

\$25,000,000
ASSESSMENT REVENUE BONDS
SERIES 2004

VILLAGE AT SANDHILL
IMPROVEMENT DISTRICT
(RICHLAND COUNTY, SOUTH CAROLINA)

DEVELOPER'S CONTINUING DISCLOSURE STATEMENT

Statement #4

Attn: Keenan Rice
MuniCap, Inc.
8340 Governor Ridgley Lane
Ellicott City, MD 21043

In accordance with the "Continuing Disclosure Agreement" (the "Disclosure Agreement") by and between the undersigned, Village at Sandhill, LLC (the "Developer") and MuniCap, Inc. (the "Administrator"), dated as of March 1, 2004, the Developer hereby provides the following information as of March 31, 2005. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated as of March 25, 2004. To the best of the knowledge of the undersigned:

- 1) Status of Construction and Completion of the Village at Sandhill Improvement District (*Funded through 3-31-2005*):

Public Improvement	Original Budget	Budget Changes	Revised Budget	Spent to Date	Percent Complete
Land acquisitions	\$7,922,000		\$7,922,000	\$6,972,500	88.0%
Grading, paving, and storm drainage	\$6,403,739		\$6,403,739	\$4,634,074	72.4%
Engineering and consultants	\$700,000		\$700,000	\$724,817	103.5%
Performance & payment bonds	\$161,540		\$161,540	\$70,403	43.6%
Water and sewer	\$2,187,873	-\$55,000	\$2,132,873	\$952,290	44.6%
Site lighting	\$1,917,305		\$1,917,305	\$753,388	39.3%
Contractor's overhead	\$725,000		\$725,000	\$519,916	71.7%
Contractor's fee	\$410,000		\$410,000		0.0%
Contractor's general conditions	\$690,000		\$690,000	\$75,545	10.9%
Landscaping	\$588,640		\$588,640	\$329,881	56.0%
Traffic signals	\$500,000		\$500,000	\$206,300	41.3%
CSX crossing	\$525,000		\$525,000	\$20,933	4.0%
Signage	\$259,881		\$259,881	\$592,919	228.2%
Miscellaneous	\$45,000	\$55,000	\$100,000	\$109,030	109.0%
Construction management	\$2,345,000		\$2,345,000	\$1,530,000	65.2%
Total Eligible Costs	\$25,380,978	\$0	\$25,380,978	\$17,491,996	68.9%
<i>Less</i> Other Funds	(\$4,308,827)		(\$4,308,827)	(\$0)	0%
Total Bond Funded Costs	\$21,072,151		\$21,072,151	\$17,491,996	83.0%

- 2) Status of Development:
 - a) The 2004 Project: There have been no material changes in the plan to develop the District as described in the Limited Offering Memorandum under the heading "THE 2004 PROJECT; 2004 PROJECT"
 - b) The Development: The current development update is attached as Exhibit A.
- 4) Zoning or Land use Entitlement Changes: There have been no changes to the zoning or land use entitlement or any other matter that would have a material adverse impact on land values, development potential or the likelihood of the timely payment of the Assessments.
- 5) Legislative, Administrative or Judicial Challenges: There have been no legislative, administrative, or judicial challenges to the construction of the 2004 Project or the development of the district.
- 6) Notice of Default: There has been no formal written notice of default under any construction loan that finances any portion of the 2004 Project.
- 7) Material changes to the Form of Ownership of the Developer: There have been no material changes in the form, organization or ownership of the developer or any affiliate of the developer who owns property in the district as described in the Limited Offering Memorandum under the heading "THE DEVELOPER."

VILLAGE AT SANDHILL, LLC

By: Village at Sandhill, LLC

By: signature on file

Title: _____

Date: 6-14-2005

EXHIBIT A
DEVELOPMENT OVERVIEW

**EXHIBIT A
DEVELOPMENT OVERVIEW**

THEME	PRODUCT	SALE OR LEASE	ACRES	TOTAL EXPECTED SF/UNITS	STATUS (SF/UNITS)		LEASE TERM (YEARS)	RENTAL /SALES RATES (PSF)	ANTICIPATED DEVELOPMENT TIMELINE ¹
					LEASED	PENDING			
1: RETAIL									
The Forum									
Phase I	4 Retail "Big Boxes"	For Lease	18.5	150,000	88,300sf	-0-sf	5 to 10	\$8-32	100,000sf to open Q3 2004. Rest to open Q4 2005.
Phase II	4 Retail "Big Boxes"	For Lease	16	185,000	98,000	100,000sf	TBD	TBD	Construction to start Q3 2005 and complete Q4 2006.
The Marketplace									
Phase I	Grocery Anchored Retail	For Lease	11	100,000	92,052sf	6,000sf	5 to 20	\$11-30	Construction complete
Phase II	Grocery Anchored Retail	For Lease	2.5	35,000	Marketing has not commenced		TBD	TBD	Construction to start Q2 2006 and complete Q4 2006.
The Town Center									
Phase I	Retail and 16 Screen Theater ² (sold 12-2004)	For Lease	25	205,000	65,787 sf 26,000sf	29,416sf	5 to 10	\$15-45	Construction to start Q4 2004 and complete Q3 2005. Sold land Q4 2004 - Theater to opened Q2 2005.
Phase II	Apartment Units	For Lease		50 units	Marketing has not commenced		TBD	TBD	Construction to start Q1 2006 and complete Q4 2006.
Phase I I	Office Space	For Lease		18,000	Marketing has not commenced		TBD	TBD	Construction to start Q1 2006 and complete Q4 2006.
Phase II	Department Store/Belk, Parisian	For Lease	20	250,000	Marketing has begun		TBD	TBD	Construction to start Q2 2006 and complete Q4 2006.
Outparcel Sales									
Phase I	12 Freestanding Retail Pads	For Sale/For Lease	18	5,000-10,000	2 outparcels leased 1 pad sold	2 pads	5 to 20	\$16-20 psf of land	Construction started, ready for delivery Q3 2004.
Phase II	Home Depot	For Sale	10.67	110,000	Sale closing Q2 2005		NA	TBD	Construction to start Q3 2005 and complete Q1 2006.
Phase II	Hotel	For Sale	3	70,000	Discussions have started		TBD	TBD	TBD
2: OFFICE AND RESIDENTIAL									
Phase III	Residential	For Sale	60	1,000 units	Marketing has not commenced		TBD	TBD	TBD
Phase III	Office Buildings	For Sale	50	500,000	Marketing has not commenced		TBD	TBD	TBD

¹ The development timeline for future phases is contingent upon the absorption of Phase 1 and is based upon the developer's best estimate.

² The ground for theater was sold December 2004.