

MAIL TAX STATEMENT AND  
WHEN RECORDED RETURN TO:  
New Nevada Resources, LLC  
9550 Prototype Court, Suite 103  
Reno, NV 89521

The undersigned hereby affirms that this document submitted  
for recording does not contain a social security number.

APN # See Schedule 1

**DOC# 218976**

11/30/2011

03:25PM

**Official Record**

Requested By  
STEWART TITLE ELKO

**Eureka County - NV**

**Mike Rebaleati - Recorder**

Page: 1 of 8 Fee: \$46.00

Recorded By FS RPTT: \$0.00

Book- 0525 Page- 0349



0218976

### **GRANT BARGAIN AND SALE MINERAL DEED**

**THIS GRANT BARGAIN AND SALE DEED** is made this 30 day of November, 2011 by and between **Nevada Land and Resource Company, LLC**, a Nevada limited liability company, whose address is 9550 Prototype Court, Suite 103, Reno, NV 89521, hereafter referred to as "**GRANTOR**," and **New Nevada Resources, LLC**, a Florida limited liability company whose address is 9550 Prototype Court, Suite 103, Reno, NV 89521, hereafter referred to as "**GRANTEE**,"

#### **WITNESSETH:**

Whereas, **GRANTOR** the parent entity of **GRANTEE**, with **GRANTEE** being a wholly-owned subsidiary of **GRANTOR**.

Now Therefore, **GRANTOR**, for good and valuable consideration delivered to **GRANTOR** by the **GRANTEE**, the receipt whereof is hereby acknowledged, does by these presents grant, bargain, and sell to **GRANTEE**, its wholly-owned subsidiary, and to **GRANTEE**'s successors and assigns forever, all right, title and interest in and to those certain mineral rights more particularly described herein ("**Conveyed Mineral Rights**"), in, on, and under all real property owned in fee simple by **GRANTOR** in Eureka County, Nevada, wherever located and however described, including but not limited to that certain real property situated in Eureka County, State of Nevada, and more particularly described on Exhibit "A," attached hereto and incorporated herein by reference.

**TOGETHER WITH** a non-exclusive interest in and to all easements, rights of way, licenses, permits or other rights of ingress and egress, roadways and utilities thereto for the purpose of exploration, mining, or other development of the **Conveyed Mineral Rights**, including but, not limited to all reservations of easements for ingress and egress, roadways and utilities in deeds or other instruments over properties previously conveyed by **GRANTOR** to other persons and over all properties presently owned in fee simple by Grantor.

**TOGETHER WITH** all and singular the tenements, hereditaments and appurtenances thereunto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits of such **Conveyed Mineral Rights**.

**SPECIFICALLY RESERVED** by **GRANTOR** from this conveyance are all rock, sand, clay, gravel and placer minerals in, on and under the Property described on Exhibit "A".

For the purposes of this conveyance, Conveyed Mineral Rights shall, subject to the reservation above, mean conveyance of "minerals" which shall be defined as follows:

- (1) substances containing gold, silver, platinum and all other precious metals of any kind or nature;
- (2) iron, cobalt, copper, lead, zinc, nickel, chromium, aluminum, mercury, cadmium and all other base metals of any kind or nature;
- (3) industrial-grade silicates, aluminates and carbonates;
- (4) uranium, vanadium, thorium and all other fissionable elements of any kind or nature;
- (5) subbituminous coal, bituminous coal, anthracite coal, lignite, and any other coal or similar material of any kind or nature;
- (6) all oil and gas and associated hydrocarbons and any and all gaseous hydrocarbons, as well as their constituent products (including condensate, casinghead gas, distillate and natural gas liquids), coalbed methane and coalseam gas;
- (7) geothermal energy resources (including, hydro pressured reservoirs, geopressed reservoirs, steam and other gases, hot water, hot brine, heat, natural gas dissolved in formation water and any associated energy found in such formation water and other fissionable materials;
- (8) all other minerals of every kind and character, metallic or nonmetallic, inorganic or organic or otherwise, whether or not presently known to science or industry, now known to exist or hereafter discovered upon, within or underlying the surface of the Premises, regardless of depth.

