



**STATE OF HAWAII**  
DEPARTMENT OF BUSINESS, ECONOMIC DEVELOPMENT & TOURISM  
**LAND USE COMMISSION**

P.O. Box 2359  
Honolulu, HI 96804-2359  
Telephone: 808-587-3822  
Fax: 808-587-3827

July 23, 2002

Michael J. Belles, Esq.  
Belles, Graham, Proudfoot & Wilson  
Watumull Plaza  
4334 Rice Street, Suite 202  
Lihue, Hawaii 96766-1388

Subject: LUC Docket No. A00-731/Destination Villages Kauai, A Limited Liability Company

This is to acknowledge receipt of your letters dated April 5, 2002, and July 11, 2002, providing additional clarification and documentation in regard to the ownership and development interests of the property approved in the subject docket. We request that upon the execution of the Kapalawai Development Lease, a copy of said document be provided to our office.

If you wish to amend the name of the docket to reflect the change in the developer entity to Kapalawai Resort, LLC, we suggest that a motion to amend the docket's name be submitted to our office, pursuant to section 15-15-70, Hawaii Administrative Rules.

Please feel free to contact Bert Saruwatari of my office at 587-3822, should you require clarification or any further assistance.

Sincerely,

A handwritten signature in black ink, appearing to read "Bert Saruwatari".

 ANTHONY J. H. CHING  
Executive Officer

**BELLES GRAHAM  
PROUDFOOT & WILSON**

ATTORNEYS AT LAW

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4334 RICE STREET, SUITE 202  
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Federal I.D. No. 99-0317663

July 11, 2002

Mr. Anthony J. H. Ching  
Executive Officer  
Land Use Commission, State of Hawaii  
P. O. Box 2359  
Honolulu, Hawaii 96804-2359

2002 JUL 16 A 8:35  
LAND USE COMMISSION  
STATE OF HAWAII

Attn: Mr. Bert Saruwatari

Re: LUC Docket No. A00-731  
Destination Villages Kauai, a Limited Liability Company

Dear Mr. Ching:

Subsequent to my communication to you, dated April 5, 2002, regarding the above-referenced Docket, I obtained a copy of a Quitclaim Deed involving the Robinson Family Partnership ("RFP") and Gay & Robinson, Inc. ("G&R") dated December 12, 2001, wherein G&R quitclaimed any and all of its interest in the property, which is the subject of Docket No. A00-731.

Therefore, I hereby transmit to you, for your records and files, a copy of the Quitclaim Deed between RFP and G&R, dated December 18, 2001.

In the event you have any questions regarding this matter, or if you are in need of any additional information or clarification regarding this issue, please feel free to contact me at any time.

Very truly yours,

**BELLES GRAHAM  
PROUDFOOT & WILSON**



Michael J. Belles

MJB:spc  
Enclosure

cc: Mr. Warren Robinson (with enclosure)  
Mr. Lewis P. Geyser (with enclosure)

LAND USE COMMISSION  
STATE OF HAWAII

2002 JUL 16 A 8:35

THE ORIGINAL OF THE DOCUMENT  
RECORDED AS FOLLOWS  
STATE OF HAWAII

BUREAU OF CONVEYANCES  
DATE DEC 21 2001 TIME 8:00  
DOCUMENT NO. 2001-201640

LAND COURT SYSTEM

REGULAR SYSTEM

After Recordation, Return by: Mail ( ) Pickup ( )

TYPE OF DOCUMENT:

QUITCLAIM DEED

PARTIES TO DOCUMENT:

GRANTOR: GAY & ROBINSON, INC., a Hawaii corporation  
GRANTEE: ROBINSON FAMILY PARTNERS, a Hawaii general partnership  
P. O. Box 88  
Makaweli, Kauai, Hawaii 96769

TAX MAP KEY FOR PROPERTY:

