

Official RecordRecording requested By
COYOTE SPRINGS INVESTMENT LLC

Lincoln County - NV

Leslie Boucher - Recorder

Fee: \$44.00

Page 1 of 6

RPTT:

Recorded By AE

Book- 269 Page- 0404



Clark County APNs: 009-04-510-001;
 009-04-610-001; 009-03-510-001; 009-03-610-001;
 009-05-810-001; 009-10-510-001; 009-10-810-001;
 009-11-210-001; 009-11-210-002; 009-14-110-001;
 009-14-710-001; 009-23-310-001; 009-22-101-008;
 009-22-101-009; 009-16-801-002; 009-15-310-001;
 009-17-501-002; 009-17-501-003; 009-23-810-002;
 009-21-210-001; 009-21-611-001; 009-21-501-001;
 009-21-612-002; 009-16-811-003; 009-15-411-001;
 009-23-701-001; 009-23-810-004; 009-23-810-006;
 009-22-211-002; 009-15-601-001; 009-23-101-001;
 009-10-601-001; 009-21-612-003; 009-05-610-001;
 009-04-310-002; 009-04-810-001; 009-22-701-002;
 009-21-701-001; 009-22-101-010; 009-22-310-001;
 009-22-511-001; 009-22-801-001; 009-23-610-002
 and 009-21-501-001

Lincoln County APNs: 8-201-03;
 8-201-06; 8-201-08; 8-201-15;
 8-201-19; 8-201-20; 8-201-21;
 8-201-23; 8-201-24; 8-201-25;
 8-201-27; 8-201-28; 8-201-29 and
 8-201-30

**Recorded Requested by, and
 When Recorded, Return to:**

General Counsel
 Wingfield Nevada Group Management Company LLC
 6600 N. Wingfield Parkway
 Sparks, Nevada 89436

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT ("Memorandum") is entered into by and among Coyote Springs Investment LLC, a Nevada limited liability company ("CSI"), Western Lands Project, a State of Washington non-profit corporation, ("WLP"), and Nevada Outdoor Recreation Association, Inc., a Nevada non-profit corporation ("NORA"), as of September 1, 2011. As used herein, each of CSI, WLP and NORA may also be referred to as a "Party" and collectively, the "Parties."

WHEREAS, CSI is the master developer of the Coyote Springs - Clark County Project and the Coyote Springs - Lincoln County Project which are referred to collectively herein as the "Coyote Springs Development."

WHEREAS, CSI is the record owner of certain lands and in fee and will be the future record owner of certain fee lands that are presently held by lease within Clark County and Lincoln County, Nevada, that will be utilized for the Coyote Springs Development are described on Exhibit A attached hereto and incorporated herein ("Subject Land").



WHEREAS, the Parties hereto desire to record this Memorandum against the Subject Land to provide notice of certain agreements among the Parties.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt thereof is hereby acknowledged, the Parties hereto mutually agree as follows:

1. This Memorandum shall be recorded against the Subject Land for the purpose of giving notice that certain mitigation fees must be paid by CSI to a Development Mitigation Fund upon commencement of grading the subject acreage.

2. This Memorandum shall be subordinate to all liens and encumbrances of record prior to the time that this Memorandum is recorded in the Official Records of Clark County or Lincoln County, Nevada, as applicable.

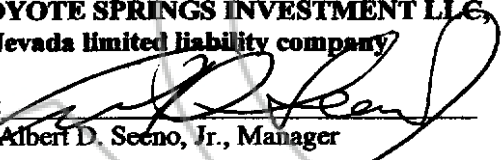
3. This Memorandum shall not encumber any lands described as leased lands on Exhibit A hereto unless and until such time as the fee interest is conveyed to CSI by the United States of America.

4. WLP and NORA shall record a release of this Memorandum from time to time for any and all acreage for which the mitigation fee has been paid to the Development Mitigation Fund. Each release shall be in recordable form and be delivered immediately upon receipt of the funds by the Development Mitigation Fund.

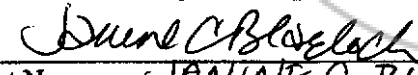
5. This Memorandum shall be governed by and construed under the laws of the State of Nevada, excepting therefrom the conflict of laws provision.

IN WITNESS WHEREOF, CSI, WLP and NORA have executed this Memorandum as of the date first written above.

COYOTE SPRINGS INVESTMENT LLC
a Nevada limited liability company

By: 
Albert D. Seeno, Jr., Manager

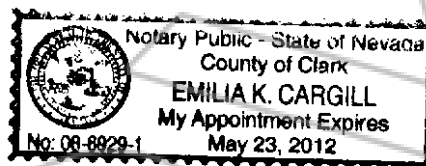
WESTERN LANDS PROJECT,
a State of Washington non-profit corporation

By: 
Print Name: JANINE C BLAELOCH
Its: DIRECTOR



**NEVADA OUTDOOR RECREATION ASSOCIATION,
a Nevada non-profit corporation**

By: J. Jeffrey van Ee
Print Name: J. Jeffrey van Ee
Its: Director



STATE OF NEVADA)
)
COUNTY OF CLARK)

This instrument was acknowledged before me on Dec. 16, 2011, by Albert D. Seeno, Jr., as Manager of Coyote Springs Investment LLC, a Nevada limited liability company.

Emilia Cargill
NOTARY

STATE OF)
)
COUNTY OF)

This instrument was acknowledged before me on November 10, 2011, by Burne Chavla, as Director of Western Lands Project, a State of Washington non-profit corporation.



