

\$17,849,000
TOWN OF MILLSBORO, DELAWARE
SPECIAL OBLIGATION BONDS
SERIES 2007A

PLANTATION LAKES SPECIAL DEVELOPMENT DISTRICT
(TOWN OF MILLSBORO, DELAWARE)

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Attn: Keenan Rice
MuniCap, Inc.
6760 Alexander Bell Drive, Suite 220
Columbia, MD 21046

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement") by and between the undersigned, Lencraft, LLC (the "Developer") and MuniCap, Inc. (the "Administrator"), dated as of June 1, 2007, the Developer hereby provides the following information as of December 31, 2008. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated May 31, 2007. To the best of the knowledge of the undersigned:

The information provided herein is not intended to supplement the information provided in the Limited Offering Memorandum. This report responds to the specific requirements of the continuing disclosure agreement. No representation is made as to the materiality or completeness of the information provided herein or as to whether other relevant information exists with respect to the period covered by this report. Other matters or events may have occurred or become known during or since that period that may be material. All information is provided as of December 31, 2008, unless otherwise stated, and no representation is made that the information contained herein is indicative of information that may pertain since the end of the period covered by this report or in the future.

1) Status of Construction and Completion of the Development and Improvement:

Public Improvement	Original Budget	Budget Changes	Revised Budget	Spent to Date	Percent Complete
Developments Facilities:					
Water Supply	\$5,511,200.00	\$0.00	\$5,511,200.00	\$1,850,410.44	34%
Wastewater	\$6,692,280.00	\$0.00	\$6,692,280.00	\$5,404,557.87	81%
Transportation	\$4,806,203.00	\$0.00	\$4,806,203.00	\$2,950,468.74	62%
Others	\$402,883.00	\$0.00	\$402,883.00	\$402,833.00	100%
Grading/Excavations/Stabilization	\$633,800.00	\$0.00	\$633,800.00	\$489,840.00	77%
Subtotal: Developer's Facilities	\$18,046,366.00	\$0.00	\$18,046,366.00	\$11,098,160.05	62%
Less: Private Funds	\$6,220,844.95	\$0.00	\$6,220,844.95	\$0.00	0%
Developer's Facilities financed by the Series 2007A Bonds	\$11,825,521.05	\$0.00	\$11,825,521.05	\$10,946,700.05	93%
Improvements to park area on dukes parcel: decorative lighting, electric outlets, walking path, park benches and small playground	\$100,000.00	\$0.00	\$100,000.00	\$0.00	0%
Emergency service building	\$1,441,000.00	\$0.00	\$1,441,000.00	\$0.00	0%
Street Sweeper	\$58,694.35	\$0.00	\$58,694.35	58,694.35	100%
Restroom for Cupola Park	\$39,000.00	\$0.00	\$39,000.00	\$21,954.00	56%
Police Cars (2)	\$60,000.00	\$0.00	\$60,000.00	\$55,949.02	93%
Computer software for water meters	\$23,000.00	\$0.00	\$23,000.00	\$0.00	0%
Office Equipment	\$20,000.00	\$0.00	\$20,000.00	\$9,194.54	46%
Infrastructure Improvements	\$58,305.65	\$0.00	\$58,305.65	\$0.00	0%
Subtotal: Town's Facilities	\$1,800,000.00	\$0.00	\$1,800,000.00	\$145,791.91	8%
Total:	\$13,625,521.00	\$0.00	\$13,625,521.00	\$11,092,491.96	81%

2) Status of Financing

A. Loans Secured by Property within the District:

Wachovia Bank Development loan:

- Loan Amount: \$30,000,000
- Amount drawn through 09/30/08: \$33,970,678.75
- Amount repaid through 09/30/08: \$33,970,678.75
- Balance at 12/31/08: \$0.00
- Loan is Repaid in Full

Wachovia Bank Dukes Property Loan

- Loan Amount: \$4,365,000
- Amount drawn through 09/30/08: \$4,365,000.00
- Amount repaid through 09/30/08: \$4,365,000.00
- Balance at 12/31/08: \$0.00
- Loan is Repaid in Full

Lennar Mortgage & Security Agreement

- Loan Amount: \$15,000,000
- Amount drawn through 09/30/08: \$13,449,511.37
- Amount repaid through 09/30/08: \$13,449,511.37
- Balance at 12/31/08: \$0.00
- Loan is Repaid in Full

Astoria Options, LLC Amended and Restated Mortgage and Security Agreement

- Loan Amount: \$15,899,729.95
- Amount drawn through 09/30/08: \$15,899,729.95
- Amount repaid through 09/30/08: \$15,899,729.95
- Balance at 12/31/08: \$0.00
- Loan is Repaid in Full

B. Material Changes to the Plan of Finance: There have been no material changes to the Developer’s Plan of Finance as described in the Limited Offering Memorandum.

