

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

OPUS SOUTH CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 09-11390 (MFW)

(Jointly Administered)

Re: D.I. 811

**ORDER ESTABLISHING BAR DATES FOR
FILING PROOFS OF CLAIM FOR PREPETITION
CLAIMS AND POSTPETITION ADMINISTRATIVE CLAIMS IN THE CASE OF
WATER'S EDGE ONE, L.L.C. (CASE NO 09-11394 (MFW))
AND APPROVING FORM AND MANNER OF NOTICE THEREOF**

This matter coming before the Court on the motion (the "Motion")¹ of Wachovia Bank, National Association, as Administrative Agent for Regions Banks, Bank of America, as successor to LaSalle Bank, National Association, and PNC Bank, National Association, as successor to National City Bank ("Lender"), lender to Water's Edge One, L.L.C. (Case No. 09-11394 (MFW)) (the "Debtor") for entry of an order establishing bar dates for filing proofs of claim for prepetition claims and postpetition administrative claims in the Debtor's chapter 11 case and approving form and manner of notice; the Court having reviewed the Motion, and having heard the statements of counsel and evidence adduced with respect to the Motion at a hearing before the Court on the Motion (the "Hearing"); and the Court finding that: (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) venue is proper in this district pursuant to 28 U.S.C. §1409; (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iv) notice of the Motion and the Hearing was sufficient under the circumstances;

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Motion. The terms "claim," "governmental unit," and "entity" shall have the respective meanings in section 101 of title 11 of the United States Code.

and after due deliberation the Court having determined that the relief requested in the Motion is in the best interests of Debtor, its estate, and its creditors, and good and sufficient cause having been shown;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.

2. The attached forms of the Bar Date Notice, the Proof of Claim Form, the Administrative Proof of Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion are approved in all respects pursuant to Rules 2002(a)(7) and 2002(1) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware (the "Local Bankruptcy Rules"). Accordingly, Lender is authorized to serve the Bar Date Notice Package in the manner described in paragraph 3 below.

3. As soon as practicable, but in any event no later than ten (10) business days after the date that the Court enters this Order, Lender shall serve the Bar Date Notice Package: (a) via First Class United States Mail, postage prepaid on the General Claimants.

4. Except as provided in paragraphs 7 through 9 of this Order, any entity, other than a governmental unit, holding a prepetition claim against Debtor must file a proof of claim in accordance with the procedures described herein by the General Bar Date of **January 20, 2010 at 5:00 p.m. prevailing Eastern time**. The General Bar Date shall be identified in the Bar Date Notice. Except as provided in paragraphs 7 through 9 of this Order, the General Bar Date applies to all entities, other than governmental units, holding claims against Debtor (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before the Petition Date.

5. Except as provided in paragraphs 7 through 9 of this Order, in accordance with section 502(b)(9) of the Bankruptcy Code, any governmental unit holding a prepetition claim against Debtor must file a proof of claim in accordance with the procedures described herein by the Government Bar Date, which shall be **February 1, 2010 at 5:00 p.m. prevailing Eastern time**. The Government Bar Date shall be identified in the Bar Date Notice. Except as provided in paragraphs 7 through 9 of this Order, the Government Bar Date applies to all governmental units holding claims against Debtor (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before the Petition Date, including governmental units holding claims against Debtor for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which Debtor was a party.

6. Except as provided in paragraph 10 of this Order, any entity, including a governmental unit, holding an Administrative Claim against Debtor that arose from April 22, 2009 through and including November 30, 2009 must file a proof of claim in accordance with the procedures described herein by the Administrative Claim Bar Date. The Administrative Claim Bar Date shall be identified in the Bar Date Notice. Except as provided in paragraph 10 of this Order, the Administrative Claim Bar Date applies to all entities, including governmental units, holding an Administrative Claim against Debtor that arose from April 22, 2009 through and including November 30, 2009.

