



# EXHIBIT 2

**DOUBLE SYSTEM**

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25  
1/26

L-323

STATE OF HAWAII  
OFFICE OF ASSISTANT REGISTRAR  
RECORDED

DEC 08, 1995 02:30 PM

Doc No(s) 2277111

on Cert(s) AS LISTED HEREIN  
Issuance of Cert(s) 466.413

/s/ CARL T. WATANABE  
ASSISTANT REGISTRAR

CONVEYANCE TAX: \$62808.30

R-597

STATE OF HAWAII  
BUREAU OF CONVEYANCES  
RECORDED

DEC 08, 1995 02:30 PM

Doc No(s) 95-159453

/s/ CARL T. WATANABE  
ACTING  
REGISTRAR OF CONVEYANCES

W

LAND COURT SYSTEM

REGULAR SYSTEM

AFTER RECORDATION, RETURN BY MAIL ( ) PICK-UP (x):

CASTLE & COOKE LAND COMPANY, INC.  
P. O. Box 2990  
Honolulu, Hawaii 96802

D/S  
30  
25  
1

(11)

Ed King 544908

**DEED**

THIS DEED, made this 8th day of December,  
1995, by and between LANAI RESORT PARTNERS, a California general  
partnership, whose business and post office address is 650 Iwilei  
Road, Honolulu, Hawaii 96817, hereinafter called the "Grantor",  
and HAWAII NEWSUB, INC., a Hawaii corporation, whose business and  
post office address is 650 Iwilei Road, Honolulu, Hawaii 96817,  
hereinafter called the "Grantee",

A:050.21  
12/6/95

W I T N E S S E T H:

For Ten Dollars (\$10.00) and other valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby remise, release and quitclaim unto the Grantee, all of the Grantor's right, title and interest in and to the property described in Exhibit A attached hereto and made a part hereof (the "Property");

TOGETHER WITH all of the Grantor's rights and interests in and to any and all transferable covenants, warranties and assurances made in favor of or held by the Grantor, or given by or applicable to predecessors in title and/or other third parties, with respect to the Property or any part thereof or any interest therein, including but not limited to the right to recourse against Grantor's predecessors in interest and other third parties, excluding Grantor's affiliated entities but including the State of Hawaii pursuant to Hawaii Revised Statutes Chapter 501 and Grantor's actual title insurance coverage, if any;

TOGETHER with the rights and other matters listed in Exhibit B attached hereto and made a part hereof;

TO HAVE AND TO HOLD the same, together with all the buildings and improvements thereon, and the tenements, rights, easements, privileges and appurtenances thereunto belonging or appertaining or held and enjoyed therewith, unto the Grantee, its successors and assigns, forever.

The terms "Grantor" and "Grantee," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations and each of their respective successors, successors in trust, heirs, devisees, legal representatives and assigns, according to the context thereof.

IN WITNESS WHEREOF, the Grantor and Grantee have executed these presents as of the day and year first above written.

LANAI RESORT PARTNERS,  
a California general partnership

By Lanai Company, Inc.,  
a Hawaii corporation,  
Managing General Partner

By   
\_\_\_\_\_  
KEVIN R. SHANEY  
Its Vice President

By   
\_\_\_\_\_  
BERT T. KIDD  
Its Assistant Secretary

Grantor

HAWAII NEWSUB, INC.,  
a Hawaii corporation

By   
\_\_\_\_\_  
KEVIN R. SHANEY  
Its Vice President

By   
\_\_\_\_\_  
BERT T. KIDD  
Its Assistant Secretary

Grantee

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On this 8th day of December, 1995, before me appeared KEVIN R. SHANEY and BERT T. KIDO, to me personally known, who being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of LANAI COMPANY, INC., a Hawaii corporation; the managing general partner of LANAI RESORT PARTNERS, a California general partnership; that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and said officers acknowledged the instrument to be the free act and deed of said partnership.

Cynthia K. Kellam <sup>6</sup>  
Notary Public, State of Hawaii  
My commission expires: 3/22/98

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On this 8th day of December, 1995, before me appeared KEVIN R. SHANEY and BERT T. KIDO, to me personally known, who being by me duly sworn, did say that they are the Vice President and Assistant Secretary, respectively, of HAWAII NEWSUB, INC., a Hawaii corporation; that said instrument was signed in behalf of said corporation by authority of its Board of Directors; and said officers acknowledged the instrument to be the free act and deed of said corporation.

Cynthia K. Kellam <sup>6</sup>  
Notary Public, State of Hawaii  
My commission expires: 3/22/98

EXHIBIT A

FIRST:

THOSE certain parcels of land situate on the Island of Lanai, State of Hawaii,  
being more particularly described as follows:

LOT	MAP NO.	LAND COURT APPLICATION NO.	TCT NO.
832	81	862	323848
839	81	862	323848
873	81	862	323848
879	81	862	323848
881	81	862	323848
904	81	862	323848
905	81	862	323848
924	81	862	323848
925	81	862	323848
929	81	862	323848
931	81	862	323848
932	81	862	323848
933	81	862	323848
934	81	862	323848
935	81	862	323848
936	81	862	323848
956	81	862	323848
958	81	862	323848
959	81	862	323848
965	81	862	323848
967	81	862	323848
969	81	862	323848
1009	81	862	323848
1010	81	862	323848
1011	81	862	323848

**SECOND:**

THOSE certain parcels of land situate on the Island of Lanai, State of Hawaii,  
being more particularly described as follows:

LOT	MAP NO.	LAND COURT CONSOLIDATION NO.	TCT NO.
1	1	170	338411-
3	1	170	387360
4	1	170	387360
10	2	170	387360
15	8	170	448153
16	8	170	448153
17	8	170	448153
18	8	170	448153
19	8	170	448153
20	8	170	448153
21	8	170	448153
22	8	170	448153
23	8	170	448153
24	8	170	448153
25	8	170	448153
26	8	170	448153
27	8	170	448153
28	8	170	448153
29	8	170	448153
30	8	170	448153
31	8	170	448153
32	8	170	448153
33	8	170	448153
34	8	170	448153
35	8	170	448153
36	8	170	448153
38	8	170	448153
39	8	170	448153
40	8	170	448153
41	8	170	448153
42	8	170	448153
43	8	170	448153
44	8	170	448153
45	8	170	448153
46	8	170	448153

**THIRD:**

Being all of Lot 1, area 425 square feet, of the tract of land known as LALAKOA, as shown on map filed in the Bureau of Conveyances of the State of Hawaii, as File Plan No. 1951. Situate on the Island of Lanai, State of Hawaii.