TOGETHER WITH the rights of ingress and egress and utilities to explore, develop, produce, extract, store, remove, market and transport the same;

TOGETHER WITH the use of the surface of the Property to the extent reasonably necessary for the purposes of exploring, drilling, mining (including shaft, in situ, open pit, surface, strip mining, solution mining or any other method, including any method hereafter developed), developing, producing, and for the full enjoyment of the rights herein granted; and,

TOGETHER WITH the right to use water developed by the owner of these Mineral Rights in conjunction with the exploration, development, mining, processing and related operations to exercise and enjoy the rights herein granted.

**LESS AND EXCEPT** and excluding from the definition of minerals all sand, clay, gravel, rock and placer minerals.

**TO HAVE AND TO HOLD** the said Conveyed Mineral Rights above bargained and described with the appurtenances, unto the said **GRANTEE** and to **GRANTEE's** heirs, and successors and assigns forever subject to matters of record, it being the intent of the said **GRANTOR** to convey to **GRANTEE** of all **GRANTOR's** Conveyed Mineral Rights in, on and under any property in Eureka County, Nevada wherever located and however described, subject to the reservation above.



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IN WITNESS WHEREOF, the GRANTOR has executed this conveyance the day and year first above written.

NEVADA LAND AND RESOURCE COMPANY, LLC

By: M.C. Davis  
M.C. Davis, Manager

STATE OF Mississippi  
COUNTY OF Madison

On November 30, 2011, M.C. Davis, personally appeared before me, a notary public; personally known (or proved) to me to be the person whose name is subscribed to the foregoing instrument and who acknowledged to me that he is the Manager of Nevada Land and Resource Company, LLC and who acknowledged to me that he executed the foregoing Grant Bargain and Sale Mineral Deed on behalf of said company.

Powell G. Ogletree, Jr.  
NOTARY PUBLIC

My Commission Expires:

(SEAL)



**SCHEDULE 1**  
**EUREKA COUNTY, NEVADA**

**Parcel #**

004-360-10  
004-360-12  
004-360-14  
005-040-16  
005-080-07  
005-080-18  
005-090-22  
005-090-50  
005-260-02  
005-260-14  
005-270-16  
005-480-05  
005-480-26  
  
003-141-24  
004-020-04  
004-050-05  
004-050-15  
004-060-02  
004-060-04  
004-060-06  
004-060-08  
004-060-12  
004-130-04  
004-130-08  
004-290-08  
004-290-14  
004-290-20  
004-300-05  
004-300-14  
004-320-17  
004-330-10  
004-360-06  
004-360-08



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Page: 352 4 of 8

**Exhibit "A"**  
**Legal Description**

COPY



**EXHIBIT A**

**EUREKA COUNTY NEVADA PROPERTY**

The land referred to herein is situated in the State of Nevada, County of Eureka, described as follows:

**TOWNSHIP 36 NORTH, RANGE 49 EAST, M.D.B.&M.**

Section 19: All;

**TOWNSHIP 35 NORTH, RANGE 48 EAST, M.D.B.&M.**

Section 1: All;  
Section 13: All;  
Section 21: All;  
Section 23: All;  
Section 27: All;  
Section 29: All;  
Section 33: All;

**TOWNSHIP 34 NORTH, RANGE 48 EAST, M.D.B.&M.**

Section 3: NW1/4;  
Section 9: NW1/4;

**TOWNSHIP 33 NORTH, RANGE 51 EAST, M.D.B.&M.**

Section 29: All;

**TOWNSHIP 33 NORTH, RANGE 52 EAST, M.D.B.&M.**

Section 29: W1/2W1/2;  
Section 31: All;

**TOWNSHIP 32 NORTH, RANGE 48 EAST, M.D.B.&M.**

Section 1: W1/2; W1/2NE1/4;

