

Attachment 2

GRANT OF CAPACITY AND
OPTION TO PURCHASE AGREEMENT

This Agreement is made this 8th day of November 2010, by and between

DEER HAVEN, LLC, a New Jersey limited liability company, as Optionor

and

POCONO LAKEFRONT, LLC, a Pennsylvania limited liability company, as Optionee

WHEREFORE, the parties hereto have entered into a Purchase and Sale Agreement dated October 27, 2010 (the "Agreement") whereby Pocono Lakefront is to acquire lands of Deer Haven as well as Haven Development, LLC, located in Palmyra Township, Pike County, Pennsylvania, hereinafter the Lakefront Properties; and

WHEREFORE, the Lakefront Properties are served with public water and public sewer which are operated under the jurisdiction of the PA Public Utility Commission (the "PUC") which issued Certificates of Public Convenience to Deer Haven for the Water Company and the Sewer Company; and

WHEREFORE, Pocono Lakefront, LLC is this date completing settlement on the Lakefront Properties and, as part of the Agreement, Deer Haven has agreed to grant capacity for both water and sewer services to Pocono Lakefront; and

WHEREAS, Deer Haven has also agreed to give Pocono Lakefront, in consideration of the purchase of the Lakefront Properties by Pocono Lakefront, the option to acquire the water and sewer companies, provided such acquisition is approved by the PUC.


NOW THEREFORE, the parties hereto to by legally bound hereby and do mutually agree and covenant as follows:

1. Deer Haven hereby grants and reserves unto Pocono Lakefront, LLC, its successors and assigns, for consideration of One (\$1.00) Dollar, plus other valuable consideration, the right to have capacity from its water system, as well as to accept and treat sewage in its wastewater treatment plant, for up to 325 residential units. It is agreed and understood that this number includes the capacity for 120 units currently held by Lake View Land & Cattle, Inc. for a parcel adjacent to the Lakefront Properties.
2. Once Pocono Lakefront develops its property and sells dwelling units, those dwelling units shall be required to pay applicable water and sewer rates approved by the PUC.
3. Deer Haven hereby grants to Pocono Lakefront, in consideration of One (\$1.00) Dollar and the consideration provided by the Agreement, an Option to Purchase the Deer Haven Water Company and the Deer Haven Sewer Company, subject to the approval by the PUC of the transfer of the Certificates of Public Convenience to Pocono Lakefront. Deer Haven agrees to fully cooperate with Pocono Lakefront in obtaining approval from the PUC.

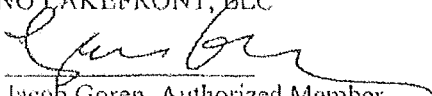
4. This Option to Purchase cannot be assigned without the written consent of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 8th day of November 2010.

DEER HAVEN, LLC

by: 
Shmuel Shahar, Authorized Member

POCONO LAKEFRONT, LLC

by: 
Jacob Goren, Authorized Member

STATE OF PENNSYLVANIA
COUNTY OF PIKE

ON THIS, the 8th day of November A.D. 2010, before me appeared SHMUEL SHAHAR, who acknowledged himself to be the Authorized Member of DEER HAVEN, LLC, a New Jersey limited liability company, and that he as such, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of Deer Haven, LLC

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


NOTARY PUBLIC

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Deborah Waldron, Notary Public
Palmyra Twp, Pike County
My commission expires July 11, 2014

Instrument 201000010111 OR Book Page 2350 1864

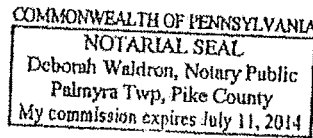
STATE OF PENNSYLVANIA

COUNTY OF PIKE

ON THIS, the 8 day of November, A.D. 2010, before me appeared JACOB GOREN, who acknowledged himself to be the Authorized Member of POCONO LAKEFRONT, LLC, a Pennsylvania limited liability company, and that he as such, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of Pocono Lakefront, LLC

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Deborah Waldron
NOTARY PUBLIC



201000010111
Filed for Record in
PIKE COUNTY, PA
SHARON SCHRÖEDER, RECORDER OF DEEDS
11-17-2010 AT 03:53 PM.
AGREEMENT 42.00
OR Book 2350 Page 1862 - 1864

The address of the within Optionee is:

865 Route 507
Greentown PA 18426

Sharon Schroeder

I hereby CERTIFY that this document is recorded in the Recorder's Office of Pike County, Pennsylvania.



Sharon Schroeder
Sharon Schroeder,
Recorder of Deeds