**FOURTH:**

THOSE certain premises comprising of THE VILLAS AT KOELE - PHASE I, described in and established by Declaration of Condominium Property Regime dated May 8, 1995, filed as Document No. 2238337, as amended, being more particularly described as follows:

<b>APT NO.</b>	<b>CONDO MAP NO.</b>	<b>UNDIVIDED INTEREST</b>	<b>TCT NO.</b>
7A	1089	4.492	448153
7B	1089	5.709	448153
7C	1089	6.019	448153
7D	1089	4.492	448153
12A	1089	5.709	448153
12B	1089	6.081	448153
12C	1089	6.081	448153
12D	1089	3.778	448153
12E	1089	3.107	448153
13A	1089	3.107	448153
13B	1089	6.081	448153
13C	1089	5.709	448153
14A	1089	3.778	448153
14B	1089	3.107	448153
14C	1089	6.019	448153
14D	1089	4.492	448153
15A	1089	4.492	448153
15B	1089	6.019	448153
15C	1089	6.019	448153
15D	1089	5.709	448153

The land upon which the hereinabove described premises is located is more particularly described as Lot 37, as shown on Map 8, filed with Land Court Consolidation No. 170, being a portion of the lands described in Transfer Certificate of Title No. 448153.

**END OF EXHIBIT A**

EXHIBIT B

I. All of Grantor's right, title and interest as "Declarant", "Developer" or otherwise under the following, as amended from time to time:

<b>NAME OF DOCUMENT</b>	<b>NAME OF DECLARANT/DEVELOPER</b>	<b>DATE OF DOCUMENT</b>	<b>DOCUMENT NUMBER</b>
Declaration of Covenants, Conditions and Restrictions for Koele	Lanai Resort Partners	12/22/94	2206277
Declaration of Restrictive Covenants	Lanai Resort Partners	4/17/89	1628206 L. 23088/P. 163
Declaration of Merger of Condominium Phases (The Villas at Koele)	Lanai Resort Partners	5/8/95	2238336
The Villas at Koele - Phase I Declaration of Condominium Property Regime	Lanai Resort Partners	5/8/95	2238337

II. All of Grantor's right, title and interest under any deeds, easements, reservations, covenants, other declarations and other recorded instruments relating to the Property, Lanai, Koele, Lalakoa III or any other development project of Grantor, as any are amended from time to time.

END OF EXHIBIT B

OFFICE OF THE  
ASSISTANT REGISTRAR, LAND COURT  
STATE OF HAWAII  
(Bureau of Conveyances)

The original of this document was  
recorded as follows:

Doc T-8208436  
CT 1044093  
June 22, 2012 3:29 PM

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail ( ) Pickup ( X ) To:

Castle & Cooke, Inc.

C. Kurasaki Ph: 548-2909

Total Pages 6

Tax Map Key No.: (2) 4-9-002-001 portion

**LIMITED WARRANTY DEED**

THIS LIMITED WARRANTY DEED is made as of June 22, 2012, by **CASTLE & COOKE, INC.**, a Hawaii corporation, hereinafter called the "**Grantor**," in favor of **CASTLE & COOKE RESORTS, LLC**, a Hawaii limited liability company whose address is 680 Iwilei Rd., Suite 510, Honolulu, Hawaii 96817, hereinafter called the "**Grantee**."

**WITNESSETH:**

That for Ten Dollars (\$10.00) and other good and valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, as tenant in severalty, all of the property more particularly described in **Exhibit A** attached hereto and made a part hereof;

And the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto, including but not limited to, if any, water, minerals, metals and geothermal resources;

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

AND, in consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is lawfully seised in fee simple of the property herein described (the "Property") and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances made or suffered by the Grantor, except as set forth in **Exhibit A** and except for the lien of real property taxes not yet by law required to be paid; and that the Grantor shall **WARRANT AND DEFEND** the foregoing against the lawful claims of all persons claiming by, through, or under the Grantor, unto the Grantee and the Grantee's successors and assigns, forever.

AND the Grantor quitclaims to the Grantee all rights, title and interests reserved, granted or acquired by the Grantor or its predecessors in interest with respect to land owned by others on the island of Lanai, including but not limited to, if any, rights and interests with respect to easements, rights of way, access, water, minerals, metals, geothermal resources, and restrictive covenants.

The rights and obligations of the Grantor and the Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors, successors in trust, and assigns. The conveyance herein set forth and the warranties of the Grantor concerning the same are expressly declared to be in favor of the Grantee, and the Grantee's heirs, personal representatives, successors, successors in trust and assigns.

The terms "**Grantor**" and "**Grantee**," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations, limited liability companies or partnerships, and their and each of their respective, heirs, personal representatives, successors, successors in trust, and assigns, according to the context thereof.

This Deed is being made as a part of a larger sale of assets by the Grantor relating to the island of Lanai through which the Grantor is receiving consideration for this Deed by the transfer of assets from the Grantee and additional value from the Grantee and its affiliates.

IN WITNESS WHEREOF, the Grantor has executed these presents as of the day and year first above written.

**CASTLE & COOKE, INC.**, a Hawaii corporation

By: 

Name: HARRY A. SAUNDERS

Title: Senior Vice President

By: 

Name: RICHARD K. MIRIKITANI

Title: Vice President & Assistant Secretary

**Grantor**

STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU)

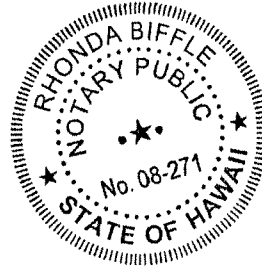
On June 21, 2012, before me personally appeared HARRY A. SAUNDERS and RICHARD K. MIRIKITANI, to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed this 6-page Limited Warranty Deed undated at time of notarization, in the First Circuit of the State of Hawaii, as the free act and deed of such persons, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

  
\_\_\_\_\_

Print Name: Rhonda Biffle

Notary Public, State of Hawaii

My commission expires: **Aug. 3, 2012**



**EXHIBIT A**

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 1, NET AREA 69,269.977 ACRES, MORE OR LESS, AS SHOWN ON MAP 1, FILED WITH LAND COURT CONSOLIDATION NO. 189 OF CASTLE & COOKE, INC.; EXCEPTING ANY PORTION OF THE LAND CREATED BY ACCRETION AND ALSO ANY PORTION LYING BELOW THE SHORELINE AS DEFINED BY HAWAII LAW AND/OR CERTIFIED BY THE STATE OF HAWAII DEPARTMENT OF LAND AND NATURAL RESOURCES.