7. The following entities whose claims otherwise would be subject to the General Bar Date shall not be required to file proofs of claim in the Debtor's chapter 11 case with respect to the claims described below:

(a) any entity that already has properly filed a proof of claim against Debtor in accordance with the procedures described herein;

(b) any entity (i) whose claim against Debtor is not listed as disputed, contingent, or unliquidated in the Schedules; and (ii) that agrees with the nature, classification, and amount of its claim as identified in the Schedules; and

(c) any entity whose claim against Debtor previously has been allowed by, or paid pursuant to, an order of the Court, including any claim of the Lender.

8. Any entity holding a Rejection Damages Claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered prior to the confirmation of a plan of reorganization in Debtor's chapter 11 case (a "Rejection Order") shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance with the procedures described herein by the Rejection Bar Date except as otherwise provided by agreement or order. The Rejection Bar Date shall be the later of (a) the General Bar Date; and (b) 30 days after the date of the applicable Rejection Order. Lender shall recite the Rejection Bar Date in any order relating to a motion filed after the entry of the Bar Date Order approving the rejection of an executory contract or unexpired lease.

9. Lender shall retain the right to (a) dispute, or assert offsets or defenses to, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification, or otherwise; (b) subsequently designate any claim as disputed, contingent, or unliquidated; and (c) otherwise amend its Schedules. Nothing contained herein shall preclude Lender from objecting to any claim, whether scheduled or filed, on any grounds.

10. Except as provided below, all entities must file proofs of claim on or before the Administrative Claims Bar Date with respect to any Administrative Claim against Debtor that

arose during the First Administrative Period. However, the following entities whose claims otherwise would be subject to the Administrative Claims Bar Date shall not be required to file proofs of claim in the Debtor's chapter 11 case with respect to the claims described below:

- (a) any professional retained in the Debtor's chapter 11 case pursuant to section 327 or 1103 of the Bankruptcy Code;
- (b) the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- (c) any entity that already has filed a request for allowance of an administrative expense claim with the Court; and
- (d) any entity that has an Administrative Claim which has been allowed by an order of this Court or that previously was paid by Debtor.

11. Subject to the provisions of paragraphs 8 and 9 of this Order with respect to holders of claims subject to the Rejection Bar Date, any entity whose prepetition claim against Debtor is not listed in Debtor's Schedules or is listed as disputed, contingent, or unliquidated and that desires to participate in this chapter 11 case or share in any distribution in this chapter 11 case, must file a proof of claim on or before the General Bar Date:

12. Any entity holding an interest in Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of an interest in a limited liability company, common or preferred stock in a corporation; or warrants or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to herein as an "Interest"), need not file a proof of interest on or before the General Bar Date as Lender does not anticipate there will be any recovery to the Interest Holders. Interest Holders who wish to assert claims against Debtor that arise out of or relate to the ownership or purchase of an Interest, including claims

arising out of or relating to the sale, issuance, or distribution of the Interest, must file proofs of claim on or before to the General Bar Date, unless another exception contained in this Order applies.

13. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim (whether on account of a prepetition claim or a postpetition administrative claim) in this chapter 11 case pursuant to the Bankruptcy Code, the Bankruptcy Rules, or the Bar Date Order with respect to a particular claim against Debtor, but that fails to do so in a timely manner by the applicable Bar Date, shall be: (a) forever barred, estopped and enjoined from asserting any claim against Debtor that the entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent, and liquidated; or (ii) is of a different nature, different classification or different priority (including any Administrative Claim) than any claim identified in the Schedules on behalf of such entity (any such claim being referred to herein as an "Unscheduled Claim"); (b) barred from participating in any distribution from Debtor's estate with respect to such Unscheduled Claim; and (c) bound by the terms of (i) any chapter 11 plan or plans that may be confirmed by the Court in Debtor's chapter 11 case or (ii) any other order that authorizes the winding up of Debtor's estate.

