

EXHIBIT D



U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
WASHINGTON, D.C. 20410-8000

OFFICE OF HOUSING

April 19, 2011

Michael R. Skahan, Esquire
Associate General Counsel
Double Diamond Companies
10100 North Central Expressway
Suite 600
Dallas, TX 75231

R. Mike Ward
President
National Resort Marketing Corp.
10100 North Central Expressway
Suite 600
Dallas, TX 75231

Ronald G. Newman, Jr.
3D Resorts
18568 Forty Six Parkway Suite 2002
Spring Branch, TX 78070

William Palmer, Esquire
Law Office of William Palmer
25675 Overlook Parkway #506
San Antonio, TX 78260

Subject: ILS Number- 32426; 3D Resort-Bluegrass, LLC purportedly through new agent National Resort Marketing Co

Dear Messrs. Skahan, Ward, Palmer, and Newman::

This letter is a **Suspension Notice under 15 U.S.C. §1706(b) of the Interstate Land Sales Full Disclosure Act and 24 CFR 1710.45(a) of the Act's implementing regulations.**



15 U.S.C. §1706(b) provides that if it appears to the Secretary that a *Statement of Record*, or any *Amendment* thereto, is on its face incomplete or inaccurate in any material respect, the Secretary shall so advise the developer within a reasonable time after the filing of the *Statement* or the *Amendment*, but prior to the date the *Statement* or *Amendment* would otherwise be effective. Such notification shall serve to suspend the effective date of the *Statement* or the *Amendment* until thirty days after the Developer files such additional information as the Secretary shall require. Any Developer, upon receipt of such notice, may request a hearing, and such hearing shall be held within twenty days of receipt of such request by the Secretary.

Be advised that HUD has conducted a cursory review of your *Consolidation and Amendment* to the currently filed *Statement of Record* for Green Farm Resort and found that it is deficient in certain material respects. The attached listing below describes these deficiencies and tells you what you need to do to correct them.

ANNUAL REPORT OF ACTIVITY

1. Pursuant to 24 CFR 1710.310, *Annual Reports of Activity* were due to be filed annually within 30 days of the anniversary date of the filing of the *Initial Registration*. The *Initial Registration* date was February 26, 2009. Pursuant to 24 CFR 1710.35, there would also be due filing fees in the amount of \$800. The *Annual Report of Activity* due within 30 days of February 26, 2010 together with \$800 filing fee as well as the *Annual Report of Activity* due within 30 days of February 26, 2011 together with its \$800 filing fee are due. In addition to being automatic deficiencies to be cured, these are also considered four separate and continuing violations of the Interstate Land Sales Full Disclosure Act, 15 U.S.C. § 1701 *et seq.*, (the "Act") and its implementing regulations. Submit the missing filings fees as soon as possible.

The Bank lockbox for collecting checks has been closed. Therefore, pursuant to 24 CFR 1710.35(a)(1)(ii), all fees must be paid through the following electronic process:

1. Go to www.pay.gov
2. Select Agency List
3. Select the letter H and then select Housing and Urban Development
4. Select Housing and Urban Development again
5. Scroll down and select Interstate Land Sales
6. Fill out the form and follow the instructions on the page
7. Provide a copy of the receipt with the filing.

Please note, in order to utilize the system, the bank account from which the fees are being debited must be set up to allow for ACH transfers. Please confirm with your bank before placing the www.pay.gov transaction.

ANNUAL FINANCIAL STATEMENTS

2. Pursuant to 24 CFR 1710.212(d), audited *Annual Financial Statements* were due to be filed yearly within 120 days of the end of the fiscal year. The audited *Annual Financial Statements* for fiscal year ending December 31, 2009 which were due on or before April 30, 2010 were not filed. In addition to being an automatic deficiency to be cured, this is also considered a separate and ongoing violation of the Act and its implementing regulations. Be advised, the audited *Annual Financial Statement* for fiscal year ending December 31, 2010 is due on or before April 30, 2011. If this is not received on time, then the failure to file on time will also become an additional deficiency and violation.

AMENDMENTS

3. *Amendments* are required pursuant to 15 U.S.C. §1706(c) and 24 CFR 1710.23 to be submitted promptly but no later than within 15 days of the occurrence of a material change. A material change as defined by 15 U.S.C. §1703(a)(1)(C) is a change in any item which is required to be disclosed, stated or submitted under 15 U.S.C. §1704 to §1707 and 24 CFR 1710.100 *et seq.* and 24 CFR 1710.200 *et seq.*

At least twice a year (at the filing of the *Annual Financial Statements* under 24 CFR 1710.212(d) and at the filing of the *Annual Report of Activity* under 24 CFR 1710.310), the Developer is given a chance to file an *Amendment* as to the "slight" changes to items found in the *Statement of Record*. These would include completion changes disclosed within the *Property Report* under §1710.110, §1710.111, and §1710.114. Also, the reference as to the financial statements available often mean a change and the disclosures and statements under §1710.112 of the *Property Report* and §1710.212(d) and (i) under the *AID*. Also, references as to disclosures within the *Property Report* §1710.110(b)(6) and §1710.115(i) as to any change in population or occupancy.