(4) 1-7-05-01

**QUITCLAIM DEED**

GAY & ROBINSON, INC., a Hawaii corporation, whose principal place of business is Kaunakani, Kauai, Hawaii, and whose mailing address is P. O. Box 156, Kaunakani, Kauai, Hawaii 96747, hereinafter called the "Grantor", in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to the Grantor paid by ROBINSON FAMILY PARTNERS, a Hawaii general partnership, whose principal place of business is Makaweli, Kauai, Hawaii, and whose mailing address is P. O. Box 88, Makaweli, Kauai, Hawaii 96769, hereinafter called the "Grantee", the receipt of which is acknowledged, remises, releases and quitclaims unto the Grantee, as a tenant in severalty, its successors and assigns, an undivided Two and 8976/10,000 percent (2.8976%) interest in the property described in attached Exhibit "A", hereinafter called the "property".

AND the reversions, remainders, rents, issues and profits and all of the estate, right, title and interest of the Grantor, both at law and in equity, in and to the property.

TO HAVE AND TO HOLD the property, including the improvements thereon, and all rights, easements, privileges and appurtenances belonging or appertaining to or held and enjoyed with the property, unto the Grantee according to the tenancy set forth herein, forever.

The Grantee is acquiring the 2.8976% interest in the property described herein in completion of a real property exchange pursuant to Section 1033 of the United States Internal Revenue Code, as amended.

This instrument and the respective covenants of the Grantor and the Grantee shall be binding on and inure to the benefit of the Grantor and the Grantee, respectively. The terms "Grantor" and "Grantee" as and when used herein, or any pronouns used in place thereof, shall mean and include the singular or plural number, individuals, partnerships, trustees and corporations, and each of their respective heirs, personal representatives, successors and assigns. All covenants and obligations undertaken by two or more persons shall be deemed to be joint and several unless a contrary intention is clearly expressed herein.

IN WITNESS WHEREOF, the Grantor has duly executed this instrument this 18th day of December, 2001.

GAY & ROBINSON, INC.,  
a Hawaii corporation

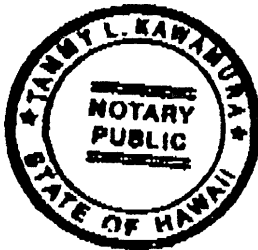
By E. Alan Kennett  
Name: E. Alan Kennett  
Its President

By Clement K. L. Lum  
Name: Clement K. L. Lum  
Its Treasurer

Grantor

STATE OF HAWAII )  
 ) SS:  
COUNTY OF KAUAI )

On this 18<sup>th</sup> day of December, 2001, before me appeared E. Alan Kennett and Clement K.L. Lum, to me personally known, who, being by me duly sworn, did say that they are the President and Treasurer, respectively, of GAY & ROBINSON, INC., a Hawaii corporation, and that said instrument was signed in behalf of said corporation by authority of its Board of Directors, and the said officers acknowledged said instrument to be the free act and deed of said corporation.



Tammy L. Kawamura  
Name of Notary: Tammy L. Kawamura  
Notary Public, State of Hawaii.

My commission expires: 10/10/03

EXHIBIT "A"**LOT 1 and LOT 2  
(Outer Boundary)**

ALL of that certain parcel of land being Lot 1 & Lot 2 of Tax Map Key: (4th Div): 1-7-05: of parcel 1 situate at the Southwest side of Kaumualii Highway at Makaweli, District of Waimea, Island and County of Kauai, State of Hawaii, being a portion of Royal Patent Grant 4476, Land Commission Award 7713, being more fully described as follows:

Beginning at a ½ inch diameter pipe at the Northwest corner of this Lot 2 being also the East corner of "KAPALAWAI" and being also on the South side of the Old Government Road, the coordinates of said point of beginning referred to Government Survey Triangulation Station "FUU LANI" being 1055.88 feet South and 22498.64 feet West and running by azimuths measured clockwise from true South:

1. 300° 43' 58" 404.31 feet along the South side of the Old Government Road being also the mauka side of the existing rock wall to a pipe;
2. 300° 04' 644.43 feet along same to a pipe set on the South side of Kaumualii Highway;

Thence along the South side of Kaumualii Highway on a curve to the right having a radius of 2660.00 feet the direct chord azimuth and distance being:

3. 320° 24' 25" 451.05 feet;
4. 55° 16' 14" 10.00 feet being a jog on the South side for Kaumualii Highway to a pipe;

Thence along the South side of Kaumualii Highway jog on a curve to the right having a radius of 2650.00 feet the direct chord azimuth and distance being:

5. 326° 51' 44" 147.21 feet;
6. 238° 27' 14" 10.00 feet along the jog to the South side of Kaumualii Highway;

Thence along the South side of Kaumualii Highway on a curve to the right having a radius of 2660.00 feet the direct chord azimuth and distance being:

7. 336° 59' 37" 789.99 feet to a pipe;
8. 75° 32' 10.00 feet along a jog to a pipe;
9. 345° 32' 165.79 feet along the Southwest side of Kaumualii Highway to a pipe;

Thence along the same on a curve to the left having a radius of 5550.00 feet the direct chord azimuth and distance being:

10. 341° 32' 26" 772.93 feet over and across Aakukui stream to a pipe;
11. 45° 43' 411.66 feet along Lot A to a pipe;
12. 1° 03' 147.30 feet along Lot A to a pipe;
13. 87° 19' 29.65 feet along Lot A to a pipe;
14. 66° 33' 291.40 feet along Lot A and crossing over a pipe at 273.40 to a rock revetment on the East side of Aakukui Stream;
15. 174° 37' 30" 53.69 feet over and across Aakukui Stream to a pipe;
16. 246° 33' 90.00 feet along the West side of Aakukui Stream to a pipe;

Thence meandering along the seashore (as of July 30, 1992) for the next twenty (20) courses, the direct azimuths and distances between points being:

17. 140° 36' 03" 69.15 feet;

18.	159°	17'	295.80 feet;
19.	148°	45'	137.50 feet;
20.	140°	42'	442.70 feet;
21.	126°	16'	493.70 feet;
22.	113°	20'	194.60 feet over and across Mahikona Stream;
23.	97°	32'	191.50 feet;
24.	84°	43'	382.70 feet;
25.	97°	39'	513.30 feet;
26.	105°	59'	420.50 feet;
27.	113°	01'	229.00 feet;
28.	101°	46'	128.20 feet;
29.	98°	25'	347.00 feet;
30.	94°	27'	204.50 feet;
31.	107°	28'	324.30 feet;
32.	100°	13'	97.20 feet;
33.	130°	20'	203.90 feet;
34.	164°	27'	184.50 feet;
35.	166°	42'	366.00 feet;
36.	150°	09'	65.78 feet to a concrete slab (found).
37.	234°	12'	226.00 feet along Parcel 4 to a 1½ inches in diameter pipe (found);



38. 290° 14' 51.18 feet along same to a pipe at the beginning of a rock wall;

Thence following along the West side of a rock wall for the next five (5) courses as follows:

39. 272° 27' 156.00 feet to a pipe;

40. 268° 47' 149.10 feet to a pipe;

41. 269° 50' 348.00 feet to a 1½ inch diameter pipe (found);

42. 228° 14' 30" 554.00 feet to a pipe;

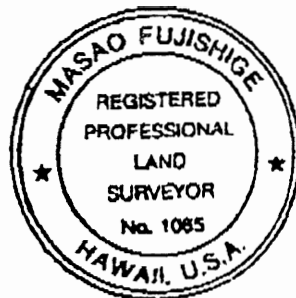
43. 226° 02' 310.60 feet to a 1 inch diameter pipe found close to the base of a Date Palm;

44. 194° 54' 12" 808.19 feet along Parcel 4 being also the west side of an existing rock wall;

45. 137° 04' 11" 39.31 feet along same to a one inch (1") dia. pipe (found) being also on the south side of the old Government Road;

46. 307° 12' 38" 485.09 feet along the South side of the old Government Road, being also on the mauka side of the existing rock wall to pipe;

47. 302° 54' 20" 882.33 feet along same to the point of beginning and containing an Area of 170.578 Acres more or less.