C. Event of Default on any Loan: There has been no event of default on any loan.

D. Liens: None

3) The development is anticipated to be completed by 2022

4) Material Changes in the Residential Development Composition and Absorption Phasing: There have been no material changes in residential unit type mix and projected absorption / sales as described in the Limited Offering Memorandum under the heading “THE DEVELOPMENT” AND “THE FACILITIES.

Proposed Mix of Residential Unit Types to be Constructed

Product Type	Number of Units	Base Size Range (Square Feet)	Percent of Total Residential Units	Base Price Range
Rec-Condo (small unit)	480	1,000 – 1,400	17%	\$175,000 - \$200,000
Rec-Condo (large unit)	480	1,300 – 1,900	17%	\$175,000 - \$200,000
TH / SFA 20’	559	1,500 – 1,900	20%	\$235,000 - \$270,000
SFA / Villa 30’	40	1,650 – 2,200	1%	\$255,000 - \$300,000
SFD 60’	641	1,800 – 2,400	23%	\$280,000 - \$350,000
SFD 70’ – 75’	412	2,200 – 2,750	15%	\$350,000 - \$410,000
SFD 80’	205	2,600 – 3,500	7%	\$410,000 - \$490,000
Total	2,817		100%	

5) Government Permits and Approvals

Phase	Permit / Approval	Approved	Projected Date of Permit	Permit Status
I	Construction Improvement Plan	Yes	November 30, 2005	Approved by Town
I	Sediment and Erosion Control Permit	Yes	November 09, 2005	Approved by Sussex Conservation District
I	Stormwater Management Plan	Yes	November 11, 2005	Approved by Sussex Conservation District
I	Phased Residential Planned Community (RPC) Final Plan	Yes	March 07, 2005	Approved by Town
II	Construction Improvement Plan	No	TBD	Submitted to Sussex Conservation District
II	Sediment and Erosion Control Permit	No	TBD	Submitted to Sussex Conservation District
II	Stormwater Management Plan	Yes	April 7, 2007	Approved by Sussex Conservation District
II	Phased Residential Planned Community (RPC) Final Plan	No	TBD	N/A
III	Construction Improvement Plan	No	TBD	N/A
III	Sediment and Erosion Control Permit	No	TBD	N/A
III	Stormwater Management Plan	No	TBD	N/A
III	Phased Residential Planned Community (RPC) Final Plan	No	TBD	N/A
IV	Construction Improvement Plan	No	TBD	N/A
IV	Sediment and Erosion Control Permit	No	TBD	N/A
IV	Stormwater Management Plan	No	TBD	N/A
IV	Phased Residential Planned Community (RPC) Final Plan	No	TBD	N/A
V	Construction Improvement Plan	No	TBD	N/A
V	Sediment and Erosion Control Permit	No	TBD	N/A
V	Stormwater Management Plan	No	TBD	N/A
V	Phased Residential Planned Community (RPC) Final Plan	No	TBD	N/A
VI	Construction Improvement Plan	No	TBD	N/A
VI	Sediment and Erosion Control Permit	No	TBD	N/A
VI	Stormwater Management Plan	No	TBD	N/A
VI	Phased Residential Planned Community (RPC) Final Plan	No	TBD	N/A

6) Status of Development:

A. Status of road improvements:

Base paving complete for 145 - 60' SFD lots
Base paving complete for approximately 176-70' SFD lots
Rt. 24 Godwin School Road improvements complete
Base paving complete for Plantation Lakes Blvd. to intersection with Belmont Blvd.
Base paving complete for Belmont Blvd. to intersection with Plantation Lakes

B. Status of water infrastructure:

Water main and services installed for 157- 60' SFD lots
Water main and services installed for approximately 157 -70' SFD lots
Foundation for water tower (future) complete

C. Status of sewer infrastructure:

Offsite pump station and force main complete & turned over to town for ownership and maintenance.
Sewer main and laterals complete for approximately 157- 60' SFD lots
Sewer main and laterals complete for approximately 176- 70' SFD lots

D. Status of storm water management systems:

Box culvert under Rt. 24 complete
Ponds ID, IE, IF and all associated storm drains/inlets are complete and stabilized

E. Status of Town's Facilities:

The first of two restrooms for Cupola Park has been delivered and set in place. The second restroom has not yet been ordered. The Town submitted \$21,954.30 for reimbursement.

The Town's new computer server was installed in December 2007. No other office equipment has been ordered at this time.