In addition to the above, the *Management Agreement* executed October 29, 2010 by and between 3D Resort-Bluegrass, LLC and National Resort Marketing Corp. is a document that would be considered as a material change and an *Amendment* should have been presented for review within 15 days of the occurrence of the execution of the document. The failure to have done so is considered a separate violation of the Act and its implementing regulations and was considered an ongoing violation until March 29, 2011.

CONSOLIDATION FILING UNDER REVIEW FORMAT

4. Pursuant to 24 CFR 1710.22(c)(2) and (3), the Developer is to supply a recapitulation or listing of each of the section headings, and subheadings if necessary, of the *Additional Information and Documentation* portion of the *Statement of Record*. Each item of the listing shall contain a statement as to whether or not any change is made in the section; whether any new or additional information is being submitted and, if documentation is incorporated by cross

reference, the previous submission in which that documentation may be found. New material is also to be submitted as Exhibits. A complete copy of the *AID* statements and new material was not supplied. Submit the missing material once filing is allowed.

5. Pursuant to 24 CFR 1710.22(c)(4), a complete *Developer Affirmation* in the form as outlined under §1710.219 was to be supplied. The material submitted was not in a format showing the proper naming and authority structure. The *Management Agreement* executed October 29, 2010 by and between 3D Resort-Bluegrass, LLC and National Resort Marketing Corp. does not give the proper authority for National Resort Marketing Corp to perform in regards to the Act and its implementing regulations. Therefore, the filing under review shall be considered as denied due to the faulty Developer execution of documents and the lack of authority for National Resort Marketing Corp. to act.

CONSOLIDATION FILING UNDER REVIEW
CONTENT

6. Pursuant to 15 U.S.C. §1701(5), the land owner for all of the lots and common area within the subdivision that are being registered is to be identified as the Developer within the *Property Report* and in all documents required for filings. 3D Resort-Bluegrass, LLC in all contexts and not solely National Resort Marketing Corp. must be identified as the Developer.

7. Pursuant to 15 U.S.C. §1710.117(b), an original *Cost Sheet* must be signed by the actual Developer. If it is to be signed by an agent, it must be in the proper format and match the *Developer Affirmation* at §1710.219. See Deficiency 5 above as to authority.

8. Pursuant to 24 CFR 1710.109, certain disclosures are provided as to the method of sale. Upon review of the disclosures of this section, it has been deemed unacceptable and not within the public interest or for the protection of Purchasers/Consumers that a Deed of Trust or Mortgage is executed by the Purchaser/Consumer prior to the execution and acknowledgment of the Deed of Conveyance from the Developer to the Purchaser/Consumer. The process will have to be changed and proper disclosure of this new process must be given within the disclosure.

9. Pursuant to 24 CFR 1710.115(g)(2), the Developer is to disclose if the area is subject to natural hazards or has it been formally identified by any Federal, State or local agency as an area subject to the frequent occurrence of natural hazards (e.g., tornadoes, hurricanes, earthquakes, mudslides, forest fires, brush fires, avalanches, flash flooding, etc.)? If the jurisdiction in which the subdivision is located has a rating system for fire hazard, state the rating assigned to the land in the subdivision and explain its meaning. Upon review of the disclosure made, the Developer is to re-evaluate the disclosure which is given. Information provided in the disclosure appears to be contradictory to hazards that could be found on Federal Emergency Management Agency (FEMA) multihazard advisory maps and plans. For your evaluation, this information can be found at:

<http://www.fema.gov/plan/mitplanning/status.shtm>

<https://hazards.fema.gov/femaportal/wps/portal/mmvmapviewer>

In addition, you should obtain the multi-hazard maps from your local regional FEMA Office and review them for a listing of multiple natural hazards located thereon.