TOGETHER WITH:

(A) A PERPETUAL RIGHT AND EASEMENTS TO BUILD, CONSTRUCT, INSTALL, MAINTAIN, OPERATE, REPAIR AND/OR REPLACE POLE AND WIRE LINES OR UNDERGROUND LINES FOR POWER AND COMMUNICATIONS; UNDERGROUND WATER PIPELINES, INCLUDING FIRE HYDRANTS AND VALVES; UNDERGROUND CONCRETE AND/OR CORRUGATED IRON STRUCTURES FOR PURPOSES OF DRAINAGE AND IRRIGATION; AND UNDERGROUND SEWER LINES;

(B) A PERPETUAL RIGHT AND EASEMENTS TO INSTALL, CONSTRUCT, LAY, MAINTAIN, REPAIR, REMOVE AND/OR REPLACE AN UNDERGROUND WATER PIPELINE OR PIPELINES ALONG, ACROSS, THROUGH AND UNDER LOTS 482-B, 553-B, 303-B, 549, 551-C AND 561-A, TOGETHER WITH THE RIGHT OF ACCESS FROM TIME TO TIME FOR THE PURPOSE AFORESAID; PROVIDED, HOWEVER, AND THIS RESERVATION IS ON THE CONDITION THAT, IF SAID EASEMENTS ARE NOT USED FOR THE AFORESAID PURPOSE AT ANY TIME FOR A PERIOD OF TWO (2) CONSECUTIVE YEARS, THEN THE SAME SHALL CEASE AND TERMINATE, AS RESERVED IN DEEDS, DATED DECEMBER 1, 1961, DECEMBER 1, 1961, JANUARY 30, 1962, JULY 27, 1962, APRIL 20, 1964 AND APRIL 20, 1964, FILED AS LAND COURT DOCUMENT NOS. 282714, 282715, 286951, 293717, 329739 AND 329740, RESPECTIVELY; AND

(C) AN ACCESS ACROSS EASEMENT 1, AS SHOWN ON MAP 1 OF LAND COURT CONSOLIDATION NO. 189, AS SET FORTH BY LAND COURT ORDER NO. 126719, FILED JANUARY 22, 1997.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO.  
486,655 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

OFFICE OF THE  
ASSISTANT REGISTRAR, LAND COURT  
STATE OF HAWAII  
(Bureau of Conveyances)

The original of this document was  
recorded as follows:

Doc T-8208437  
CT 1044094  
June 22, 2012 3:29 PM

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail ( ) Pickup ( X ) To:

Castle & Cooke, Inc.

C. Kurasaki Ph: 548-2909

Total Pages 6

Tax Map Key No.: (2) 4-9-002-001 portion

**LIMITED WARRANTY DEED**

THIS LIMITED WARRANTY DEED is made as of June 22, 2012, by **CASTLE & COOKE, INC.**, a Hawaii corporation, hereinafter called the "**Grantor**," in favor of **CASTLE & COOKE RESORTS, LLC**, a Hawaii limited liability company whose address is 680 Iwilei Rd., Suite 510, Honolulu, Hawaii 96817, hereinafter called the "**Grantee**."

**WITNESSETH:**

That for Ten Dollars (\$10.00) and other good and valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, as tenant in severalty, all of the property more particularly described in **Exhibit A** attached hereto and made a part hereof;

And the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto, including but not limited to, if any, water, minerals, metals and geothermal resources;

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

AND, in consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is lawfully seised in fee simple of the property herein described (the "Property") and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances made or suffered by the Grantor, except as set forth in **Exhibit A** and except for the lien of real property taxes not yet by law required to be paid; and that the Grantor shall WARRANT AND DEFEND the foregoing against the lawful claims of all persons claiming by, through, or under the Grantor, unto the Grantee and the Grantee's successors and assigns, forever.

AND the Grantor quitclaims to the Grantee all rights, title and interests reserved, granted or acquired by the Grantor or its predecessors in interest with respect to land owned by others on the island of Lanai, including but not limited to, if any, rights and interests with respect to easements, rights of way, access, water, minerals, metals, geothermal resources, and restrictive covenants.

The rights and obligations of the Grantor and the Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors, successors in trust, and assigns. The conveyance herein set forth and the warranties of the Grantor concerning the same are expressly declared to be in favor of the Grantee, and the Grantee's heirs, personal representatives, successors, successors in trust and assigns.

The terms "**Grantor**" and "**Grantee**," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations, limited liability companies or partnerships, and their and each of their respective, heirs, personal representatives, successors, successors in trust, and assigns, according to the context thereof.

This Deed is being made as a part of a larger sale of assets by the Grantor relating to the island of Lanai through which the Grantor is receiving consideration for this Deed by the transfer of assets from the Grantee and additional value from the Grantee and its affiliates.

IN WITNESS WHEREOF, the Grantor has executed these presents as of the day and year first above written.

**CASTLE & COOKE, INC.**, a Hawaii corporation

By: 

Name: HARRY A. SAUNDERS

Title: Senior Vice President

By: 


Name: RICHARD K. MIRIKITANI

Title: Vice President & Assistant Secretary

**Grantor**

STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU)

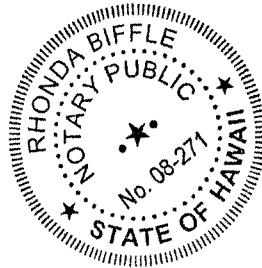
On June 21, 2012, before me personally appeared HARRY A. SAUNDERS and RICHARD K. MIRIKITANI, to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed this 6-page Limited Warranty Deed undated at time of notarization, in the First Circuit of the State of Hawaii, as the free act and deed of such persons, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

  
\_\_\_\_\_

Print Name: Rhonda Biffle

Notary Public, State of Hawaii

My commission expires: **Aug. 3, 2012**



**EXHIBIT A**

ALL OF THAT CERTAIN PARCEL OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, DESCRIBED AS FOLLOWS:

LOT 13-A-1-A, AREA 17,113.987 ACRES, MORE OR LESS, (DEDUCTING THEREFROM THE FOLLOWING LOTS OF LAND COURT APPLICATION 862:

LOT E-2-A-1-A-1-B,  
LOT E-2-A-1-A-1-D,  
LOT E-2-A-1-A-1-F,  
LOT E-2-A-1-A-1-G,  
LOT E-2-A-1-A-1-H AND  
LOT E-2-A-1-A-1-J, AS SHOWN ON MAP 13;

LOT 35, AS SHOWN ON MAP 19;

LOT 37, AS SHOWN ON MAP 20;

LOT 44 AND 45, AS SHOWN ON MAP 21;

LOTS 724 TO 731, INCLUSIVE AND  
LOTS 733 TO 743, INCLUSIVE, AS SHOWN ON MAP 48;

LOTS 746 TO 751, INCLUSIVE, AS SHOWN ON MAP 60;

EXCLUSIONS 13, 17, 18, 26 AND 36 AS SHOWN ON MAP 3;  
AND ALL EXISTING GOVERNMENT ROADS  
AND ALSO THE FOLLOWING LOTS OF LAND COURT CONSOLIDATION NO.  
170; LOTS 12 AS SHOWN ON MAP 5; AND  
LOTS 13-B TO 13-G, INCLUSIVE, AS SHOWN ON MAP 6; CONTAINING AN  
AREA OF 889.799 ACRES, MORE OR LESS),

AND CONTAINING A NET AREA OF 16,224.188 ACRES, MORE OR LESS, AS  
SHOWN ON MAP 15, FILED WITH LAND COURT CONSOLIDATION NO. 170 OF  
CASTLE & COOKE, INC.

