

FIFTH AMENDMENT TO AGREEMENT FOR PURCHASE AND SALE

Effective as of Sep 26, 2012, this Fifth Amendment to Agreement for Purchase and Sale (the "Fifth Amendment"), by and among VILLAS AT WHISPER CREEK, LLC, a North Carolina limited liability company ("Seller"), and J&S HOMES, LLC, a North Carolina limited liability company ("Buyer"),

WITNESSETH:

WHEREAS, Buyer and Seller executed an Agreement for Purchase and Sale dated May 15, 2012 relating to certain property located in Guilford County, North Carolina (the "Agreement"); and

WHEREAS, the parties amended the Agreement by executing that certain First Amendment to Agreement of Purchase and Sale effective as of July 3, 2012:

WHEREAS, the parties further amended the Agreement effective as of July 12, 2012, by executing that certain instrument erroneously entitled "First Amendment to Agreement of Purchase and Sale" (which instrument is in fact the second amendment of the Agreement);

WHEREAS, the parties further amended the Agreement by executing that certain Third Amendment to Agreement of Purchase and Sale effective as of August 13, 2012;

WHEREAS, the parties further amended the Agreement by executing that certain Fourth Amendment to Agreement of Purchase and Sale effective on or before August 22, 2012;

WHEREAS, the Seller and Buyer now wish further to amend the Agreement as set forth herein;

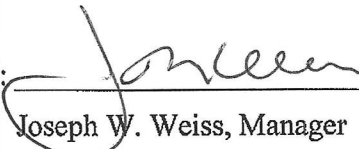
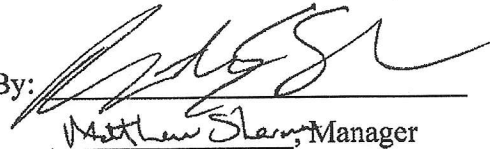
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Buyer and Seller agree that the Agreement is amended as follows:

1. Section 1(e) of the Agreement is hereby amended and restated in its entirety as follows:

"Examination Period" shall, mean the period beginning on the Contract Date and ending at 5:00 p. m. on October 31, 2012. ***TIME IS OF THE ESSENCE AS TO THE EXAMINATION PERIOD.***

2. Except as modified herein, the remaining terms and conditions of the Agreement are hereby reaffirmed and incorporated by reference to this Fifth Amendment. This Fifth Amendment may be executed in counterparts, all of which taken together, shall be deemed one original.

IN WITNESS WHEREOF, the parties have caused this Fifth Amendment to be executed by their duly authorized representatives effective the day and year stated above.

BUYER: J&S HOMES, LLC By:  Joseph W. Weiss, Manager	SELLER: VILLAS AT WHISPER CREEK, LLC By:  Matthew Stern, Manager
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