As to the Kentucky Natural Hazard Mitigation Plan, contact

Leslie Mahoney
State Hazard Mitigation Officer
Kentucky Division of Emergency Management
100 Airport Rd.
3rd Floor
Frankfort, KY 40601
Office: 502-607-5768
Fax: 502-607-5740
E-Mail: Leslie.Mahoney@us.army.mil

Buddy Rogers
Public Information Officer
Kentucky Division of Emergency Management
100 Airport Rd.
3rd Floor
Frankfort, KY 40601
Office: 502-607-1611

Grayson County is located within the Lincoln Trail Area Development District and is incorporated with the Lincoln Trail Area Development District's Natural Hazard Mitigation Plan. To access the plan see:

<http://www.ltadd.org/hazardmitigation.shtml>

The County and the Area Development District contact information is

Larry Holeman
Emergency Management Director
Grayson County
Office of Emergency Management
125 East White Oak Street
Leitchfield, KY 42754
Phone: 270-259-0354
emgc@bgtelco.com

Lincoln Trail Area Development District
613 College Street Road
PO Box 604
Elizabethtown, KY 42702

Phone: 270-769-2393

FAX: 270-769-2993

Federal Emergency Management Agency (FEMA) and the Kentucky Division of Emergency Management and the Lincoln Trail Area Development District and Grayson County Office of Emergency Management are considered Federal, State and local agencies which have formally identified natural hazards for the area where the subdivision is located as to types of and frequency of occurrence of natural hazards.

The issue as to natural hazards is not really new and Mitigation Plans have been around for quite a long time so that localities could get federal disaster relief. Therefore, the Department believes that the Developer should have known about these matters and that an *Amendment* is in fact due as to this issue with a change to the *Property Report* needed.

Either in narrative form or in chart form, there is a listing in each Mitigation Plan of the frequency of those specific hazards identified which would give an indication of a moderate low or high incident as to those hazards. Therefore, in the public interest and for the protection of purchasers, provide disclosures as to the natural hazards affecting the area where the subdivision is located as listed in the above plans identified by hazard and the frequency of such occurrence (such as low, moderate or high as indicated in the Mitigation Plan). In addition to narrative form, for ease in response, the Developer could also include a chart.

Also, upon your review changes to statements provided in the Additional Information and Documentation (AID) portion of the Statement of Record may be required for §1710.215(d).

10. Pursuant to 24 CFR 1710.209(b) and (c), as part of the current submission, the Developer was to submit title evidence that specifically states the status of the legal and equitable title to the land comprising the lots covered by the *Statement of Record* and any common areas or facilities disclosed in the *Property Report*. Title evidence need not be submitted for those common areas and facilities which are not owned by the Developer. Acceptable title evidence shall be dated no earlier than 20 business days preceding the date of the filing of the *Statement of Record* with the Secretary. Previously issued title evidence may be updated to the date referred to in the preceding sentence by endorsements or attorneys' opinions of title. The Developer shall amend the title evidence to reflect the change in status of title of any previously registered, reacquired lots unless their status is at least as marketable as they were when first offered for sale by the Developer as registered lots. Forms of acceptable title evidence would include an (1) an original or a copy of a signed owner's or mortgagee's policy of title insurance, title commitment, certificate of title or similar instrument issued by a title company authorized by law to issue such instruments in the state in which the subdivision is located and (2) a legal opinion stating the condition of title, prepared and signed by an attorney at law experienced in the examination of titles and a member of the Bar in the state in which the property is located. The title opinion may be based on a Torrens land registration system certificate of title, or similar instrument, provided it meets all general title evidence requirements of §1710.209 and a copy of the registration certificate of title is submitted. Title evidence which limits insurance or negligence liability to amounts less than the market value of the subject land at the time of its acquisition by the subdivision owner is not acceptable.

11 Arising from the basic and fundamental issues as referenced in the deficiencies listed above, upon receipt of any *Pre-Amendment* responding to deficiencies to be filed by 3D Resort-Bluegrass, LLC, unless a determination is made to allow the acceptance of the filing of the *Consolidation/Amendment*, a complete and thorough review will be conducted. Therefore, the *Pre-Amendment* filing and will be subject to any additional deficiencies discovered in that review.