TOGETHER WITH PERPETUAL RIGHTS AND EASEMENTS AS SET FORTH BY LAND COURT ORDER NO. 132974, FILED OCTOBER 12, 1998, AS FOLLOWS:

(A) PERPETUAL RIGHT AND EASEMENTS TO BUILD, CONSTRUCT, INSTALL, MAINTAIN, OPERATE, REPAIR AND/OR REPLACE POLE AND WIRE LINES OR UNDERGROUND LINES FOR POWER AND COMMUNICATIONS; UNDERGROUND WATER PIPELINES, INCLUDING FIRE HYDRANTS AND VALVES; UNDERGROUND CONCRETE AND/OR CORRUGATED IRON STRUCTURES FOR PURPOSES OF DRAINAGE AND IRRIGATION; AND UNDERGROUND SEWER LINES;

(B) PERPETUAL RIGHT AND EASEMENTS TO INSTALL, CONSTRUCT, LAY, MAINTAIN, REPAIR, REMOVE AND/OR REPLACE AN UNDERGROUND WATER PIPELINE OR PIPELINES ALONG, ACROSS, THROUGH AND UNDER LOTS 482-B, 553-B, 303-B, 549, 551-C AND 561-A, TOGETHER WITH THE RIGHT OF ACCESS FROM TIME TO TIME FOR THE PURPOSE AFORESAID; PROVIDED, HOWEVER, AND THIS RESERVATION IS ON THE CONDITION THAT, IF SAID EASEMENTS ARE NOT USED FOR THE AFORESAID PURPOSE AT ANY TIME FOR A PERIOD OF TWO (2) CONSECUTIVE YEARS, THEN THE SAME SHALL CEASE AND TERMINATE, AS RESERVED IN DEEDS, DATED DECEMBER 1, 1961, DECEMBER 1, 1961, JANUARY 30, 1962, JULY 27, 1962, APRIL 20, 1964 AND APRIL 20, 1964, FILED AS DOCUMENT NOS. 282714, 282715, 286951, 293717, 329739 AND 329740, RESPECTIVELY; AND

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,176  
ISSUED TO: CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

OFFICE OF THE  
ASSISTANT REGISTRAR, LAND COURT  
STATE OF HAWAII  
(Bureau of Conveyances)

The original of this document was  
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Doc T-8208438  
CT 1044095 - 1044101  
June 22, 2012 3:29 PM

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail ( ) Pickup (X) To:

Castle & Cooke, Inc.

C. Kurasaki Ph: 548-2909

Total Pages 12

Tax Map Key No.: (2) 4-9-002-001 portion

**LIMITED WARRANTY DEED**

THIS LIMITED WARRANTY DEED is made as of June 22, 2012, by **CASTLE & COOKE, INC.**, a Hawaii corporation, hereinafter called the "**Grantor**," in favor of **CASTLE & COOKE RESORTS, LLC**, a Hawaii limited liability company whose address is 680 Iwilei Rd., Suite 510, Honolulu, Hawaii 96817, hereinafter called the "**Grantee**."

**WITNESSETH:**

That for Ten Dollars (\$10.00) and other good and valuable consideration paid by the Grantee, the receipt of which is hereby acknowledged, the Grantor does hereby grant, bargain, sell and convey unto the Grantee, as tenant in severalty, all of the property more particularly described in **Exhibit A** attached hereto and made a part hereof;

And the reversions, remainders, rents, issues and profits thereof and all of the estate, right, title and interest of the Grantor, both at law and in equity, therein and thereto, including but not limited to, if any, water, minerals, metals and geothermal resources;

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

AND, in consideration of the premises, the Grantor does hereby covenant with the Grantee that the Grantor is lawfully seised in fee simple of the property herein described (the "Property") and has good right to sell and convey the Property; that the Property is free and clear of all encumbrances made or suffered by the Grantor, except as set forth in **Exhibit A** and except for the lien of real property taxes not yet by law required to be paid; and that the Grantor shall **WARRANT AND DEFEND** the foregoing against the lawful claims of all persons claiming by, through, or under the Grantor, unto the Grantee and the Grantee's successors and assigns, forever.

AND the Grantor quitclaims to the Grantee all rights, title and interests reserved, granted or acquired by the Grantor or its predecessors in interest with respect to land owned by others on the island of Lanai, including but not limited to, if any, rights and interests with respect to easements, rights of way, access, water, minerals, metals, geothermal resources, and restrictive covenants.


The rights and obligations of the Grantor and the Grantee shall be binding upon and inure to the benefit of their respective estates, heirs, personal representatives, successors, successors in trust, and assigns. The conveyance herein set forth and the warranties of the Grantor concerning the same are expressly declared to be in favor of the Grantee, and the Grantee's heirs, personal representatives, successors, successors in trust and assigns.

The terms "**Grantor**" and "**Grantee**," as and when used herein, or any pronouns used in place thereof, shall mean and include the masculine or feminine, the singular or plural number, individuals or corporations, limited liability companies or partnerships, and their and each of their respective, heirs, personal representatives, successors, successors in trust, and assigns, according to the context thereof.

This Deed is being made as a part of a larger sale of assets by the Grantor relating to the island of Lanai through which the Grantor is receiving consideration for this Deed by the transfer of assets from the Grantee and additional value from the Grantee and its affiliates.

IN WITNESS WHEREOF, the Grantor has executed these presents as of the day and year first above written.