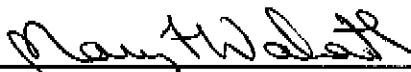
14. Lender shall serve on all General Claimants: (a) the Bar Date Notice, substantially in the form attached hereto as Exhibit 1; (b) a Proof of Claim Form, substantially in the form attached hereto as Exhibit 2; and (c) an Administrative Proof of Claim Form, substantially in the form attached hereto as Exhibit 3. Any entity that relies on the information in the Schedules will bear responsibility for determining that its claim is accurately listed therein.

15. Any Administrative Claim asserted against Debtor in any form, including a request for payment of an administrative claim or other claim form, will be deemed an

administrative proof of claim subject to all of the requirements set forth herein and will not be scheduled for any further proceeding before the Court, except pursuant to an objection to such claim by Lender.

16. For any claim to be validly and properly filed, a signed original of a completed Proof of Claim Form or Administrative Proof of Claim Form, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d) (unless Lender waives such documentation requirements in a stipulation filed with the Court pursuant to the procedures set forth below), must be delivered to Delaware Claims Agency LLC ("DCA") at the address identified on the Bar Date Notice so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date. All filed proofs of claim must (i) be written in English; (ii) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern Time) on April 22, 2009, if applicable; and (iii) conform substantially with the Proof of Claim Form or Administrative Proof of Claim Form. Claimants shall be permitted to submit proofs of claim in person or by courier service, hand delivery, or mail. Proofs of claim submitted by facsimile or e-mail shall not be accepted. Proofs of claim shall be deemed filed when actually received by DCA. If a Claimant wishes to receive acknowledgement of DCA's receipt of a proof of claim, the Claimant also must submit to DCA by the applicable Bar Date and concurrently with submitting its original proof of claim (a) a copy of the original proof of claim; and (b) a self-addressed, stamped return envelope.

Dated: December 15, 2009



The Honorable Mary F. Walrath
United States Bankruptcy Judge

EXHIBIT 1

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

OPUS SOUTH CORPORATION, et al.,

Debtors.

Chapter 11

Case No. 09-11390 (MFW)

(Jointly Administered)

**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM
FOR PREPETITION CLAIMS AND POSTPETITION ADMINISTRATIVE
CLAIMS IN THE BANKRUPTCY CASE OF
WATER'S EDGE ONE, L.L.C. (CASE NO. 09-11394 (MFW))**

TO ALL KNOWN CREDITORS OF WATERS EDGE ONE, L.L.C.:

On December __, 2009, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Bar Date Order") establishing certain claims bar dates in the chapter 11 case of Water's Edge One, L.L.C. (Case No. 09-11394 (MFW)) (the "Debtor"). Pursuant to the Bar Date Order, January 20, 2010 has been established as the general claims bar date (the "General Bar Date") in Debtor's chapter 11 case. Except as described below, the Bar Date Order requires all Entities, except for Governmental Units, that wish to assert against Debtor any claims that arose on or before April 22, 2009 to file proofs of claim with Delaware Claims Agency LLC ("DCA"), 230 N. Market St., Wilmington, DE 19801-2528, the claims and noticing agent in the Debtor's chapter 11 case, so that their proofs of claim are received by DCA at or before 5:00 p.m., prevailing Eastern Time, on the General Bar Date. Please note that the terms "Entity," "Governmental Unit," and "Claim" are defined below.

In addition, pursuant to the Bar Date Order, January 20, 2010 has been established as the administrative claims bar date (the "Administrative Claims Bar Date") in Debtor's chapter 11 case. Except as described below, the Bar Date Order requires all Entities, including Governmental Units, that wish to assert against Debtor any administrative claims that arose after April 22, 2009 through and including November 30, 2009 to file its proof of claim with DCA so that such proof of claim is received by 5:00 p.m. prevailing Eastern time on the Administrative Claims Bar Date.

For your convenience, enclosed with this Notice are proof of claim forms for prepetition and postpetition claims.

KEY DEFINITIONS

As used in this Notice, the term "**Entity**" has the meaning given to it in section 101(15) of title 11 of the United States Code (the "Bankruptcy Code"), and includes all persons, estates, trusts, Governmental Units, and the United States Trustee.