EXISTING STATEMENT OF RECORD

12. After receiving the instant filing, a quick review of Departmental Records and a quick review of the information about the subdivision on the internet was performed. In addition to the discovery of the failure by the Developer to file the aforementioned *Annual Reports of Activity* and the required audited *Annual Financial Statement*, the December 22, 2008 agreement between the previous Developer and 3D Resort-Bluegrass, LLC and the Office of the Attorney General for the Commonwealth of Kentucky as to the escrows for infrastructure was found. In addition, information was also found as to the dispute involving the Property Owners Association and the Developer and the filing of a letter from the Office of the Attorney General for the Commonwealth of Kentucky within that suit. This led the examiner to contact Office of the Attorney General for the Commonwealth of Kentucky for additional information from that office. Attached and made a part hereto is a Compact Disk containing a copy of a response letter dated April 18, 2011 which has been received from the Office of the Attorney General for the Commonwealth of Kentucky together with Exhibits. The letter finds many deficiencies had occurred in the factual disclosures of the approved *Property Report* as well as issues with the current sales practices of the Developer, 3D Resort-Bluegrass, LLC, as well as evidence of issuing non-approved *Property Reports* to consumers. After just a courtesy re-review of the existing *Statement of Record* pursuant to 58 Federal Register 5012, Tuesday, January 19, 1993, there does appear to be many inaccuracies and violations the Interstate Land Sales Full Disclosure Act, 15 U.S.C. § 1701 *et seq.*, (the "Act") and its implementing regulations under Part 1710 and Part 1715 as to items which are to be disclosed, stated and/or submitted within the *Statement of Record* as well as misleading sales practices.

Arising from the seriousness of the allegations and findings set forth in the April 18, 2011 letter from the Office of the Attorney General for the Commonwealth of Kentucky, within 15 days of the receipt of this *Deficiency Letter/Suspension Notice*, the Developer is to submit for review the following:

- I. A *Sales Report* listing all of the Lots sold between February 26, 2009 and April 18, 2011. The *Sales Report* should include the buyer's name, lot number, contract date, sales price, amount of deposit, information as to any seller take back financing and amounts owed and being collected, buyer's address, a contact phone number for the buyer, and the date on which settlement occurred. If settlement has not occurred please indicate the proposed date of closing. The *Sales Report* should be sorted by the subdivision Section Numbers and then the Date of Contract with the earliest signed contract being listed first.
- II. For every contract executed between February 26, 2009 and April 18, 2011, and pursuant to 24 CFR 1710.118(b), this is the demand for the Developer to submit a copy of the *Receipt, Agent Certification and Cancellation Page* required under to be kept and supplied to HUD pursuant to the regulations. 24 CFR 1710.118(b) provides that the Developer's copy of the *Receipt, Agent Certification and Cancellation Page* is to be kept by the Developer for a period of three years from

the date of execution or the term of the contract, whichever is the longer. Upon demand by the Secretary, the Developer shall, without delay, make the copies of these receipts and certifications available for inspection by the Secretary or the Developer shall forward to the Secretary any of the receipts and certifications, or copies thereof, as the Secretary may specify.

- III. It is deemed necessary in the public interest and for the protection of purchasers/consumers that for every contract executed between February 26, 2009 and April 18, 2011 and which has gone to settlement that the Developer submit a copy of the HUD-1 Settlement Statement executed by the Developer and the lot purchaser

Arising from the fact that the response material will be extensive, for ease in Developer's response and for the ability for the examiner to review and for other governmental reasons, including, but not limited to the methodology in 24 CFR 1710.102(g), pursuant to 24 CFR 1710.102 (j) and (k), the response material **MUST BE** submitted on a Compact Disk (CD). The documentation should be in searchable (OCR created) ".pdf" (Portable Document Format) files.

The folder structure of the CD is to be as follows:

- A Folder for the *Sales Report*
 - Pdf of the *Sales Report*

- A Folder for the *Receipt, Agent Certification and Cancellation Pages*
 - Sub-folder identified by Lot Number and Purchaser Last Name
 - Pdf of the *Receipt, Agent Certification and Cancellation Page*

- A Folder for the *HUD-1 Settlement Statement*
 - Sub-folder identified by Lot Number and Purchaser Last Name
 - Pdf of the *HUD-1 Settlement Statement*

As part of the written response, there should also be a written index of the path, folder and file names of where the documentation is submitted on the CD. In order to allow for permanent retention of the CD as an official record, the CD must be submitted in a hard protective case and not just a paper sleeve.

DENIAL OF CONSOLIDATION/AMENDMENT

Arising from the nature of the deficiencies as set forth herein as well as the allegations and findings set forth in the April 18, 2011 from the Office of the Attorney General for the Commonwealth of Kentucky, it is deemed that the *Consolidation/Amendment* submitted March 29, 2011 is denied. Therefore, ***the Developer may not file*** with HUD a *Pre-Amendment* to the *Consolidation/Amendment* to amended *Statement of Record* which corrects these deficiencies. The Developer may request a hearing before an Administrative Law Judge.

If you request a hearing, you must file your request with the Chief Docket Clerk, Office of Administrative Law Judges, 409 3rd Street SW, Suite 320, Washington, DC 20024. You must make a request for a hearing within 15 days after you receive this *Notice of Suspension*.

Because of the above referenced deficiencies and because of the denial of the *Consolidation/Amendment*, the registration is considered suspended until such time as HUD grants the Developer an effective date for the registration.

