Developers or any affiliate in bankruptcy or any determination that any of the Developers or any affiliate or any owner of more than 25% in any of the Developers or any affiliate is unable to pay its debts as they become due;
- (vii) The filing of any lawsuit with claim for damage, in excess of \$1,000,000 against any of the Developers or any affiliate which may adversely affect the completion of the District development or litigation which would materially adversely affect the financial conditions of any of the Developers or affiliate; and
- (viii) Any change in the legal structure, chief executive officer or ownership of any of the Developers.

NEW KENT PARTNERS, LLC,

NKP LB4, LLC, NKP LB5, LLC

By: 

Title: MANAGER

Date: 10/31/07

NEW KENT FARMS, LLC

By: 

Title: Manager

Date: 10/31/07