

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.

DOC# 218977

11/30/2011

03:25PM

Official Record

Requested By
STEWART TITLE ELKO

Eureka County - NV

Mike Rebaleati - Recorder

Page: 1 of 6

Fee: \$44.00

Recorded By FS

RPTT: \$0.00

Book- 0525 Page- 0357



0218977

APN # See Exhibits B and C attached hereto and incorporated herein by reference.

**GRANT BARGAIN AND SALE MINERAL DEED
AND ROYALTY TRANSFER**

THIS GRANT BARGAIN AND SALE MINERAL DEED AND ROYALTY TRANSFER 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** is the parent entity of **GRANTEE**, with **GRANTEE** being a wholly-owned subsidiary of **GRANTOR**.

Whereas, **GRANTOR** owns certain minerals as defined herein and owns certain royalty interests as defined herein and **GRANTOR** desires to convey and transfer the same to **GRANTEE**.

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 minerals more particularly defined on Exhibit "A", in, on, and under all real property in which **GRANTOR** holds minerals 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 "B," 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 any kind or nature, including but not limited to ingress and egress, roadways and utilities thereto for the purpose of exploration, mining, or other development of the minerals, 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 minerals.

Further, **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 royalty interests more particularly described on Exhibit "C", in, on, and under all real property in which **GRANTOR** holds royalty interests 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 "C," attached hereto and incorporated herein by reference.

TO HAVE AND TO HOLD the said minerals and royalty interests 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 minerals and royalty interests in, on and under any property in Eureka County, Nevada wherever located and however described.

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

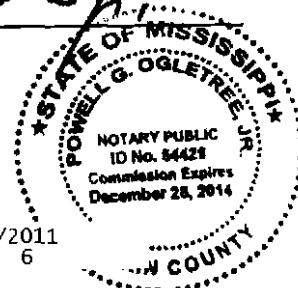
STATE OF Mississippi
COUNTY OF Madison

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 and Royalty Transfer on behalf of said company

Powell G. Ogletree Jr.
NOTARY PUBLIC

My Commission Expires:

(SEAL)



218977

Book: 525 11/30/2011
Page: 358 2 of 6

1142944-1

Exhibit "A"
Definition of Minerals

This instrument is intended to convey to GRANTEE 100% of GRANTOR'S minerals in this county affecting lands where it does not own a fee simple interest, however described and wherever located.

Minerals shall have the meaning set forth in any reservation in any deed or instrument by GRANTOR or its predecessor in title reserving minerals however defined, as that definition may have changed over time and from time to time.

GRANTOR acknowledges that the definition of minerals changed over time. By way of example but not limitation, minerals have been defined to include precious metals, base metals, industrial grade products, fissional elements, coal, lignite, oil, gas, hydro-carbons, geothermal energy resources and all other minerals and mineral compounds of every kind and nature, 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 described on Exhibit "B" or elsewhere in this county, regardless of depth, together with all rights, easements, and rights of way of every kind and nature, together with all rights of use of the surface, together with the right to use water for mineral purposes, together with any and all other rights of any kind or nature pertaining to the minerals.



218977

Book: 525 11/30/2011
Page: 359 3 of 6

**EXHIBIT B
MINERAL ESTATE PARCELS**

All that property situated in Eureka County, NV, more particularly described as:

| Tw | Rng | Sec | Aliquot | APN | Acreage |
|-----|-----|-----|--|-----------|---------|
| 32N | 51E | 35 | Lot 4 of Block 1 | 03-582-01 | 0.14 |
| 36N | 48E | 25 | SE/4 | 04-010-15 | 160.00 |
| 36N | 48E | 35 | SE/4 | 04-010-20 | 160.00 |
| 36N | 49E | 31 | NW/4 | 04-020-16 | 160.17 |
| 34N | 48E | 05 | SE/4 | 04-130-02 | 160.00 |
| 33N | 48E | 35 | Lots 1-8 (W/2) | 04-220-08 | 317.68 |
| 33N | 51E | 23 | All | 04-290-04 | 640.00 |
| 33N | 52E | 19 | All | 04-290-06 | 635.76 |
| 33N | 51E | 27 | All | 04-290-10 | 640.00 |
| 33N | 51E | 25 | All | 04-290-12 | 640.00 |
| 33N | 51E | 35 | All | 04-290-18 | 640.00 |
| 32N | 48E | 05 | All except 100' X 100' parcel in Lot 4 (.23 acres) | 04-300-01 | 669.62 |
| 32N | 48E | 03 | All | 04-300-03 | 659.84 |
| 32N | 48E | 09 | All | 04-300-08 | 640.00 |
| 32N | 48E | 11 | All | 04-300-10 | 640.00 |
| 32N | 48E | 17 | All | 04-300-12 | 640.00 |
| 32N | 48E | 21 | All | 04-310-02 | 640.00 |
| 32N | 48E | 29 | All | 04-310-05 | 640.00 |
| 32N | 48E | 33 | All | 04-310-10 | 643.08 |
| 32N | 51E | 13 | All | 04-360-16 | 640.00 |
| 32N | 51E | 21 | All | 04-370-02 | 640.00 |
| 32N | 51E | 23 | All | 04-370-04 | 640.00 |
| 32N | 51E | 27 | All | 04-370-10 | 640.00 |
| 32N | 51E | 35 | NE/4, S/2 SE/4, NW/4 SE/4 | 04-370-18 | 280.00 |
| 32N | 51E | 35 | NE/4 SE/4 except ptn lying w/in town of Pallsade | 04-380-02 | 33.48 |
| 32N | 52E | 05 | W/2 W/2 | 04-390-02 | 120.23 |
| 32N | 52E | 07 | All | 04-390-03 | 644.74 |
| 32N | 52E | 33 | Ptn in Eureka County | 04-390-14 | 15.20 |
| 32N | 52E | 31 | Lots 3-14 | 04-390-15 | 467.35 |
| 31N | 49E | 17 | W/2 | 05-080-28 | 320.00 |
| 31N | 49E | 19 | E/2 | 05-090-10 | 320.00 |
| 30N | 49E | 21 | All | 05-270-03 | 640.00 |
| 29N | 49E | 29 | All | 05-490-22 | 640.00 |
| 29N | 52E | 03 | Ptn in Eureka County | 05-570-04 | 319.40 |
| 29N | 52E | 09 | E/2 | 05-570-07 | 320.00 |
| 29N | 52E | 15 | W/2 | 05-570-12 | 320.00 |
| 29N | 52E | 21 | S/2, NE/4 | 05-580-05 | 498.51 |
| 29N | 52E | 33 | All | 05-580-17 | 640.00 |
| 28N | 49E | 05 | All | 05-610-02 | 641.40 |
| 28N | 49E | 17 | All | 05-610-14 | 640.00 |
| 28N | 52E | 09 | N/2 except 12.05 Ac Hwy R/W | 05-670-19 | 320.00 |

Total Mineral Estate Acreage in Eureka County 19,066.60



218977

Book: 525 11/30/2011
Page: 360 4 of 6

Exhibit "C"
Royalty Interests
(Definition and Legal Description)

This instrument is intended to convey to GRANTEE 100% of GRANTOR'S royalty interests in this county affecting lands where it does not own a fee simple interest, however described and wherever located.

Royalty interests shall have the meaning set forth in any reservation in any deed or instrument by GRANTOR or its predecessor in title reserving mineral rights and royalties however defined, as that definition may have changed over time and from time to time. Royalty interests shall also have the meaning set forth in any granting of the same in any deed or instrument in favor of GRANTOR or its predecessor in title conveying royalties however defined, as that definition may have changed over time and from time to time.

GRANTOR acknowledges that the definition of minerals changed over time and a change in that definition affects the royalty interests reserved by GRANTOR (or its predecessor in title) or granted to GRANTOR (or its predecessor in title). By way of example but not limitation, minerals have been defined to include precious metals, base metals, industrial grade products, fissionable elements, coal, lignite, oil, gas, hydro-carbons, geothermal energy resources and all other minerals and mineral compounds of every kind and nature, 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 described on this Exhibit "C" or elsewhere in this county, regardless of depth, together with all rights, easements, and rights of way of every kind and nature, together with all rights of use of the surface, together with the right to use water for mineral purposes and together with any and all other rights of any kind or nature pertaining to the minerals.

Although, this instrument is intended to convey to GRANTEE 100% of GRANTOR'S royalty interests in this county affecting lands where it does not own a fee simple interest, however described and wherever located, it shall include, but not be limited to the following:

[The Remainder of this Page is Intentionally Left Blank.]



All that property situated in Eureka County, NV, more particularly described as:

| Tw | Rng | Sec | Aliquot | APN | Acreage |
|--|-----|-----|--|-----------|-----------------|
| 31N | 50E | 01 | All except 34.63 Ac RR R/W | 05-120-05 | 617.77 |
| 31N | 51E | 07 | All except 43.34 Ac in RR R/W | 05-140-06 | 477.25 |
| 32N | 51E | 03 | All | 04-360-04 | 797.20 |
| 32N | 51E | 05 | All | 04-360-01 | 803.98 |
| 32N | 51E | 25 | N/2, SW/4, W/2 SE/4, SE/4 SE/4 except 45.61 Ac RR R/W | 04-370-12 | 600.00 |
| 32N | 51E | 29 | All | 04-370-06 | 646.80 |
| 32N | 51E | 33 | All | 04-370-15 | 640.00 |
| 32N | 52E | 19 | All northwest of Hwy 278 except 43.06 Ac Hwy and RR R/Ws | 04-390-08 | 602.54 |
| 33N | 51E | 33 | All | 04-290-16 | 640.00 |
| 35N | 51E | 17 | N/2 | 04-110-09 | 320.00 |
| Total Reserved Royalty Acreage in Eureka County | | | | | 6,145.54 |