*Masao Fujishige*  
 Masao Fujishige,  
 Licensed Land Surveyor,  
 Certified No. 1065

December 20, 1995.

06/04/2002

Being the same property conveyed to Grantor herein by Order Terminating Possession And Control of Real Estate, filed in the Circuit Court of the Fifth Circuit, State of Hawaii, on December 19, 1995, in P. No. 88-0050, and recorded in the Bureau of Conveyances of the State of Hawaii as Document No. 95-165944.

**BELLES GRAHAM  
PROUDFOOT & WILSON**

ATTORNEYS AT LAW

WATUMULL PLAZA  
4334 RICE STREET, SUITE 202  
LIHUE, KAUAI, HAWAII 96766-1388

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MAX W.J. GRAHAM, JR.  
DAVID W. PROUDFOOT  
DONALD H. WILSON

Federal I.D. No. 99-0317663

*Best-appeal action*

ASSOCIATE  
PAMELA P. RASK  
OF COUNSEL  
JONATHAN J. CHUN

2002 APR - 9 A 11:00  
LAND USE COMMISSION  
STATE OF HAWAII

April 5, 2002

Mr. Anthony J. H. Ching  
Executive Officer  
Land Use Commission, State of Hawaii  
P. O. Box 2359  
Honolulu, Hawaii 96804-2359

Re: LUC Docket No. A00-731  
Destination Villages Kauai, a Limited Liability Company

Dear Mr. Ching:

In response to your correspondence dated October 9, 2001, wherein you requested additional information and clarification regarding the new Option Agreement with Kapalawai Resort, LLC, we provide the following explanation and supplemental information.

As you correctly noted in your review of the new Option Agreement, Mr. Lewis P. Geyser serves as a member of the Kapalawai Resort, LLC, together with the other member, Robinson Family Partnership.

Thus, it is intended that Kapalawai Resort, LLC succeeds to all of the rights and obligations of Destination Villages, LLC in LUC Docket No. A00-731. As such, Destination Villages, LLC no longer possesses any rights or interest in the subject docket.

Finally, in response to your request for clarification regarding the ownership status of Mr. Bruce B. Robinson, I enclose herewith, for your records and files, a copy of the consent to the Option Agreement executed by Mr. Bruce B. Robinson, and dated October 18, 2001.

I hope that the foregoing adequately responds to your inquiries. In the event you have any questions regarding the foregoing, or if you are in need of any additional information or clarification regarding this matter, please feel free to contact me at any time.

Very truly yours,

**BELLES GRAHAM  
PROUDFOOT & WILSON**



Michael J. Belles

MJB:spc

Enclosure

cc: Mr. Warren Robinson (with enclosure)  
Mr. Bruce B. Robinson (with enclosure)  
Mr. Lewis P. Geyser (with enclosure)

{W:\DOCS\26357\1\W0054007.DOC}

October 18, 2001

Mr. Lewis P. Geysler  
Kapalawai Resort, LLC  
4439 Via Abridada  
Santa Barbara, CA 93110

Re: Option Agreement dated September 10, 2001 ("Option Agreement") between  
Robinson Family Partners and Gay & Robinson, Inc., as optionor, and Kapalawai  
Resort, LLC, as optionee

Dear Mr. Geysler:

As the fee owner of a portion of the Premises described in the Option Agreement, this is to confirm that I have examined and do not object to the Option Agreement.

  
Bruce B. Robinson