**CASTLE & COOKE, INC.**, a Hawaii corporation

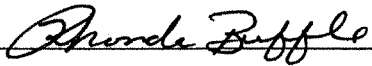
By:   
Name: HARRY A. SAUNDERS  
Title: Senior Vice President

By:   
Name: RICHARD K. MIRIKITANI  
Title: Vice President & Assistant Secretary

**Grantor**

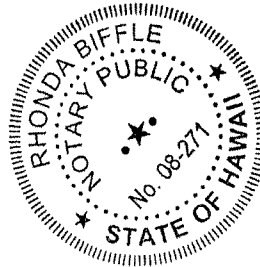
STATE OF HAWAII )  
 ) SS.  
CITY AND COUNTY OF HONOLULU)

On June 21, 2012, before me personally appeared HARRY A. SAUNDERS and RICHARD K. MIRIKITANI, to me personally known, who, being by me duly sworn or affirmed, did say that such persons executed this 12-page Limited Warranty Deed undated at time of notarization, in the First Circuit of the State of Hawaii, as the free act and deed of such persons, and if applicable in the capacity shown, having been duly authorized to execute such instrument in such capacity.

  
\_\_\_\_\_

Print Name: Rhonda Biffle  
Notary Public, State of Hawaii

My commission expires: **Aug. 3, 2012**



**EXHIBIT A**

ITEM ONE:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 1-A-2, AREA 0.5550 ACRE, MORE OR LESS,

LOT 1-A-3, AREA 0.5530 ACRE, MORE OR LESS, AND

LOT 1-B-1-B, AREA 8.3619 ACRES, MORE OR LESS.

AS SHOWN ON MAP 6, FILED WITH LAND COURT APPLICATION NO. 590 OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,169 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM TWO:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT B-1-A, AREA 160.971 ACRES, MORE OR LESS,

LOT B-1-B, AREA .032 ACRE, MORE OR LESS,

LOT B-3-A, AREA 6.059 ACRES, MORE OR LESS, AND

LOT B-3-B, AREA 5.668 ACRES, MORE OR LESS,

AS SHOWN ON MAP 5 FILED WITH LAND COURT APPLICATION NO. 635 OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,170 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM THREE:

ALL OF THAT CERTAIN PARCEL OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT APANA 1, AREA 133.45 ACRES, MORE OR LESS, AS SHOWN ON MAP 1,

LOT 2, AREA 0.67 ACRES, MORE OR LESS, AS SHOWN ON MAP 3, AND

LOT 1-A, AREA 102.381 ACRES, MORE OR LESS, AS SHOWN ON MAP 4,

FILED WITH LAND COURT APPLICATION NO. 786 OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,171 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)

2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM FOUR:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 1, AREA 3.364 ACRES, MORE OR LESS,  
LOT 2, AREA 35.02 ACRES, MORE OR LESS,  
LOT 3, AREA 4.98 ACRES, MORE OR LESS,  
LOT 4, AREA 2.51 ACRES, MORE OR LESS,  
LOT 5, AREA 0.497 ACRE, MORE OR LESS,  
LOT 7, AREA 0.595 ACRE, MORE OR LESS,  
LOT 8, AREA 8.47 ACRE, MORE OR LESS,  
LOT 9, AREA 0.285 ACRE, MORE OR LESS,  
LOT 10, AREA 0.394 ACRE, MORE OR LESS,  
LOT 11, AREA 0.658 ACRE, MORE OR LESS,  
LOT 12, AREA 0.284 ACRE, MORE OR LESS,  
LOT 14, AREA 0.028 ACRE, MORE OR LESS,  
LOT 15, AREA 3.66 ACRES, MORE OR LESS,  
LOT 16, AREA 0.612 ACRE, MORE OR LESS,  
LOT 17, AREA 0.102 ACRE, MORE OR LESS,  
LOT 18, AREA 0.246 ACRE, MORE OR LESS,  
LOT 19, AREA 3.13 ACRES, MORE OR LESS,  
LOT 20, AREA 30.05 ACRES, MORE OR LESS,  
LOT 21, AREA 9.08 ACRES, MORE OR LESS,  
LOT 22, AREA 2.08 ACRES, MORE OR LESS,  
LOT 23-B, AREA 3.816 ACRES, MORE OR LESS,  
LOT 24, AREA 1.00 ACRE, MORE OR LESS,  
LOT 25, AREA 1.41 ACRES, MORE OR LESS,  
LOT 26, AREA 7.83 ACRES, MORE OR LESS,  
LOT 27, AREA 15.70 ACRES, MORE OR LESS,  
LOT 28, AREA 46.20 ACRES, MORE OR LESS, AS SHOWN ON MAPS 1 AND 2,  
AND

LOT 29-A, AREA 1.107 ACRES, MORE OR LESS,  
LOT 30-A, AREA 0.175 ACRE, MORE OR LESS, AND

LOT 30-C, AREA 0.254 ACRE, MORE OR LESS, AS SHOWN ON MAP 3,

LOT 31, AREA 0.524 ACRE, AS SHOWN ON MAPS 1 AND 2, AND

LOT 32-B, AREA 0.322 ACRE, MORE OR LESS, AS SHOWN ON MAP 3,

FILED WITH LAND COURT APPLICATION NO. 1590 (AMENDED) OF  
HAWAIIAN PINEAPPLE COMPANY, LIMITED.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO.  
469,172 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM FIVE:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF  
LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE  
PARTICULARLY DESCRIBED AS FOLLOWS:

LOT E-2-A-1-A-1-J, AREA 0.166 ACRE, MORE OR LESS, AS SHOWN ON MAP 13,  
AND

LOT 706, AREA 11,796 SQUARE FEET, MORE OR LESS,  
LOT 707, AREA 561,449 SQUARE FEET, MORE OR LESS,  
LOT 710, AREA 218,552 SQUARE FEET, MORE OR LESS,  
LOT 712, AREA 244,677 SQUARE FEET, MORE OR LESS,  
LOT 713, AREA 3,829 SQUARE FEET, MORE OR LESS,  
LOT 729, AREA 1,173,239 SQUARE FEET, MORE OR LESS, AND  
LOT 733, AREA 117,878 SQUARE FEET, MORE OR LESS,  
AS SHOWN ON MAP 48,

FILED WITH LAND COURT APPLICATION NO. 862 (AMENDED) OF HAWAIIAN  
PINEAPPLE COMPANY, LIMITED.