At the December Regular Council Meeting, Council approved the purchase of two new police vehicles from the Special Development District Bond. The vehicles were ordered and have been delivered to the Town of Millsboro. A reimbursement request of \$55,949.02 was made in the first quarter of 2008 to close out this line item. The installation of the specialized police equipment was delayed until during the second quarter of 2008.

The property for the emergency services building and park was dedicated to The Town of Millsboro in the second quarter of 2008. The Millsboro Fire Company filed an application for a substation at this location with the state and received the state's blessing. The Fire Company needs to submit design plans to the state. As of October 17, 2008, the town reports that the

Town Council has appointed a committee to work with the Fire Company on the new substation.

The Town of Millsboro approved the use of the infrastructure improvements line item at the December 1, 2008 council meeting for storm water improvements from the junction of Mitchell St. and Wilson Hwy to the rail road tracks on Wilson Hwy. These funds combined with existing grants should be sufficient to correct the existing storm water system and allow the town to proceed with bids.

F. Status of other infrastructure and private utility development:

All dry utilities complete for 275 SFD lots

7) Status of Sales and Closings:

A. Status of Product lot Sales and Closings by Developers:

Product – Type	Planned Number of Units	Builder	Lots Sold	Lots Closed
Rec-Condo (small unit)	480	N/A	0	0
Rec-Condo (large unit)	480	N/A	0	0
TH / SFA 20'	559	Gemcraft	0	0
SFA / Villa 30'	40	U.S. Homes	0	0
SFD 60'	641	Various	36	36
SFD 70' – 75'	412	Various	152	152
SFD 80'	205	N/A	0	0
Total	2,817		188	188

B. Status of Building Permits, Home Sales and Closings:

Product – Type	Planned Number of Units	Building Permits Issued	Homes Sold	Homes Closed	Average Selling Price
Rec-Condo (small unit)	480	0	0	0	N/A
Rec-Condo (large unit)	480	0	0	0	N/A
TH / SFA 20'	559	0	0	0	N/A
SFA / Villa 30'	40	0	0	0	N/A
SFD 60'	641	45	35	34	\$340,917
SFD 70' – 75'	412	47	40	38	\$417,024
SFD 80'	205	0	0	0	N/A
Total	2,817	92	75	72	\$378,971

8) Material Changes in the Form, Organization or Ownership of the Landowner/Developer:

On November 26, 2008, U.S. Home Corporation acquired the 50% interest in Lenecraft, LLC previously owned by DIAGEM, LLC. U.S. Home Corporation is now the sole member of Lenecraft, LLC.

- 9) **Legislative, Administrative or Judicial Challenges:** There have been no legislative, administrative, or judicial challenges to the construction of the improvements within the district.
- 10) **Litigations:** There have been no litigation of any nature now pending or threatened against the developer that would have a material adverse impact on the financial position of the developer or on its ability to develop the developments.
- 11) **Material amendments or Supplement to the Development Agreement or the Funding Agreement:** There have been no material amendments or supplements to the Development Agreement or the Funding agreement described in the Limited Offering Memorandum.
- 12) **Default to any public works agreement, permit or approval:** There have been no defaults on the part of the developer with respect to any public works agreement, permit or approval regarding to the district.

13) **Other Comments:**

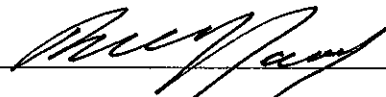
None

14) **Reporting of Significant Events:**

None

LENCRAFT, LLC

By: Lencraft, LLC

By: 

Title: SR. Vice President, V.S. Home Corp., *Sole Member*

Date: 2/5/09

Significant Events

- i. failure to pay any real property taxes (including the special taxes) levied within the district on a parcel owned by the development or any affiliate thereof;
- ii. material damage to or destruction of any development or improvements within the district;
- iii. material default by the developer or any affiliate thereof, on any loan with respect to the construction or permanent financing of the district development, including but not limited to the Development Loan (as defined in the Limited Offering Memorandum);
- iv. material default by the developer, or any affiliate thereof, on any loan secured by property within the district owned by the developer or any affiliate thereof including but not limited to the Development Loan (as defined in the Limited Offering Memorandum);
- v. the filing of the developer or any affiliate thereof, or by any owner of more than 25% interest in the developer in bankruptcy or any determination that the developer or any affiliate thereof is unable to pay its debts as they become due; and
- vi. the filing of any lawsuit against the developer or against or pertaining to any assets within the development with claims: for damages in excess of \$1,000,000 which may adversely affect the completion of the development or which may materially adversely affect the financial condition of the developer.