

BARGAIN AND SALE DEED

SOM-A, LLC, a Colorado limited liability company, **SOM-B, LLC**, a Colorado limited liability company and **SOM-C, LLC**, a Colorado limited liability company (collectively Grantor), all of whose address is 201 N. Mill St., Ste. 203, Aspen, CO 81611, for Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which is acknowledged, hereby sells and conveys to **Wilson Mesa Ranch Holdings, LLC** (Grantee), a Delaware limited liability company whose address is 1251 Avenue of the Americas, 17th Floor New York, NY 10020, the following real property in San Miguel County, Colorado:

All water, water rights, water storage rights, ditch stock and ditch rights, whether adjudicated or unadjudicated, all entitlements to water, whether contractual, by permit, or otherwise, and all groundwater rights and springs, whether tributary or non-tributary, and whether adjudicated or not, along with and including all of the foregoing rights whether or not fully entitled, proven up or vested, all permits, easements, structures, ditches, pipelines, headgates, wells, well permits, springs, pumps, flumes, measuring devices, and other facilities necessary for or used in connection with the exercise of such rights and entitlements, historically used upon benefiting or appurtenant to the property described as follows:

PARCEL A, PARCEL B and PARCEL C, SOUND OF MUSIC RANCH, according to the Plat recorded August 10, 2000 in Plat Book 1 at Page 2779, County of San Miguel, State of Colorado.

TO HAVE AND TO HOLD the same, together with all and singular the hereditaments, appurtenances and privileges thereto belonging or in anywise appertaining, and all the estate, right, title, interest, claims and demands whatsoever of the Grantor, either in law or equity, to the proper use, benefit and behoove of the Grantee, its heirs, assigns and successors forever.

IN WITNESS WHEREOF, the Grantor has executed this deed on the date set forth below.

- Signatures on following page -

Dated: September 15, 2007

SOM-A, LLC

SOM-B, LLC

By Deborah G. Carstens,
Deborah G. Carstens, Manager
Manager

By Deborah G. Carstens,
Deborah G. Carstens, Manager
Manager

SOM-C, LLC

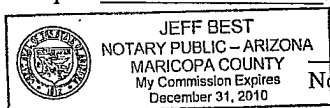
By Deborah G. Carstens,
Deborah G. Carstens, Manager
Manager

STATE OF Arizona)
) ss.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me this 15 day of September, 2007, by Deborah G. Carstens, as Manager of SOM-A, LLC, SOM-B, LLC and SOM-C, LLC, all Colorado limited liability companies.

My commission expires 2010

Witness my hand and official seal.



Notary Public

Jeff Best 9/15/07

Return to: Herbert S. Klein
Klein, Cote & Edwards, LLC
201 N. Mill St., Ste. 203
Aspen, CO 81611

ASSIGNMENT

SOM-A, LLC, a Colorado limited liability company, **SOM-B, LLC**, a Colorado limited liability company and **SOM-C, LLC**, a Colorado limited liability company (collectively Assignors), hereby assign to **Wilson Mesa Ranch Holdings, LLC** (Assignee), a Delaware limited liability company whose address is 1251 Avenue of the Americas, 17th Floor New York, NY 10020, all of Assignors' right, title, obligations and interest, if any, in and to the following:

Office of the State Engineer, Colorado Division of Water Resources, Well Permit Nos. 274447, 274448, 274450, 274453 and 274456 located or used on the real property described as follows:

PARCEL A, PARCEL B or PARCEL C, SOUND OF MUSIC RANCH, according to the Plat recorded August 10, 2000 in Plat Book 1 at Page 2779, County of San Miguel, State of Colorado.

TOGETHER with all and singular the hereditaments and appurtenances thereto belonging, or in anywise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof: and all the right, title, interest, claim and demand whatsoever of the Assignors, either in law or equity, of, in and to the above bargained property, with the hereditaments and appurtenances;

TO HAVE AND TO HOLD the said premises above bargained and described with the appurtenances, unto the Assignee, its successors and assigns forever.

- Signatures on following page -

Done and dated this 15 day of September, 2007.

SOM-A, LLC

By Deborah G. Carstens
Deborah G. Carstens, Manager
Manager

SOM-B, LLC

By Deborah G. Carstens,
Deborah G. Carstens, Manager
Manager

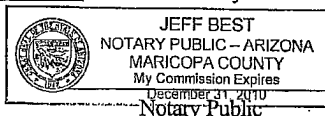
SOM-C, LLC

By Deborah G. Carstens,
Deborah G. Carstens, Manager
Manager

STATE OF Arizona,
COUNTY OF Maricopa) ss.

The foregoing instrument was acknowledged before me this 15 day of September, 2007, by Deborah G. Carstens, as Manager of SOM-A, LLC, SOM-B, LLC and SOM-C, LLC, all Colorado limited liability companies.

My commission expires 2010. Witness my hand and official seal.