TOGETHER WITH:

(A) A PERPETUAL RIGHT AND EASEMENTS TO BUILD, CONSTRUCT, INSTALL, MAINTAIN, OPERATE, REPAIR AND/OR REPLACE POLE AND WIRE LINES OR UNDERGROUND LINES FOR POWER AND COMMUNICATIONS; UNDERGROUND WATER PIPELINES, INCLUDING FIRE HYDRANTS AND VALVES; UNDERGROUND CONCRETE AND/OR CORRUGATED IRON STRUCTURES FOR PURPOSES OF DRAINAGE AND IRRIGATION; AND UNDERGROUND SEWER LINES UPON, ALONG, OVER, ACROSS, THROUGH AND/OR UNDER VARIOUS LOTS AND/OR PORTION OR PORTIONS THEREOF; AND

(B) A PERPETUAL RIGHT AND EASEMENTS TO INSTALL, CONSTRUCT, LAY, MAINTAIN, REPAIR, REMOVE AND/OR REPLACE AN UNDERGROUND WATER PIPELINE OR PIPELINES ALONG, ACROSS, THROUGH AND UNDER LOTS 482-B, 553-B, 303-B, 549, 551-C AND 561-A, TOGETHER WITH THE RIGHT OF ACCESS FROM TIME TO TIME FOR THE PURPOSE AFORESAID; PROVIDED, HOWEVER, AND THIS RESERVATION IS ON THE CONDITION THAT, IF SAID EASEMENTS ARE NOT USED FOR THE AFORESAID PURPOSE AT ANY TIME FOR A PERIOD OF TWO (2) CONSECUTIVE YEARS, THEN THE SAME SHALL CEASE AND TERMINATE, AS RESERVED IN DEEDS, DATED DECEMBER 1, 1961, DECEMBER 1, 1961, JANUARY 30, 1962, JULY 27, 1962, APRIL 20, 1964 AND APRIL 20, 1964, FILED AS LAND COURT DOCUMENT NOS. 282714, 282715, 286951, 293717, 329739 AND 329740, RESPECTIVELY.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,174 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM SIX:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF

LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 1-C-3, AREA 1.5001 ACRES, MORE OR LESS,

AS SHOWN ON MAP 6, FILED WITH LAND COURT APPLICATION NO. 590 OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 44, AREA 3.816 ACRES, MORE OR LESS, AND  
LOT 45, AREA .224 ACRE, MORE OR LESS, AS SHOWN ON MAP 21, AND

LOT 701, AREA .387 ACRE, MORE OR LESS,  
LOT 703, AREA .551 ACRE, MORE OR LESS,  
LOT 714, AREA .799 ACRE, MORE OR LESS,  
LOT 716, AREA 3.132 ACRES, MORE OR LESS,  
LOT 730, AREA .521 ACRE, MORE OR LESS, AND  
LOT 735, AREA 1.136 ACRES, MORE OR LESS, AS SHOWN ON MAP 48,

FILED WITH LAND COURT APPLICATION NO. 862 (AMENDED) OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

TOGETHER WITH:

A PERPETUAL RIGHT AND EASEMENTS TO INSTALL, CONSTRUCT, LAY, MAINTAIN, REPAIR, REMOVE AND/OR REPLACE AN UNDERGROUND WATER PIPELINE OR PIPELINES ALONG, ACROSS, THROUGH AND UNDER LOTS 482-B, 553-B, 303-B, 549, 551-C AND 561-A, TOGETHER WITH THE RIGHT OF ACCESS FROM TIME TO TIME FOR THE PURPOSE AFORESAID; PROVIDED, HOWEVER, AND THIS RESERVATION IS ON THE CONDITION THAT, IF SAID EASEMENTS ARE NOT USED FOR THE AFORESAID PURPOSE AT ANY TIME FOR A PERIOD OF TWO (2) CONSECUTIVE YEARS, THEN THE SAME SHALL CEASE AND TERMINATE, AS RESERVED IN DEEDS, DATED DECEMBER 1, 1961, DECEMBER 1, 1961, JANUARY 30, 1962, JULY 27, 1962, APRIL 20, 1964 AND APRIL 20, 1964, FILED AS LAND COURT DOCUMENT NOS. 282714, 282715, 286951, 293717, 329739 AND 329740, RESPECTIVELY.

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT B-2-A, AREA 2.474 ACRES, MORE OR LESS,

LOT B-2-B, AREA .261 ACRE, MORE OR LESS, AND

LOT B-2-C, AREA .027 ACRE, MORE OR LESS,

AS SHOWN ON MAP 5 FILED WITH LAND COURT APPLICATION NO. 635 OF HAWAIIAN PINEAPPLE COMPANY, LIMITED.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 469,175 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

ITEM SEVEN:

ALL OF THOSE CERTAIN PARCELS OF LAND SITUATE ON THE ISLAND OF LANAI, COUNTY OF MAUI, STATE OF HAWAII, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 1, AREA 13.547 ACRES, MORE OR LESS,

LOT 2, AREA 3.346 ACRES, MORE OR LESS,

LOT 3, AREA 3.785 ACRES, MORE OR LESS, AND

LOT 4, AREA 53.175 ACRES, MORE OR LESS,

AS SHOWN ON MAP 1, FILED WITH LAND COURT CONSOLIDATION NO. 190 OF CASTLE & COOKE, INC.

BEING LAND(S) DESCRIBED IN TRANSFER CERTIFICATE OF TITLE NO. 488,592 ISSUED TO CASTLE & COOKE, INC., A HAWAII CORPORATION.

NOTE: FINAL ORDER OF CONDEMNATION FOR A PORTION OF LOT 4, LAND COURT CONSOLIDATION 190, RECORDED AUGUST 28, 2000, LAND COURT DOCUMENT NO. 2646775.

SUBJECT, HOWEVER, TO:

1. All encumbrances of record. (But no admission is made herein that such encumbrances are valid)
2. All customary and traditional rights, of native Hawaiians as provided for by the law of the State of Hawaii, for subsistence, cultural and religious purposes, which rights may involve access to the subject property.

OFFICE OF THE  
ASSISTANT REGISTRAR, LAND COURT  
STATE OF HAWAII  
Bureau of Conveyances

The original of this document was  
recorded as follows:

DOCUMENT NO. \_\_\_\_\_ Doc T-8310376  
CT  
DATE \_\_\_\_\_ October 2, 2012 1:00 PM  
FCT \_\_\_\_\_

LAND COURT SYSTEM

REGULAR SYSTEM

After Recordation, Return by  Mail or  Pick-up

Mark F. Ito, Esq.  
SCHLACK ITO  
745 Fort Street, Suite 1500  
Honolulu, Hawaii 96813  
Telephone: (808) 523-6045

Total Page(s): 8

**PETITION FOR ORDER RE CHANGE OF NAME AND ORDER**

Petitioner: Lanai Resorts, LLC (formerly known as Castle & Cooke Resorts, LLC)

**EXHIBIT 2e**



IN THE LAND COURT OF THE STATE OF HAWAII

In the Matter of the Application

of

Lanai Resorts, LLC

**PETITION FOR ORDER RE CHANGE OF NAME AND  
ORDER**

---

TO: THE HONORABLE PRESIDING JUDGE OF THE LAND COURT OF  
THE STATE OF HAWAII:

The undersigned Petitioner respectfully shows unto this Court as follows:

1. That the Petitioner is a Hawaii limited liability company.
2. That the name of the Petitioner was formerly CASTLE & COOKE RESORTS, LLC and has been legally changed to LANAI RESORTS, LLC on September 14, 2012, as evidenced by the certified copy of Articles of Amendment to Change Limited Liability Company Name filed in the Department of Commerce and Consumer Affairs of the State of Hawaii attached hereto and made a part hereof.
3. That there are now outstanding various recorded instruments such as declarations, deeds, easements, leases, covenants, mortgages, grants, and reservations, all referring to the former name of Petitioner, noted on numerous Land Court Certificates of Title.
4. That to call in or identify all of said Certificates of Title for the purpose of noting the change of corporate name would require considerable time and that it would unduly burden the Assistant Registrar of the Land Court to note the change of name with respect to all of said documents.

