

Exhibit "A-1"

TRACT II:

Utilities Easement

An easement (the "Utilities Easement") over, across, under and through all or any portion of the subject property as described in the Limited Warranty Deed of Southeast Holding Company, Ltd. dated December 31, 1985, recorded in Deed Book 112, pages 30-176 Pickens County, Georgia Records and in Deed Book 87, Pages 31 - 183, Dawson County, Georgia Records and as amended by that Amendment to Limited Warranty Deed dated January 1, 1987, recorded in Deed Book 126, Pages 511-574, Pickens County, Georgia Records and in Deed Book 99, Pages 125-128, Dawson County, Georgia Records, to tap onto, use, inspect, maintain, repair, operate, and extend any and all utility lines, poles, wires, pipes, transformers, and other facilities necessary or appropriate to the transmission, distribution, flow and delivery of electric current, water, telephone communications, cable television, gas, storm sewage, and sanitary sewage that may now or hereafter exist over, under, across or through such property, together with the right to construct, use, inspect, maintain, repair, operate and extend additional such facilities over, under, across and through such property.

Water Easement

An easement (the "Water Easement") over, across, under and through all or any portion of such property as described in the Utilities Easement (a) to locate, maintain, repair, remodel, improve, and replace wells, pumping stations, water treatment facilities, irrigation facilities, water storage tanks, and other similar equipment and facilities for the drawing, treatment, storage, and transportation of water; (b) to draw remove, transport, store, treat and sell any and all water now or hereafter located in any and all lakes and streams now or hereafter located on such property for the purpose of using said water as drinking water, for irrigation, or any other use whatsoever, including without limitation, the right to sell any and all such water for a profit and to keep all proceeds of sales; (c) to discharge treated waste water into any and all lakes and streams now or hereafter located on such property; and (d) to locate construct, operate, maintain, repair, improve, remodel, and replace facilities for the drainage, retention, discharge, or treatment of surface waters on such property. This Water Easement shall be limited to use in providing water to properties now or hereafter subject to the Amended and Restated General Declaration of Covenants and Restrictions dated March 26, 1988, recorded July 7, 1988, in Deed Book 139, Page(s) 390-437, Pickens County Records and on July 13, 1988 in Deed Book 111, Page(s) 281-328, Dawson County Records, as the same may be amended from time to time.