218977

Book: 525 11/30/2011
Page: 362 6 of 6

Official Record

Requested By STEWART TITLE ELKO
Eureka County - NV
Mike Rebaleati - Recorder
Page: 1 of 1 Fee: \$44.00
Recorded By FS PRTT: \$0.00

STATE OF NEVADA
DECLARATION OF VALUE

- 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'/Ind'l
 - g) Agricultural
 - h) Mobile Home
 - i) Other _____

FOR RECORDERS OPTIONAL USE ONLY

DOCUMENT/INSTRUMENT #: _____

BOOK _____ PAGE _____

DATE OF RECORDING: _____

NOTES: See attached pages. J.E.L.

3. Total Value/Sales Price of Property: \$ -0-

Deed in Lieu of Foreclosure Only (value of property) (_____)

Transfer Tax Value: \$ -0-

Real Property Transfer Tax Due: \$ -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 [Signature] Capacity Manager (Grantor)

Signature [Signature] Capacity Manager (Grantee)

SELLER (GRANTOR) INFORMATION
(REQUIRED)

Print Name: Nevada Land and Resource*

Address: 9550 Prototype Ct., Suite 3

City: Reno

State: Nevada Zip: 89521

*Company, LLC

BUYER (GRANTEE) INFORMATION
(REQUIRED)

Print Name: New Nevada Resources, LLC

Address: 9550 Prototype Ct., Suite 3

City: Reno

State: Nevada Zip: 89521

COMPANY/PERSON REQUESTING RECORDING

(required if not the seller or buyer)

Print Name: _____ Escrow # _____

Address: _____

City: _____ State: _____ Zip: _____



SCHEDULE 1

All that property situated in Eureka County, NV, more particularly described as:

| Tw | Rng | Sec | Aliquot | APN | Acreage |
|-----|-----|-----|--|-----------|---------|
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| 32N | 48E | 29 | All | 04-310-05 | 640.00 |
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| 32N | 51E | 21 | All | 04-370-02 | 640.00 |
| 32N | 51E | 23 | All | 04-370-04 | 640.00 |
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| 32N | 52E | 05 | W/2 W/2 | 04-390-02 | 120.23 |
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|--|-----|-----|--|-----------|-----------------|
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| 31N | 51E | 07 | All except 43.34 Ac in RR R/W | 05-140-06 | 477.25 |
| 32N | 51E | 03 | All | 04-360-04 | 797.20 |
| 32N | 51E | 05 | All | 04-360-01 | 803.98 |
| 32N | 51E | 25 | N/2, SW/4, W/2 SE/4, SE/4 SE/4 except 45.61 Ac RR R/W | 04-370-12 | 600.00 |
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| 33N | 51E | 33 | All | 04-290-16 | 640.00 |
| 35N | 51E | 17 | N/2 | 04-110-09 | 320.00 |
| Total Reserved Royalty Acreage in Eureka County | | | | | 6,145.54 |



Attorneys at Law

Alabama
Florida
Louisiana
Mississippi
Tennessee
Texas
Washington, DC

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

November 30, 2011

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

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



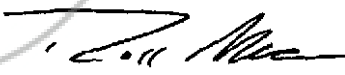
CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

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.

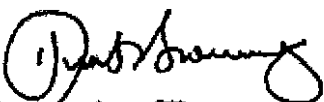
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

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

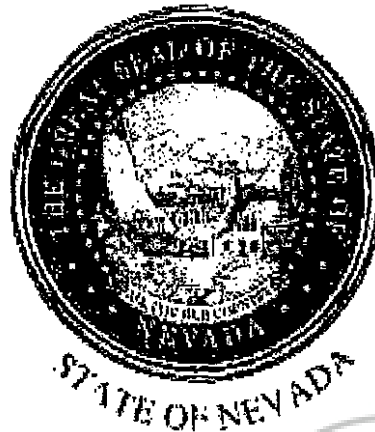
Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Ninth day of September, 2011




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.

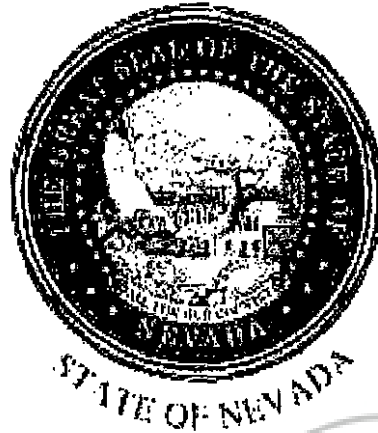
ROSS MILLER
Secretary of State



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



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, **CONDUIT, 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.

ROSS MILLER
Secretary of State



Electronic Certificate
Certificate Number: C20111103-1913
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.

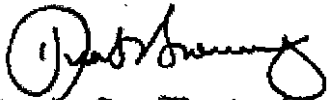
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

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



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