STATE OF)
)
COUNTY OF)

This instrument was acknowledged before me on November 4, 2011, by J. Jeffrey Van Ee, as Director of Nevada Outdoor Recreation Association, Inc., a Nevada non-profit corporation.

Christina Rourke





Exhibit A

Legal Description of Subject Land

All that certain land situated in Coyote Spring Valley, Lincoln County, Nevada, more particularly described as follows:

Parcel 1:

T11S, R63E, M.D.M.:

Sections 20, 21, 22, 23, 26, 27, 28, 29, 32, 33, 34 and 35 - All

Section 24 - W $\frac{1}{2}$ SW $\frac{1}{4}$

Section 25 - W $\frac{1}{2}$ NW $\frac{1}{4}$

Sections 19, 30 and 31 - all that portion lying easterly of the centerline of U.S. Hwy 93

Excepting therefrom that portion of land in Sections 19, 20, 21, 29, 30, 31 and 32 encumbered by that Grant of Conservation Easement recorded June 29, 2009 in Book 249, Page 0102, as Document No. 0133912, Official Records, Lincoln County, Nevada.

NOTE: A portion of the land in Sections 19, 30 and 31 are currently held by CSI pursuant to a Lease from the United States of America.

Parcel 2:

T12S, R63E, M.D.M.:

Sections 3, 4, 5, 8, 9, 10, 15, 16, 17, 20, 21, 22, 27, 28 and 33 - All

Sections 2, 11 and 14 - W $\frac{1}{2}$

Section 34 - N $\frac{1}{2}$, SW $\frac{1}{4}$

Sections 6, 7, 18, 19, 29, 30 and 32 - all that portion lying easterly of the centerline of U.S. Hwy 93.

Excepting therefrom that portion of land in Sections 2, 5, 6, 8, 9, 10, 11, 14, 15, 16, 17, 21, 22, 23, 27 and 34 encumbered by that Grant of Conservation Easement recorded June 29, 2009 in Book 249, Page 0102, as Document No. 0133912, Official Records, Lincoln County, Nevada.

NOTE: A portion of the land in Sections 4, 5, 6, 9, 15, 16, 21, 22, 27, 28, 33 and 34 are currently held by CSI pursuant to a Lease from the United States of America.



All that certain land situated in Coyote Spring Valley, Clark County, Nevada, more particularly described as follows:

Parcel 3:

Parcels LP-5, LP-7, LP-8, LP-9, LP-10, LP-11, LP-13, LP-14, LP-15, LP-16, LP-24 and LP-26 of that certain Division Into Large Parcels on file in Book 138 of Plats, Page 51, and recorded October 24, 2007 in Book 20071024, as Instrument No. 0000710, Official Records, Clark County, Nevada.

Parcel 4:

Parcels 2 and 3 of that certain Parcel Map on file in File 112 of Parcel Maps, Page 64, and recorded August 30, 2006, in book 20060830, as Instrument No. 05336, Official Records, Clark County, Nevada.

Parcel 5:

Lots 2 and 4 of that certain Parcel Map on file in File 114 of Parcel Maps, Page 86, and recorded December 20, 2007 in Book 20071220, as Instrument No. 0005599, Official Records, Clark County, Nevada.

Parcel 6:

Lots 5 and 6 of that certain Final Map on file in Book 140 of Plats, Page 57, and recorded July 16, 2008 in Book 20080716, as Instrument No. 1289, Official Records, Clark County, Nevada.

Parcel 7:

Parcels 11, 12, 13 and 16 of that certain Final Map on file in Book 141 of Plats, Page 0014, and recorded November 4, 2008 in Book 20081104, as Instrument No. 0003596, Official Records, Clark County, Nevada.

Parcel 8:

Lots 1, 2 and 4 of that certain Parcel Map on file in File 116 of Parcel Maps, Page 0035, and recorded November 6, 2008 in Book 20081106, as Instrument No. 00995, Official Records, Clark County, Nevada.

Parcel 9:

Lot 4 of that certain Parcel Map on file in File 116 of Parcel Maps, Page 0037, and recorded November 6, 2008 in Book 20081106, as Instrument No. 0003247, Official Records, Clark County, Nevada.



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Parcel 10:

Parcels 1 and 2 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 4, and recorded September 30, 2009 in Book 20090930, as Instrument No. 5080, Official Records, Clark County, Nevada.

Parcel 11:

Parcels 1 and 2 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 5, and recorded September 30, 2009 in Book 20090930, as Instrument No. 5083, Official Records, Clark County, Nevada.

Parcel 12:

Parcels 1, 2 and 3 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 6, and recorded September 30, 2009 in Book 20090930, as Instrument No. 5086, Official Records, Clark County, Nevada.

Parcel 13:

Parcels 1 and 4 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 8, and recorded October 20, 2009 in Book 20091020, as Instrument No. 0002534, Official Records, Clark County, Nevada.

Parcel 14:

Parcel 4 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 9, and recorded October 20, 2009 in Book 20091020, as Instrument No. 0003157, Official Records, Clark County, Nevada.

Parcel 15:

Parcels 3 and 4 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 10, and recorded October 20, 2009 in Book 20091020, as Instrument No. 0003203, Official Records, Clark County, Nevada.

Parcel 16:

Parcels 2 and 3 of that certain Parcel Map on file in File 117 of Parcel Maps, Page 18, and recorded December 29, 2009 in Book 20091229, as Instrument No. 0003141, Official Records, Clark County, Nevada.