**EXCEPTING THEREFROM** that portion of said land as conveyed to Western Pacific Railway Company, a California corporation, in deed recorded February 20, 1909, in Book 16, Page 108, Deed Records of Eureka County, Nevada, more particularly described as follows:

A strip of land one hundred (100) feet wide adjoining the right of way of the Western Pacific Railway Company in the W1/2NE1/4 of Section 1, Township 32 North, Range 48 East, M.D.B.&M., described as follows to wit and being all that portion of said W1/2NE1/4 of said Section 1, bounded on the Southwesterly side by the Northeasterly line of the said right of way, which said right of way line is two hundred (200) feet Northeasterly from and parallel with the center line of the constructed railroad of the Central Pacific Railway Company and bounded on the Northeasterly side by a line drawn one hundred (100) feet northeasterly from and parallel



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with said Northeasterly line of right of way of the Western Pacific Railway Company, and extending from the North line to the South line of the said W1/2 NE1/4 of said Section One (1), a distance of twenty seven hundred and seventy (2770) feet more or less.

**FURTHER EXCEPTING THEREFROM** that portion of said land as conveyed to Western Pacific Railway Company, a California corporation, in deed recorded April 26, 1909, in Book 16, Page 269, Deed Records of Eureka County, Nevada more particularly described as follows:

A strip or tract of land 100 feet wide extending entirely across the E1/2 of Section 1, Township 32 North, Range 48 East, M.D.B.&M., and being all the land included between the North and South boundary lines of said E1/2 of Section 1 and between two lines, one of which is the Easterly line of the 400 foot right of way of the Central Pacific Railway Company, and the other a line drawn parallel with and 100 feet distant at right angles Easterly from the center line of the main track of the Central Pacific Railway.

Section 15: All;

**TOWNSHIP 32 NORTH, RANGE 49 EAST, M.D.B.&M.**

Section 13: All;

Section 33: SE1/4;

**TOWNSHIP 31 NORTH, RANGE 49 EAST, M.D.B.&M.**

Section 3: NW1/4;

Section 7: E1/2;

Section 29: W1/2;

Section 31: NE1/4;

**TOWNSHIP 30 NORTH, RANGE 49 EAST, M.D.B.&M.**

Section 5: NE1/4;

Section 9: All;

Section 33: All;

**TOWNSHIP 29 NORTH, RANGE 49 EAST, M.D.B.&M.**

Section 5: Lots 1, 2, 7, 8, 9, and 10; S1/2;

Section 17: All;

**TOWNSHIP 32 NORTH, RANGE 51 EAST, M.D.B.&M.**

Section 1: All;

Section 9: All;

Section 11: All;

Section 15: All;

Section 17: All;



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Page: 355 7 of 8

EXCEPTING FROM Section 17 all that portion of said land as conveyed to American Telephone and Telegraph Company in deed recorded November 22, 1950, in Book 24, Page 105, Deed Records of Eureka County, Nevada further described as follows:

Beginning at a point in the Northwest quarter NW1/4 of Section Seventeen (17), Township Thirty-two (32) North, Range Fifty-one (51) East, Mount Diablo Base and Meridian from which point the Northwest corner of said Section Seventeen (17) bears North Ten degrees, One minute, Eight seconds West (N. 10°01'08" W.), a distance of One Thousand Five Hundred Eleven and 08/100 (1511.08) feet, and running thence from said point of beginning South Eighty-eight degrees, Fifty-seven minutes, Fifteen seconds East (S. 88°57'15" E.), a distance of Three Hundred and 00/100 (300.00) feet; thence South One degree, Two minutes, Forty-five seconds West (S. 1°02'45" W.), a distance of Three Hundred and 00/100 (300.00) feet, thence North Eighty-eight degrees, Fifty-seven minutes, Fifteen seconds West (N. 88°57'15" W.), a distance of three Hundred and 00/100 feet, thence North One degree, Two minutes, Forty-five seconds East (N. 1°02'45" E.), a distance of Three Hundred and 00/100 (300.00) feet to the said point of beginning.