---

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

WHEREFORE, YOUR Petitioner PRAYS that an order be made authorizing and directing the Assistant Registrar of the Land Court to accept for filing in the Land Court, documents executed in Petitioner's new name, LANAI RESORTS, LLC, relating to declarations, conveyances, encumbrances, licenses, agreements, easements, leases, covenants, mortgages, grants, reservations, and the rights of the grantor under deeds already on file in the Office of the Assistant Registrar of the Land Court under the name of CASTLE & COOKE RESORTS, LLC (collectively, "Recorded Instruments"), including but not limited to releases, cancellations, amendments and other instruments relating to, referring to or affecting the Recorded Instruments already on file.

DATED: Honolulu, Hawaii, September 27, 2012.

Petitioner: LANAI RESORTS, LLC

By 

Mark F. Ito  
Its Attorney

STATE OF HAWAII )  
 ) ss.  
CITY AND COUNTY OF HONOLULU )

On this 27th day of September, 2012, in the State of Hawaii, before me personally appeared **MARK F. ITO**, to me personally known or proved to me on the basis of satisfactory evidence of her signature and identity to be the aforesaid persons, who, being by me duly sworn or affirmed, did say that such persons executed the foregoing instrument as the free act and deed of such persons, and if applicable, in the capacities shown, having been duly authorized to execute such instrument in such capacities.

I hereby certify that the instrument to which this notary acknowledgment is attached is entitled **PETITION FOR ORDER RE CHANGE OF NAME AND ORDER**, and  dated September 27, 2012, or undated at the time of notarization. The entire instrument, including the notary acknowledgment page(s) and attachment(s), if any, consists of 7-pages. -



*Michele P. Makainai*

Print Name: Michele P. Makainai  
Notary Public, State of Hawaii

My commission expires: 04/08/2016

---

PETITION FOR ORDER RE CHANGE OF NAME AND ORDER

ORDER

Upon the Petition, record and evidence herein, and good cause appearing,

The Assistant Registrar of the Land Court of the State of Hawaii is hereby authorized and directed to accept for registration any document executed in the name of LANAI RESORTS, LLC relating to, referring to or affecting any Recorded Instrument (as defined above) previously filed in the name of CASTLE & COOKE RESORTS, LLC in the Office of the Assistant Registrar of the Land Court, affecting registered land and noted on the Land Court Certificate of Title affected.

DATED: Honolulu, Hawaii, this \_\_\_\_\_ day of SEP 27 2012

*for* KATHLEEN HANAWAHINE \*  \* REGISTRAR  
JUDGE OF THE LAND COURT OF THE  
STATE OF HAWAII

09/17/2012 09:06:22

5236030 RVCN

11:14:27 a.m. 09-14-2012

3/3

www.BUSINESSREGISTRATIONS.COM

FORM LLC-2  
7/2008

FILED 09/14/2012 11:19 AM  
Business Registration Division  
DEPT. OF COMMERCE AND  
CONSUMER AFFAIRS  
State of Hawaii

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727



**ARTICLES OF AMENDMENT TO CHANGE LIMITED LIABILITY COMPANY NAME**  
(Section 429-204, Hawaii Revised Statutes)

6495 C5

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of amending the Articles of Organization, do hereby certify as follows:

- 1. The present name of the limited liability company is:  
CASTLE & COOKE RESORTS, LLC
- 2. The name of the limited liability company is changed to:  
LANAI RESORTS, LLC
- 3. The amendment was adopted with the consent of all, or a lesser number of, the members of the limited liability company as authorized by the operating agreement.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 14th day of September 2012

Lanai Island Holdings, LLC, Its Member  
LIM Corporation, Its Manager

PAUL T. MARINELLI, Vice President

*Paul T. Marinelli*  
(Signature)

(Type/Print Name & Title)

(Signature)

**Instructions:** Articles must be typewritten or printed in *black ink*, and must be *legible*. The articles must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company. All signatures must be in *black ink*. Submit original articles together with the appropriate fee.

- Line 1. State the full name of the limited liability company prior to the change.
- Line 2. State the new name of the limited liability company. The company name must contain the words *Limited Liability Company*, or the abbreviation, *L.L.C.* or *LLC*.

**Filing Fees:** *Filing fee (\$25.00) is not refundable.* Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808) 586-2727. Neighbor Islands may call the following numbers followed by 8-2727 and the # sign: Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free). Fax. (808) 586-2733 Email Address: breg@dcca.hawaii.gov

**NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.**

**ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)**

09/17/2012 09:06:22

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.



A handwritten signature in black ink, appearing to be "J. L. ...", written over the printed name of the Director.

DIRECTOR OF COMMERCE AND  
CONSUMER AFFAIRS

Date: September 18, 2012

OFFICE OF THE  
ASSISTANT REGISTRAR, LAND COURT  
STATE OF HAWAII  
(Bureau of Conveyances)

The original of this document was  
recorded as follows:

DOCUMENT **Doc T-9312233**

DATE        **July 01, 2015 8:02 AM**

LAND COURT SYSTEM

REGULAR SYSTEM

Return by Mail  Pickup  To:

GOODSILL ANDERSON QUINN & STIFEL  
A LIMITED LIABILITY LAW PARTNERSHIP LLP (GOA/lmlh)  
First Hawaiian Center, Suite 1600  
999 Bishop Street  
Honolulu, Hawaii 96813  
Phone: (808) 547-5600

Total Pages:       6      

Tax Map Key No.: Various

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

Petitioner: LĀNA‘I RESORTS, LLC (formerly known as Lanai Resorts, LLC, and Castle & Cooke Resorts, LLC)

**EXHIBIT 2f**

IN THE LAND COURT OF THE STATE OF HAWAII

In the Matter of the Application

of

LĀNA‘I RESORTS, LLC

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

Attorney for Petitioner

Gail O. Ayabe 4195  
Goodsill Anderson Quinn & Stifel  
A Limited Liability Law Company  
First Hawaiian Center, Suite 1600  
999 Bishop Street  
Honolulu, HI 96813  
Telephone No.: (808)547-5600