As used in this Notice, the term "**Governmental Unit**" has the meaning given to it in section 101(27) of the Bankruptcy Code and includes the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments, agencies, or instrumentalities of the foregoing (but not including the United States trustee while serving as a trustee under the Bankruptcy Code).

As used in this Notice, the term "**Claim**" or "**claim**" shall mean, as to or against Debtor and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Date Order establishes the following bar dates for filing proofs of claim in the Debtor's chapter 11 case (collectively, the "**Bar Dates**"):

(a) **The General Bar Date.** Pursuant to the Bar Date Order, except as otherwise set forth below, all Entities, other than Governmental Units, that wish to assert Claims against Debtor (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before April 22, 2009 are required to file proofs of claim by the General Bar Date.

(b) **The Government Bar Date.** In accordance with section 502(b)(9) of the Bankruptcy Code, all Governmental Units holding Claims against Debtor (whether secured, unsecured priority (including prepetition administrative priority claims) or unsecured nonpriority claims) that arose on or before April 22, 2009 are required to file proofs of claim by February 1, 2010 at 5:00 p.m. prevailing Eastern time (the "**Government Bar Date**"), including Governmental Units with Claims against Debtor for unpaid taxes, whether such Claims arise from prepetition tax years or periods or prepetition transactions to which Debtor was a party.

(c) **The Rejection Bar Date.** Any Entity whose Claims arise out of the Court-approved rejection of an executory contract or unexpired lease, in accordance with section 365 of the Bankruptcy Code and pursuant to an order entered prior to the confirmation of a plan of reorganization in Debtor's chapter 11 case, must file a proof of claim on or before the later of: (i) the General Bar Date; and (ii) 30 days after the date of the order authorizing Debtor's rejection of the applicable contract or lease (except where otherwise provided, by agreement or order). The later of these dates is referred to in this Notice as the "**Rejection Bar Date.**"

(d) **The Administrative Claims Bar Date.** Pursuant to the Bar Date Order, except as otherwise set forth below, all Entities, including Governmental Units, that wish to assert administrative Claims, pursuant to sections 503(b) and 507(a)(2) of the Bankruptcy Code, against Debtor that arose after April 22, 2009 through and including

November 30, 2009 are required to file proofs of claim by the Administrative Claims Bar Date.

Subject to terms described above for holders of Claims subject to the Rejection Bar Date, any Entity whose prepetition Claim against Debtor is not listed in Debtor's Schedules or is listed as "disputed," "contingent," or "unliquidated" and that desires to participate in any the Debtor's chapter 11 case or share in any distribution in the Debtor's chapter 11 case, must file a proof of claim on or before the General Bar Date.

If it is unclear from the Debtor's Schedules whether your Claim is disputed, contingent, or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the applicable Bar Date. Any Entity that relies on the information in the Debtor's Schedules bears responsibility for determining that its Claim is accurately listed therein.

PROOFS OF CLAIM NOT REQUIRED TO BE FILED BY THE GENERAL BAR DATE

The Bar Date Order further provides that the following Entities need not file proofs of claim by the General Bar Date with respect to the claims described below:

- (a) any Entity that already has properly filed a proof of claim against Debtor **in accordance with the procedures described in this Notice;**
- (b) any Entity (i) whose Claim against Debtor is not listed as "disputed," "contingent," or "unliquidated" in the Debtor's Schedules; and (ii) that agrees with the nature, classification, and amount of its Claim as identified in the Debtor's Schedules;
- (c) any Entity whose Claim against Debtor previously has been allowed by, or paid pursuant to, an order of the Court;

PROOFS OF CLAIM NOT REQUIRED TO BE FILED BY THE ADMINISTRATIVE BAR DATE

In addition, the Bar Date Order provides that the following Entities, whose claims otherwise would be subject to the Administrative Claims Bar Date, need not file proofs of claim by the Administrative Claims Bar Date with respect to the claims described below:

- (a) any professional retained in the Debtor's chapter 11 case pursuant to section 327 or 1103 of the Bankruptcy Code;
- (b) the U.S. Trustee, on account of claims for fees payable pursuant to 28 U.S.C. § 1930;
- (c) any entity that already has filed a request for allowance of an administrative expense claim with this Court; and
- (d) any entity that has an administrative expense claim which has been allowed by an order of this Court or that previously was paid by Debtor.