FURTHER EXCEPTING FROM Section 17 all that portion of said land as conveyed to the United States of America, Department of Transportation, in deed recorded December 24, 1997, in Book 316, Page 313, Official Records of Eureka County, Nevada, more particularly described as follows:

A parcel of land 100 feet x 100 feet (approximately). Beginning at the Southwest corner of Section 17, Township 32 North, Range 51 East, Mount Diablo Bas and Meridian, County of Eureka, State of Nevada; Thence North 11°42'02" East, 2146.64 feet to a 3/4" iron pipe, being the Southwest corner of a FAA RCLR facility and the true point of beginning; Thence North 69°24'23" East, 100.03 feet to a 3/4" iron pipe; Thence North 20°43'27" West 90.84 feet to a point in the I-80 South right-of-way line (Station "Oa" 967+37 offset 200 feet right), from which a 3/4" pipe bears North 20°43'27" West, 9.22 feet distant; Thence along said right-of-way line South 71°07'39" West, 100.02 feet to a point, from which a 3/4" iron pipe bears North 20°40'00" West, 6.12 feet distant; Thence leaving said right-of-way line South 20°40'00" East, 93.87 feet to the true point of beginning.



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DOC# DV-218976

11/30/2011

03:25PM

STATE OF NEVADA  
DECLARATION OF VALUE

Official Record

Requested By  
STEWART TITLE ELKO

Eureka County - NV

Mike Rebaleati - Recorder

Page: 1 of 1

Fee: \$46.00

Recorded By FS

PRTT: \$0.00

## 1. Assessors Parcel Number(s)

- a) See Schedule 1  
 b) \_\_\_\_\_  
 c) \_\_\_\_\_  
 d) \_\_\_\_\_

## 2. Type of Property:

- a) ☒ Vacant Land b) ☐ Single Fam. Res.  
 c) ☐ Condo/Twnhse d) ☐ 2-4 Plex  
 e) ☐ Apt. Bldg f) ☐ Comm'l/Ind'l  
 g) ☒ Agricultural h) ☐ Mobile Home  
 i) ☐ Other \_\_\_\_\_

## FOR RECORDERS OPTIONAL USE ONLY

DOCUMENT/INSTRUMENT #:

BOOK \_\_\_\_\_ PAGE \_\_\_\_\_

DATE OF RECORDING: \_\_\_\_\_

NOTES: See following pages 926

## 3. Total Value/Sales Price of Property:

Deed in Lieu of Foreclosure Only (value of property)

Transfer Tax Value:

Real Property Transfer Tax Due:

\$ -0-

(

\$ -0-

\$ -0-

## 4. If Exemption Claimed:

- a. Transfer Tax Exemption per NRS 375.090, Section # 1  
 b. Explain Reason for Exemption: See attached letter

5. Partial Interest: Percentage being transferred: N/A %

The undersigned declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exemption, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1% per month.

Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

Signature McN...Capacity Manager (Grantor)Signature McN...Capacity Manager (Grantee)SELLER (GRANTOR) INFORMATION  
(REQUIRED)Print Name: Nevada Land and Resource\*Address: 9550 Prototype Ct., Suite 3City: RenoState: Nevada Zip: 89521

\*Company, LLC

BUYER (GRANTEE) INFORMATION  
(REQUIRED)Print Name: New Nevada Resources, LLCAddress: 9550 Prototype Ct., Suite 3City: RenoState: Nevada Zip: 89521

## COMPANY/PERSON REQUESTING RECORDING

(required if not the seller or buyer)

Print Name: \_\_\_\_\_ Escrow # \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)



