

APN 005-011-01
+ 005-011-03

200 4222 85

RIGHT OF FIRST REFUSAL
(In regards to purchase of real property)

This agreement entered into this 17th day of December, 2001, between the party of the first part, Bruce A. Jensen and Pamela G. Jensen, (hereinafter referred to as "THE JENSENS") and the party of the second part, Elmer O. Wheeler and Paule A. Wheeler, Trustees of the Elmer O. Wheeler and Paule A. Wheeler Family Trust dated August 15, 1991 (herein after referred to as "THE WHEELERS") will constitute an agreement for the Right of First Refusal to purchase a property commonly known as: VACANT LAND, further identified as assessors parcel numbers 005-011-01 and 005-011-03 (LINCOLN COUNTY).

In as much as the "WHEELERS" and the "JENSENS" are currently entering into a purchase agreement for the above mentioned property (the title transfer deed is to be recorded concurrently herewith), the "JENSENS" hereby RESERVE THE RIGHT OF FIRST REFUSAL FOR PURCHASE OF THE ABOVE PROPERTY SHOULD THE "WHEELERS" ELECT TO SELL THE PROPERTY IN THE FUTURE.

THIS AGREEMENT IS BINDING ON ALL FUTURE PURCHASERS, AND BOTH PARTIES AGREE TO THE TERMS OF THIS DOCUMENT BY THEIR EXECUTION OF IT.

Inasmuch as the "WHEELERS" will initially hold title as Trustees of the Wheeler Family Trust, (herein after referred to as "THE TRUST"); this agreement is binding on any future trustees, successor trustees or beneficiaries of said trust. Transfers from "THE TRUST" to individual persons who are the original trustees of the trust, will be exempt from this agreement. (i.e. transfers to obtain financing). However, any transfers to parties other than "THE WHEELERS" individually are subject to the terms of this agreement.

Upon entering into any future purchase agreement or transfer, "THE WHEELERS" agree to disclose the Right of First Refusal set forth in this document to future purchasers. A request for waiver or acceptance of Right of First Refusal as set forth in this document will be sent to the "THE JENSENS". Whereby "THE JENSENS" agree to respond within 10 days of the initial request as to their position in the matter. *This document will carry as an Exhibit "A" the address for contact of "THE JENSENS".* "THE JENSENS" further agree that if in the future, the contact address shall change; "THE JENSENS" will cause to be recorded with the Clark county Records Office, an addendum to this document showing the new contact address.

Should "THE JENSENS" fail to record the addendum of address change, "THE WHEELERS" are released from this agreement and "THE JENSENS" agree that they terminate their RIGHT of FIRST REFUSAL as set forth in this agreement, by their failure to update the contact address.

By the execution of this agreement, all parties agree to the terms of this agreement, all parties also acknowledge that they understand they have the right to obtain legal counsel prior to accepting and acknowledging this agreement.

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Bruce A. Jensen
Bruce A. Jensen

Elmer O. Wheeler, Trustee
Elmer O. Wheeler, Trustee

Pamela G. Jensen
Pamela G. Jensen

Paule A. Wheeler, Trustee
Paule A. Wheeler, Trustee

STATE OF NEVADA)
)ss.
COUNTY OF CLARK)

This instrument was acknowledged before me the undersigned
Notary Public on December 17, 2001
By Bruce A. Jensen, Pamela G. Jensen, Elmer O. Wheeler and Paule A. Wheeler, who
proved on the basis of satisfactory evidence to be the same parties who acknowledge
execution of this document.

Dianne L. Lanasa
Notary Public

My commission expires: 9-8-2005



Exhibit "A"

Contact address for "THE JENSENS"

- * PO Box 253
- * Lund, Nevada 89317
- * Phone # (775) 761-9481

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When recorded return to:

Bruce A. Jensen
P O Box 253
Lund, Nv 89317

NO. **117537**

FILED AND RECORDED AT REQUEST OF
FIRST AMERICAN TITLE
JANAUARY 14, 2002

AT 30 MINUTES PAST 04 O'CLOCK

PM BOOK 161 OF OFFICIAL

RECORDS PAGE 114 LINCOLN

COUNTY, NEVADA.

LESLIE BOUCHER

COUNTY RECORDER

BY Jensen Jensen, DEPUTY

BOOK **161** PAGE **116**