In addition, the Administrative Claims Bar Date does not apply to any prepetition claims against Debtor which are subject to other applicable bar dates.

No Requirement For Stockholders or Other Interest Holders to File Proofs of Interest

Any Entity holding an interest in Debtor (an "Interest Holder"), which interest is based exclusively upon the ownership of common or preferred stock in a corporation; or warrants or rights to purchase, sell, or subscribe to such a security or interest (any such security or interest being referred to in this Notice as an "Interest"), need not file a proof of interest on or before the General Bar Date as Debtor does not anticipate there will be any recovery to the Interest Holders. Interest Holders that wish to assert Claims against Debtor that arise out of or relate to the ownership or purchase of an Interest, including Claims arising out of or relating to the sale, issuance, or distribution of the Interest, must file proofs of claim on or before the General Bar Date, unless another exception identified in this Notice applies.

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any Entity that fails to file a proof of claim (whether for a prepetition or postpetition Claim) by the applicable Bar Date described in this Notice shall be:

(a) forever barred, estopped and enjoined from asserting any Claim against Debtor that the Entity has that (i) is in an amount that exceeds the amount, if any, that is identified in the Debtor's Schedules on behalf of such Entity as undisputed, noncontingent, and liquidated; or (ii) is of a different nature, different classification or different priority (including any administrative claim) than any Claim identified in the Schedules on behalf of such Entity (any such Claim being referred to herein as an "Unscheduled Claim");

(b) forever barred, estopped and enjoined from participating in any distribution from Debtor's estate with respect to such Unscheduled Claim; and

(c) bound by the terms of (i) any chapter 11 plan that may be confirmed by the Court in Debtor's chapter 11 case or (ii) any other order that authorizes the winding up of Debtor's estate.

RESERVATION OF RIGHTS

Debtor reserves the right to (i) dispute, or to assert offsets or defenses to, any filed Claim or any Claim listed or reflected in the Debtor's Schedules as to nature, amount, liability, classification, or otherwise; and (ii) subsequently designate any Claim as disputed, contingent, or unliquidated. Nothing contained in this Notice shall preclude Debtor from objecting to any Claim, whether scheduled or filed, on any grounds.

PROCEDURE FOR FILING PROOFS OF CLAIM

A signed original of a completed proof of claim, together with any accompanying or supporting documentation, must be delivered to DCA, so as to be received no later than 5:00 p.m., prevailing Eastern Time, on the applicable Bar Date.

If your claim arose on or before April 22, 2009, you may use Official Bankruptcy Form No. 10 to file Claims. In addition, a general proof of claim form (the "General Claim Form") is included with this Notice. The General Claim Form substantially complies with Official Bankruptcy Form No. 10 and can be used to assert a claim against Debtor. If your claim arose after April 22, 2009, an administrative proof of claim form (the "Administrative Proof of Claim Form") is included with this Notice and has been approved for use in the Debtor's chapter 11 case.

All filed proofs of claim must (i) be written in English; (ii) be denominated in lawful currency of the United States, based upon the exchange rate in effect as of 7:00 a.m. (prevailing Eastern time) on April 22, 2009, if applicable; and (iii) conform substantially with the appropriate proof of claim form as described above. Proofs of claim may be submitted in person or by courier service, hand delivery, or mail addressed to DCA at the foregoing address. Any **proof of claim submitted by facsimile or e-mail will not be accepted and will not be deemed filed until the proof of claim is submitted by one of the methods described in the foregoing sentence.** Proofs of claim will be deemed filed only when actually received by DCA. If you wish to receive acknowledgement of DCA's receipt of your proof of claim, you must also submit by the applicable Bar Date and concurrently with submitting your original proof of claim (a) a copy of your original proof of claim; and (b) a self-addressed, stamped return envelope. Proofs of claim must include all documentation required by Bankruptcy Rules 3001(c) and 3001(d) and the relevant proof of claim form, including an original or a copy of any written document that forms the basis of the Claim or, for secured Claims, evidence that the alleged security interest has been perfected.