**SCHEDULE 1**  
**EUREKA COUNTY, NEVADA**

**Parcel #**

004-360-10

004-360-12

004-360-14

005-040-16

005-080-07

005-080-18

005-090-22

005-090-50

005-260-02

005-260-14

005-270-16

005-480-05

005-480-26

003-141-24

004-020-04

004-050-05

004-050-15

004-060-02

004-060-04

004-060-06

004-060-08

004-060-12

004-130-04

004-130-06

004-290-06

004-290-14

004-290-20

004-300-05

004-300-14

004-320-17

004-330-10

004-360-06

004-360-08



# ADAMS AND REESE LLP

Attorneys at Law  
Alabama  
Florida  
Louisiana  
Mississippi  
Tennessee  
Texas  
Washington, DC

November 30, 2011

Michael N. Rebaleati  
County Recorder  
Eureka County, Nevada  
P. O. Box 556  
Eureka, NV 89316  
(775)-237-5263

Powell G. Ogletree, Jr.  
Admitted in Alabama  
and Mississippi  
Direct: 601.292.0740  
E-Fax: 601.944.9051  
gee.ogletree@arlaw.com

Re: Recording of Deeds

Dear Mr. Rebaleati:

My firm represents Nevada Land and Resource Company, LLC. The sole member of Nevada Land and Resource Company, LLC is Conduit, LLC. Conduit, LLC is also the sole member of New Nevada Resources, LLC. The Certificate of the Managing Member of Conduit, LLC is attached to this letter.

Nevada Land and Resource Company, LLC is in existence as evidenced by the Certificate of Existence with Status of Good Standing for Nevada Land and Resource Company, LLC issued by the Nevada Secretary of State. No change has been made to the existence of Nevada Land and Resource Company, LLC since the date of the Certificate of Existence.

New Nevada Resources, LLC is in existence as evidenced by the Certificate of Status issued by the Florida Secretary of State. No change has been made to the existence of New Nevada Resources, LLC since the date of the Certificate of Status. New Nevada Resources, LLC is qualified to do business in Nevada as evidenced by the Certificate of Existence (Including Amendments) issued by the Nevada Secretary of State.

Conduit, LLC is in existence as evidenced by the Certificate of Status for Conduit, LLC issued by the Florida Secretary of State. No change has been made to the existence of Conduit, LLC since the date of the Certificate of Status. Conduit, LLC is qualified to do business in Nevada as evidenced by the Certificate of Existence (Including Amendments) issued by the Nevada Secretary of State.

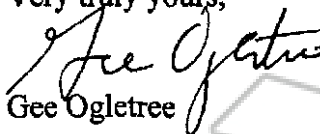
The deeds and assignment attached to this letter documents the transfer of some minerals, royalties and leases and agreements from Nevada Land and Resource Company, LLC to New Nevada Resources, LLC. Revised Statutes 375.020, 375.023 and 375.026 provide for certain taxes upon the transfer of real property. However, because both the transferor and the transferee are owned by the same common owner, Nevada Revised Statutes 375.090 provide for exemptions to the taxes in Nevada Revised Statutes 375.020, 375.023 and 375.026. Specifically, Nevada Revised Statutes 375.090 provides:



1. A mere change in identity, form or place of organization, such as a transfer between a business entity and its parent, its subsidiary or an affiliated business entity if the affiliated business entity has identical common ownership.

If you have any questions, please do not hesitate to call me.

Very truly yours,

  
Gee Ogletree

Attachments:

Grant Bargain and Sale Mineral Deed from Nevada Land and Resource Company, LLC

To New Nevada Resources, LLC

Grant Bargain and Sale Mineral Deed and Royalty Transfer from Nevada Land and Resource Company, LLC

To New Nevada Resources, LLC

Assignment and Assumption of Leases and Agreements from Nevada Land and Resource Company, LLC

To New Nevada Resources, LLC

Certificate of Existence with Status of Good Standing of Nevada Land and Resource Company, LLC (Nevada)

Certificate of Status of New Nevada Resources, LLC (Florida)

Certificate of Existence of New Nevada Resources, LLC (Including Amendments) (Nevada)

Certificate of Status of Conduit, LLC (Florida)

Certificate of Existence of Conduit, LLC (Including Amendments) (Nevada)

Certificate of M.C. Davis, Manager of Conduit, LLC as to ownership of membership interest in Nevada Land and Resource Co, LLC and New Nevada Resources, LLC

cc: Hon. David Robertson, Robertson & Benevento, 50 West Liberty Street, Suite 600, Reno, Nevada 89501



# SECRETARY OF STATE




## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NEVADA LAND AND RESOURCE COMPANY, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 18, 2004, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 9, 2011.