Pending a decision by the Administrative Law Judge on any hearing which the Developer requests or upon HUD's review of any new *Consolidation/Amendment* that may be filed, the sale or lease of lots in Green Farm Resort unless exempt, will violate 15 U.S.C. 1701 *et seq.* and the Developer and Developer's agents may be subject to civil or criminal liabilities, including civil money penalties.

In the event that Double Diamond Companies or its parent company, Double Diamond-Delaware Inc., upon approval from the Office of the Attorney General for the Commonwealth of Kentucky, desires to purchase the remaining unsold lots and the common area amenities from the current Developer, 3D Resort-Bluegrass, LLC, and upon negotiated review of the circumstances, leave to file a new *Initial Registration* could be granted by the Department.

Please call William J. Thomas on (202) 402-3006 if you have questions.

Sincerely,



Barton Shapiro
Director
Office of RESPA and
Interstate Land Sales



U.S. DEPARTMENT OF HOUSING AND URBAN DEVELOPMENT
WASHINGTON, D.C. 20410-8000

OFFICE OF THE ASSISTANT SECRETARY
FOR HOUSING-FEDERAL HOUSING COMMISSIONER

RESPONSE TO DEFICIENCY LETTER TRACKING TICKET

Amendment Consolidation

(Please return this tracking ticket with your response to the Deficiency Letter.)

Ticket Number: SKRR-8FELGK
Subdivision Name: Green Farm Resort
Subdivision Number: 32426
Developer Name: 3D Resort-Bluegrass, LLC
Date Due: 05/04/2011
Examiner: William Thomas

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- 1. Print the label(s):** Select the Print button on the print dialog box that appears. Note: If your browser does not support this function select Print from the File menu to print the label.
- 2. Fold the printed label at the solid line below.** Place the label in a UPS Shipping Pouch. If you do not have a pouch, affix the folded label using clear plastic shipping tape over the entire label.
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 Schedule a same day or future day Pickup to have a UPS driver pickup all your CampusShip packages.
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TRACEY WILKERSON 202-708-0502 2408 HUD HEADQUARTERS 451 7TH ST SW WASHINGTON DC 20410 SHIP TO: MICHAEL R. SKAHAN DOUBLE DIAMOND COMPANIES SUITE 600 10100 NORTH CENTRAL EXPRESSWAY ASSOCIATE GENERAL COUNSEL DALLAS TX 75231-4151	1 LBS 1 OF 1 DWT: 13,11.2	TX 752 9-13 	UPS NEXT DAY AIR TRACKING #: 1Z 276 080 01 9530 5574 1		BILLING: P/P Department ID: HSG-12000 User Name: s  <small>CS 13.1.13. WXP/E70 12.0A 01/2011</small>
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TRACY WILKERSON 202-708-0502 2408 HUD HEADQUARTERS 451 7TH ST SW WASHINGTON DC 20410	1 LBS DWT: 13,11,2	1 OF 1
SHIP TO: R. MIKE WARD NATIONAL RESORT MARKETING CORP. SUITE 600 10100 NORTH CENTRAL EXPRESSWAY DALLAS TX 75231-4151	TX 752 9-13 	
UPS NEXT DAY AIR TRACKING #: 1Z 276 080 01 9925 6567	1 	
BILLING: P/P		 CS 13.1.13 WXP/E70 12.0A 01/2013
Department ID: HSG-12000 User Name: S		

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<p>TRACEY WILKERSON 202-708-0502 2408 HUD HEADQUARTERS 451 7TH ST SW WASHINGTON DC 20410</p> <p>1 LBS</p> <p>1 OF 1</p> <p>DWT: 13,11,2</p> <p>SHIP TO: WILLIAM PALMER LAW OFFICE OF WILLIAM PALMER 25675 OVERLOOK PARKWAY # 506 SAN ANTONIO TX 78260</p>	<p>TX 782 9-03</p>  	<p>UPS NEXT DAY AIR</p> <p>1</p> <p>TRACKING #: 1Z 276 080 01 9751 2757</p>		<p>BILLING: P/P</p> <p>Department ID: HSG-12000 User Name: s</p>  <p>CS 13.1.13. WXP/E70 12.0A 01/2011</p>
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SHIP TO: RONALD G NEWMAN 3D RESORTS SUITE 2002 18568 FORTY SIX PARKWAY SPRING BRANCH TX 78070-6878	TX 782 9-03 
	UPS NEXT DAY AIR TRACKING #: 1Z 276 080 01 9997 0142 1
	
BILLING: P/P	
Department ID: HSG-12000 User Name: S	
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