

MAIL TAX STATEMENT AND  
WHEN RECORDED RETURN TO:  
New Nevada Lands, 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# 218979**

11/30/2011

03:25PM

**Official Record**

Requested By  
STEWART TITLE ELKO

**Eureka County - NV**

**Mike Rebaleati - Recorder**

Page: 1 of 7 Fee: \$45.00

Recorded By FS RPTT: \$0.00

Book- 0525 Page- 0373



0218979

### GRANT BARGAIN AND SALE 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 Lands, LLC**, a Mississippi 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 all real property owned by it 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** all rock, sand, clay, gravel and placer minerals reserved by **GRANTOR** in that conveyance of even date of minerals as described in that certain Grant Bargain And Sale Mineral Deed by **GRANTOR** to New Nevada Resources, LLC ("Conveyed Mineral Rights") pertaining to the properties described on Exhibit "A".

**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, 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.

TOGETHER WITH any and all water rights and applications appurtenant to the properties described on Exhibit "A."

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 thereof; except for those Reserved Mineral Rights previously conveyed by GRANTOR to New Nevada Resources, LLC.

TO HAVE AND TO HOLD the said premises 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 property in Eureka County, Nevada wherever located and however described, exclusive of the Conveyed Mineral Rights.

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 Deed on behalf of said company.

Powell G. Ogletree, Jr.  
NOTARY PUBLIC

My Commission Expires:

(SEAL)



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

**Parcel #**

004-360-10  
004-360-12  
004-360-14  
005-040-18  
005-080-07  
005-080-18  
005-080-22  
005-090-50  
005-260-02  
005-260-14  
005-270-18  
005-480-05  
005-480-26  
  
003-141-24  
004-020-04  
004-050-05  
004-050-15  
004-060-02  
004-060-04  
004-060-08  
004-060-08  
004-080-12  
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  
004-360-08  
004-360-08



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**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 18: 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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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 ¾" 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 ¾" iron pipe; Thence North 20°43'27" West 90.84 feet to a point in the I-80 South right-of-way line (Station "Oe" 967+37 offset 200 feet right), from which a ¾" 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 ¾" 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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STATE OF NEVADA  
DECLARATION OF VALUE

Grant Bargain and Sale Deed

DOC# DV-218979

11/30/2011

03:25PM

Official Record

Requested By

STEWART TITLE ELKO

Eureka County - NV

Mike Rebaleati - Recorder

Page: 1 of 1

Fee: \$45.00

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 pages attached T&A

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 MICHAEL

Capacity Manager (Grantor)

Signature MICHAEL

Capacity Manager (Grantee)

SELLER (GRANTOR) INFORMATION  
(REQUIRED)

Print Name: Nevada Land and Resource \*  
Address: 9550 Prototype Ct., Suite 103  
City: Reno  
State: Nevada Zip: 89521

BUYER (GRANTEE) INFORMATION  
(REQUIRED)

Print Name: New Nevada Lands, LLC  
Address: 9550 Prototype Ct., Suite 103  
City: Reno  
State: Nevada Zip: 89521

\* Company, LLC

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  
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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  
004-290-08  
004-290-14  
004-290-20  
004-300-05  
004-300-14  
004-320-17  
004-330-10  
004-360-06  
004-360-08



**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  
gee.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 Lands, 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 Lands, LLC is in existence as evidenced by the Certificate issued by the Mississippi Secretary of State. No change has been made to the existence of New Nevada Lands, LLC since the date of the Certificate. New Nevada Lands, 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 land, leases and agreements from Nevada Land and Resource Company, LLC to New Nevada Lands, 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 Deed from Nevada Land and Resource, LLC**

**To New Nevada Lands, LLC**

**Water Rights Grant Bargain and Sale Deed from Nevada Land and Resource, LLC**

**To New Nevada Lands, LLC**

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

**To New Nevada Lands, LLC**

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

**Certificate of New Nevada Lands, LLC (Mississippi)**

**Certificate of Existence (Including Amendments) of New Nevada Lands, LLC (Nevada)**

**Certificate of Status of Conduit, LLC (Florida)**

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

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

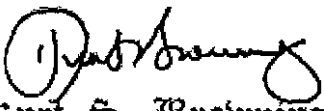
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

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.

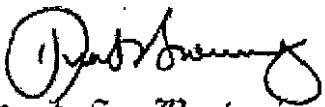
I further certify that said company has paid all fees due this office through December 31, 2011, and its status is active.

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, **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/>



**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 Lands, LLC, a Mississippi 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 Lands, LLC.
3. The transfer of assets from Nevada Land and Resource Company, LLC to New Nevada Lands, 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