ADDITIONAL INFORMATION

If you require additional information regarding the filing of a proof of claim, you may contact DCA directly by writing Delaware Claims Agency LLC, 230 N. Market St., Wilmington, DE 19801-2528. The claims register for Debtor will be available for review during normal business hours in DCA's offices at the address identified above. Additional copies of the proof of claim form which you should use may be obtained by calling DCA.

YOU MAY WISH TO CONSULT AN ATTORNEY REGARDING THIS MATTER.

Dated: December __, 2009

BY ORDER OF THE COURT.

EXHIBIT 2

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE	PROOF OF CLAIM
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Name of Debtor: WATER'S EDGE ONE, L.L.C.	Case Number: 09-11394 (MFW)
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NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where notices should be sent:	
Telephone number:	

Name and address where payment should be sent (if different from above):	<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
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Telephone number:	<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
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1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.	5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim.
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Basis for Claim: _____ (See instruction #2 on reverse side.)	<input type="checkbox"/> Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
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3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)	<input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507(a)(4).
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4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: Value of Property: \$ _____ Annual Interest Rate ____% Amount of arrearage and other charges as of time case filed included in secured claim, If any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____	<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. §507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. §507(a)(____).
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6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:	Amount entitled to priority: \$ _____ *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
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Date:	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.	FOR COURT USE ONLY
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Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and

state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary, FRBP 3001(e) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. § 101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

SUBMITTING PROOF OF CLAIM FORM:

Submit original and one (1) copy of proof of claim form with any attachments to Delaware Claims Agency LLC, 230 N. Market St., Wilmington, DE 19801-2528. Attention: Water's Edge One L.L.C./Opus South Corporation Claims. Do not include this page. To receive acknowledgment of receipt, an additional copy (original + 2 copies) must be provided along with a self-addressed stamped envelope.

EXHIBIT 3

UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE		ADMINISTRATIVE EXPENSE PROOF OF CLAIM
In re: Waters Edge One, L.L.C. Debtor.	Chapter 11 Case No. 09-11394 (MFW)	
<p>NOTE: This form should only be used to make a claim for an administrative expense for goods delivered or services performed for Waters Edge One, L.L.C. for the period April 27, 2009 through and including November 30, 2009.</p>		
Name and address of Creditor: Telephone number:	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	THIS SPACE IS FOR COURT USE ONLY
Identify name of creditor, address and person in whom notices must be served (Check box if: <input type="checkbox"/> replaces address above <input type="checkbox"/> additional address) Name: _____ Company Firm: _____ Address: _____		
Account or other number by which creditor identifies debtor:	Check here if this claim: <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated _____	
1. Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other _____ (explain)	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(m) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Last Four Digits of your SSN: _____ Unpaid compensation for services performed from _____ (date) to _____ (date)	
2. Date debt was incurred: _____	3. If court judgment, date obtained: _____	
4. Please review the enclosed Order of the Bankruptcy Court		
5. Total Amount of Administrative Claim: \$ _____ <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of, and supporting documentation for, all interest or additional charges.		
6. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. 7. Supporting Documents: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. 8. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and a copy of this proof of claim. The Administrative Expense Claim must be filed and actually received on or before January 20, 2010 at 4:00 p.m. (Eastern Time). Send to: Delaware Claims Agency L.L.C., 250 N. Market St., Wilmington, DE 19801-2529. Attention: Waters Edge One L.L.C., Opus South Corporation Claims	THIS SPACE IS FOR COURT USE ONLY	
Date _____	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____	
<p><i>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. U.S.C. §§ 157 and 3571.</i></p>		