Jeff Best 9/15/07

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that **SOM-A, LLC** ("Seller"), a Colorado limited liability company, for and in consideration of ten dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby grants and conveys to **Wilson Mesa Ranch Holdings, LLC** ("Purchaser"), a Delaware limited liability company whose address is 1251 Avenue of the Americas, 17th Floor New York, NY 10020, its successors and assigns, the following property, goods and chattels, to which Purchaser is entitled located at:

PARCEL A, SOUND OF MUSIC RANCH, according to the Plat recorded August 10, 2000 in Plat Book 1 at Page 2779, County of San Miguel, State of Colorado.

and commonly known as vacant land in the town of Placerville, San Miguel County, Colorado (the "Real Property"):

1. If on the Real Property, whether attached or not, on the date hereof: all personal property; and
2. If on the Real Property, whether attached or not, on the date hereof: all wells, equipment, casing heads, casings, pump houses, pumps, pressure tanks, storage tanks, tanks, water lines, water pipes, water systems, headgates, divider boxes, flumes, measuring devices, and all other personal property affixed, appurtenant to, or used in connection with the wells, ditches, reservoirs and water rights appurtenant to the Real Property.

TO HAVE AND HOLD the same unto said Purchaser, its successors and assigns, forever. Seller warrants title to said property, goods and chattels, against all and every person or persons whomever.

- Signatures on Following Page -

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale on September 15, 2007.

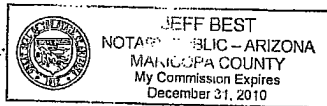
SOM-A, LLC

By Deborah G. Carstens,
Deborah G. Carstens, Manager Manager

STATE OF Arizona)
) ss.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me September 15, 2007, by Deborah G. Carstens, as Manager of SOM-A, LLC.

My commission expires: 2010



Notary Public

Jeff Best 9/15/07

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that **SOM-B, LLC** ("Seller"), a Colorado limited liability company, for and in consideration of ten dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby grants and conveys to **Wilson Mesa Ranch Holdings, LLC** ("Purchaser"), a Delaware limited liability company whose address is 1251 Avenue of the Americas, 17th Floor New York, NY 10020, its successors and assigns, the following property, goods and chattels, to which Purchaser is entitled located at:

PARCEL B, SOUND OF MUSIC RANCH, according to the Plat recorded August 10, 2000 in Plat Book 1 at Page 2779, County of San Miguel, State of Colorado.

and commonly known as vacant land in the town of Placerville, San Miguel County, Colorado (the "Real Property"):

1. If on the Real Property, whether attached or not, on the date hereof: all personal property; and
2. If on the Real Property, whether attached or not, on the date hereof: all wells, equipment, casing heads, casings, pump houses, pumps, pressure tanks, storage tanks, tanks, water lines, water pipes, water systems, headgates, divider boxes, flumes, measuring devices, and all other personal property affixed, appurtenant to, or used in connection with the wells, ditches, reservoirs and water rights appurtenant to the Real Property.

TO HAVE AND HOLD the same unto said Purchaser, its successors and assigns, forever. Seller warrants title to said property, goods and chattels, against all and every person or persons whomever.

- Signatures on Following Page -

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale on September 15, 2007.

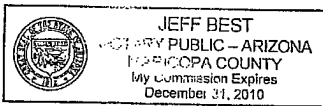
SOM-B, LLC

By Deborah G. Carstens,
Deborah G. Carstens, Manager Manager

STATE OF Arizona)
) ss.
COUNTY OF Maricopa)

The foregoing instrument was acknowledged before me September 15, 2007, by Deborah G. Carstens, as Manager of SOM-B, LLC.

My commission expires: 2010



Jeff Best 9/15/07

Notary Public

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that **SOM-C, LLC** ("Seller"), a Colorado limited liability company, for and in consideration of ten dollars and other good and valuable consideration, the receipt of which is hereby acknowledged, hereby grants and conveys to **Wilson Mesa Ranch Holdings, LLC** ("Purchaser"), a Delaware limited liability company whose address is 1251 Avenue of the Americas, 17th Floor New York, NY 10020, its successors and assigns, the following property, goods and chattels, to which Purchaser is entitled located at:

PARCEL C, SOUND OF MUSIC RANCH, according to the Plat recorded August 10, 2000 in Plat Book 1 at Page 2779, County of San Miguel, State of Colorado.

and commonly known as vacant land in the town of Placerville, San Miguel County, Colorado (the "Real Property"):

1. If on the Real Property, whether attached or not, on the date hereof: all personal property; and
2. If on the Real Property, whether attached or not, on the date hereof: all wells, equipment, casing heads, casings, pump houses, pumps, pressure tanks, storage tanks, tanks, water lines, water pipes, water systems, headgates, divider boxes, flumes, measuring devices, and all other personal property affixed, appurtenant to, or used in connection with the wells, ditches, reservoirs and water rights appurtenant to the Real Property.

TO HAVE AND HOLD the same unto said Purchaser, its successors and assigns, forever. Seller warrants title to said property, goods and chattels, against all and every person or persons whomever.

- Signatures on Following Page -

