

### ASSIGNMENT AND ASSUMPTION OF MEMBERSHIP INTEREST

FOR AND IN CONSIDERATION OF \$3,749,678.02 AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, **SLF IV/SBI JV, LLC**, a Texas limited liability company ("Assignor"), hereby sells, assigns, transfers and conveys to **AZALEA BAY RESORT HOLDINGS, LLC**, a Delaware limited liability company ("Assignee"), 95.96% of Assignor's membership interest ("Assignor's Interest") in **AZALEA BAY RESORT, LLC**, a Delaware limited liability company (the "Company"), representing 95% of the membership interest in the Company. Effective immediately upon the execution and delivery of this Assignment and Assumption of Membership Interest (this "Assignment"), Assignor shall hold a four percent (4%), and Assignee shall hold a ninety-five percent (95%), membership interest in the Company.

Assignee hereby accepts Assignor's Interest and expressly assumes all of Assignor's obligations and liabilities with respect thereto arising on and after the date of this Assignment, subject to the terms and conditions of that certain Limited Liability Company Operating Agreement of Azalea Bay Resort, LLC dated April 14, 2015, as amended and restated in connection with the execution and delivery of this Assignment by that certain Amended and Restated Operating Agreement of Azalea Bay Resort, LLC, 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 the following page.]*

This Assignment is made as of August 21, 2015.

**ASSIGNOR:**

**SLF IV/SBI JV, LLC**, a Texas limited liability company

By: SB Investments, LLC  
Authorized Managing Member

By: \_\_\_\_\_  
Jeffrey B. Turner  
Authorized Co-Manager

**ASSIGNEE:**

**AZALEA BAY RESORT HOLDINGS, LLC**, a Delaware  
limited liability company

By: AZALEA BAY MANAGEMENT, LLC, its Manager

By: ECOVEST AZALEA BAY, LLC, its Manager

By: ECOVEST CAPITAL, LLC, its Sole Member

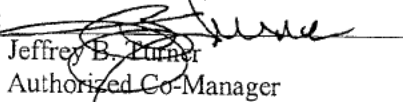
By: \_\_\_\_\_  
Robert McCullough  
Senior Vice President and Chief Financial Officer

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By: ECOVEST CAPITAL, LLC, its Sole Member

By: \_\_\_\_\_  
Robert McCullough  
Senior Vice President and Chief Financial Officer