IN THE LAND COURT OF THE STATE OF HAWAII

LAND COURT  
STATE OF HAWAII  
FILED  
2015 JUN 29 AM 10:53  
KATHILEEN HANAWAHINE  
REGISTRAR

In the Matter of the Application

of

LĀNA‘I RESORTS, LLC

1 L. D. 15-1-2382

PETITION FOR ORDER RE CHANGE OF NAME; and ORDER

TO: THE HONORABLE PRESIDING JUDGE OF THE LAND COURT OF THE STATE OF HAWAII

The Petitioner, LĀNA‘I RESORTS, LLC, a Hawaii limited liability company, by and through its attorney, Gail O. Ayabe, of the law firm of Goodsill Anderson Quinn & Stifel, respectfully shows unto this Court as follows:

1. That the Petitioner is a Hawaii limited liability company.
2. That the Petitioner was previously known by the following names:

(a) LANAI RESORTS, LLC, which name has been legally changed to LĀNA‘I RESORTS, LLC on July 29, 2014, as evidenced by the certified copy of Articles of Amendment to Change Limited Liability Company Name filed in the Department of Commerce and Consumer Affairs of the State of Hawaii, attached hereto and made a part hereof; and

(b) CASTLE & COOKE RESORTS, LLC, which name was legally changed to LANAI RESORTS, LLC on September 14, 2012, as described in the Orders of this Court dated

A TRUE COPY, ATTEST WITH  
THE SEAL OF SAID COURT.  
MYRNA P. VILLEGAS  
Clerk

Petition for Order re Change of Name; and Order

September 27, 2012, both recorded on October 2, 2012 in the Bureau of Conveyances of the State of Hawaii as Documents Nos. T-8310375 and T-8310376, respectively.

3. That there are now outstanding various recorded instruments such as declarations, deeds, easements, leases, covenants, mortgages, grants, and reservations, all referring to the former names of Petitioner described above, and noted on numerous Land Court Certificates of Title.

4. That to call in or identify all of said Certificates of Title for the purpose of noting the change of corporate name to LĀNA‘I RESORTS, LLC, would require considerable time and would unduly burden the Assistant Registrar of the Land Court to note the change of name with respect to all of said documents.

WHEREFORE, your Petitioner prays that an order be made authorizing and directing the Assistant Registrar of the Land Court to accept for filing in the Land Court, documents executed in Petitioner's new name, LĀNA‘I RESORTS, LLC, relating to declarations, conveyances, encumbrances, licenses, agreements, easements, leases, covenants, mortgages, grants, reservations, and the rights of the grantor under deeds already on file in the Office of the Assistant Registrar of the Land Court of the State of Hawaii under either of the names of (i) CASTLE & COOKE RESORTS, LLC, or (ii) LANAI RESORTS, LLC (collectively, the "Recorded Instruments"), including but not limited to releases, cancellations, amendments, and

other instruments relating to, referring to, or affecting the Recorded Instruments already on file as aforesaid.

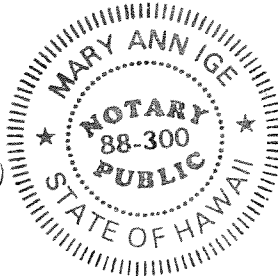
DATED: Honolulu, Hawaii, June 26, 2015.

Petitioner: LĀNA‘I RESORTS, LLC

By Gail O. Ayabe  
Gail O. Ayabe  
Its Attorney

This 06-page Petition, dated June 26, 2015 was subscribed and sworn to before me this 26<sup>th</sup> day of June, 2015, in the First Circuit of the State of Hawaii, by GAIL O. AYABE.

Mary Ann Ige  
Print Name: Mary Ann Ige  
Notary Public, State of Hawaii



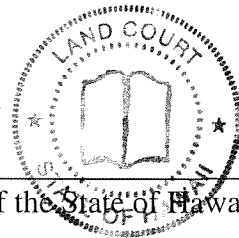
My Commission expires: May 30, 2016

**ORDER**

Upon the record herein and good cause appearing, the prayer of Petitioner in the foregoing Petition for Order re Change of Name is hereby granted, and the Assistant Registrar of this Court is authorized and directed to comply herewith.

DATED: Honolulu, Hawaii, JUN 29 2015

KATHLEEN HANAMAHINE

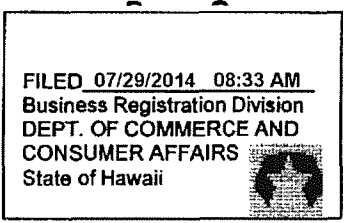


Judge of the Land Court of the State of Hawaii

Petition for Order re Change of Name; and Order

07/29/2014 08:33 AM

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FORM LLC-2  
7/2008



STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
335 Merchant Street  
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810  
Phone No. (808) 586-2727

**ARTICLES OF AMENDMENT TO CHANGE LIMITED LIABILITY COMPANY NAME**  
(Section 428-204, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of amending the Articles of Organization, do hereby certify as follows:

6495C5

1. The present name of the limited liability company is:

Lanai Resorts, LLC

2. The name of the limited liability company is changed to:

Lāna'i Resorts, LLC

3. The amendment was adopted with the consent of all, or a lesser number of, the members of the limited liability company as authorized by the operating agreement.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 21st day of July, 2014

By its Member: LANAI ISLAND HOLDINGS, LLC  
By its Manager: LIH CORPORATION

Kurt Matsumoto, Vice President

(Type/Print Name & Title)

(Signature)

(Type/Print Name & Title)

(Signature)

**Instructions:** Articles must be typewritten or printed in *black ink*, and must be *legible*. The articles must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company. All signatures must be in *black ink*. Submit original articles together with the appropriate fee.

Line 1. State the full name of the limited liability company prior to the change.

Line 2. State the new name of the limited liability company. The company name must contain the words *Limited Liability Company*, or the abbreviation, *L.L.C.* or *LLC*.

**Filing Fees:** *Filing fee (\$25.00) is not refundable.* Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808) 586-2727. Neighbor islands may call the following numbers followed by 62727 and the island name:  
Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).  
Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

**NOTICE:** THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)

I HEREBY CERTIFY that this is a true and correct copy of the original record(s) of the Business Registration Division.

*[Signature]*  
DIRECTOR OF COMMERCE AND CONSUMER AFFAIRS

June 22, 2015

Validate online at <http://hbe.ehawaii.gov/documents>  
Document ID: 4YB-4IZ-1VR-1GG-13136151