  
ROSS MILLER  
Secretary of State

Electronic Certificate  
Certificate Number: C20111109-1461  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>



## *Certificate of Status*

I certify from the records of this office that NEW NEVADA RESOURCES, LLC, is a limited liability company organized under the laws of the State of Florida, filed electronically on September 08, 2011.

The document number of this company is L11000103015.

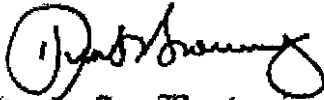
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

Authentication Code: 110909085337-300211903653#1

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Ninth day of September, 2011



  
Kurt S. Browning  
Secretary of State



# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **NEW NEVADA RESOURCES, LLC**, as a limited liability company duly organized under the laws of Florida and existing under and by virtue of the laws of the State of Nevada since October 3, 2011, and is in good standing in this state.

I further certify, that the above limited liability company has an Application for Foreign Registration and no amendments on file in this office as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 3, 2011.

ROSS MILLER  
Secretary of State



Electronic Certificate  
Certificate Number: C20111103-1806  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>





## *Certificate of Status*

I certify from the records of this office that CONDUIT, LLC, is a limited liability company organized under the laws of the State of Florida, filed electronically on October 25, 2011.

The document number of this company is L11000121898.

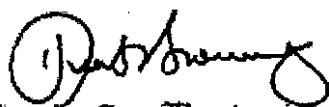
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

Authentication Code: 111026090232-900213671409#1

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty Sixth day of October, 2011

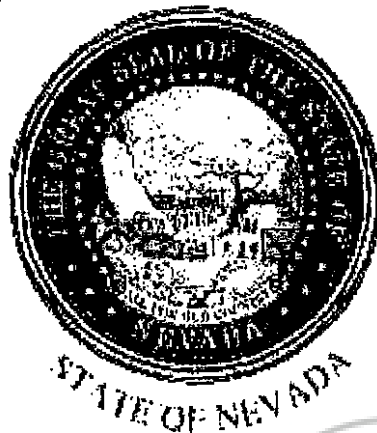


  
Kurt S. Browning  
Secretary of State





# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE (INCLUDING AMENDMENTS)

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CONDUTT, LLC**, as a limited liability company duly organized under the laws of Florida and existing under and by virtue of the laws of the State of Nevada since October 31, 2011, and is in good standing in this state.

I further certify, that the above limited liability company has an Application for Foreign Registration and no amendments on file in this office as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 3, 2011.



*[Signature]*  
ROSS MILLER  
Secretary of State

Electronic Certificate  
Certificate Number: C20111103-1913  
You may verify this electronic certificate  
online at <http://www.nvsos.gov/>



**CONDUIT, LLC**  
**Manager's Certificate**

I, M.C. Davis, the Manager of Conduit, LLC, a Florida limited liability company (the "Company"), in connection with the transfer of certain assets from Nevada Land and Resource Company, LLC, a Nevada limited liability company, to New Nevada Resources, LLC, a Florida limited liability company, do hereby certify that:

1. Conduit, LLC is the sole member of Nevada Land and Resource Company, LLC.
2. Conduit, LLC is the sole member of New Nevada Resources, LLC.
3. The transfer of assets from Nevada Land and Resource Company, LLC to New Nevada Resources, LLC described in the letter to the County Tax Assessor to which this letter is attached, is a transfer between a parent and a subsidiary where the transferor and transferee have a common owner.

You are entitled to rely upon this Manager's Certificate in connection with your determination of the exemption of the transfer from transfer taxes.

Dated: November 30, 2011.

Conduit, LLC

By:   
M.C. Davis, Manager