

ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST

FOR AND IN CONSIDERATION OF THE SUM OF ONE MILLION SEVEN HUNDRED FIFTY-NINE THOUSAND, TWO HUNDRED DOLLARS (\$1,759,200.00), the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, **REACH 9, LLC**, a South Carolina limited liability company ("Assignor"), hereby sells, assigns, transfers and conveys to **BELLE HARBOUR RESORT HOLDINGS, LLC**, a Delaware limited liability company ("Assignee"), one hundred percent (100%) of Assignor's membership interest ("Assignor's Interest") in **BELLE HARBOUR RESORT, LLC**, a Delaware limited liability company (the "Company"), representing ninety-five percent (95%) of the membership interest in the Company.

Assignee hereby accepts Assignor's Interest and expressly assumes all of Assignor's obligations and liabilities with respect thereto accruing on and after the date of this Assignment, subject to the terms and conditions of that certain Operating Agreement of the Company dated August 18, 2015, as amended simultaneously with the execution and delivery of this Assignment and Assumption of Membership Interest by that certain Amended and Restated Operating Agreement of the Company, dated as of the date hereof.

Assignor hereby represents and warrants to Assignee that (i) Assignor has full right, power and authority to assign Assignor's Interest to Assignee and (ii) Assignor's Interest is free and clear of all liens, security agreements, pledge agreements, restrictions, claims, rights or encumbrances of any nature whatsoever. Assignor hereby warrants and agrees to forever defend Assignee's title to the Assignor's Interest, against the claims of all persons whomsoever claiming by, through or under Assignor, but not otherwise.

[signatures on following pages]

This Assignment is made as of December 17, 2015.

ASSIGNOR:

REACH 9, LLC, a South Carolina limited liability company

By: LT Tim Duncan
Name: Tim Duncan
Title: MANAGER

ASSIGNEE:

BELLE HARBOUR RESORT HOLDINGS, LLC, a Delaware limited liability company

By: BELLE HARBOUR MANAGEMENT, LLC, its Manager

By: ECOVEST BELLE HARBOUR, LLC, its Manager

By: ECOVEST CAPITAL, INC., its Sole Member

By: _____
Name: Robert M. McCullough
Title: Senior Vice President and Chief Executive Officer

This Assignment is made as of December 17, 2015.

ASSIGNOR:

REACH 9, LLC, a South Carolina limited liability company

By: _____
Name: _____
Title: _____

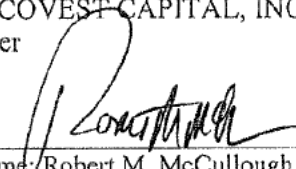
ASSIGNEE:

BELLE HARBOUR RESORT HOLDINGS, LLC, a Delaware limited liability company

By: BELLE HARBOUR MANAGEMENT, LLC, its Manager

By: ECOVEST BELLE HARBOUR, LLC, its Manager

By: ECOVEST CAPITAL, INC., its Sole Member

By:  _____
Name: Robert M. McCullough
Title: Senior Vice President and Chief Executive Officer

Assignment and Assumption of Membership Interest (Belle Harbour)

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