

MEMORANDUM OF AGREEMENT FOR FIRST RIGHT TO PURCHASE

On even date herewith, for Ten Dollars (\$10.00) and other good and valuable consideration, the undersigned, **SOPHIE S. PELISSIER, Trustee of the SOPHIE S. PELISSIER LIVING TRUST dated December 18, 1997, and any amendments thereto**, of P.O. Box 650, Big Horn, Wyoming, 82833, as "Grantor", and **PETER G. PELISSIER and CATHERINE M. PELISSIER, husband and wife**, of 1341 Cattail Court, Sheridan, Wyoming 82801, as "Grantees", executed an Agreement for First Right to Purchase in which Grantor agreed to grant to Grantees a first right to purchase the following-described property located in Sheridan County, Wyoming, to-wit:

See attached Exhibit "A"

Unless default occurs or the Agreement is otherwise terminated by its term, this Agreement shall remain in full force and effect for as long as Grantor has title to the above described real property. Other terms and conditions set forth in said Agreement for First Right to Purchase are available from the Grantor or Grantees.

DATED this 25th day of April, 2005.

GRANTOR:

SOPHIE S. PELISSIER LIVING TRUST
dated December 18, 1997

By:

Sophie S. Pelissier
SOPHIE S. PELISSIER, Trustee

GRANTEES:

Peter G. Pelissier
PETER G. PELISSIER

Catherine M. Pelissier
CATHERINE M. PELISSIER

STATE OF WYOMING)
) ss.
County of Sheridan)

The foregoing instrument was acknowledged before me this 24th day of March, 2005, by **SOPHIE S. PELISSIER, Trustee of the Sophie S. Pelissier Living Trust dated December 18, 1997**, Grantor.

WITNESS my hand and official seal.



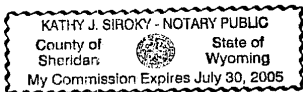
Kathy J. Siorky
Notary Public

My Commission Expires: July 30, 2005

STATE OF WYOMING)
) ss.
County of Sheridan)

The foregoing instrument was acknowledged before me this 25th day of April, 2005, by **PETER G. PELISSIER and CATHERINE M. PELISSIER**, Grantees.

WITNESS my hand and official seal.



Kathy J. Siorky
Notary Public

My Commission Expires: July 30, 2005

EXHIBIT "A"
LEGAL DESCRIPTION
4.628-ACRE TRACT

A tract of land located in the Southwest Quarter of the Northeast Quarter (SW $\frac{1}{4}$ NE $\frac{1}{4}$) of Section 6, Township 54 North, Range 84 West, of the Sixth Principal Meridian, Sheridan County, Wyoming, being a portion of that tract of land described in Sheridan County Book 389 of Deeds at Page 679 and being more particularly described as follows:

Beginning at the Southeast Corner of said SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 6, said point being located in the center of a County Road; thence along the centerline of said County Road S 87°49'11"W (S 87°41' W recorded), 289.10 feet; thence leaving said County Road N 0°38'09"W, 143.44 feet; thence N 75°12'30"W, 64.35 feet; thence N 30°55'12"W, 60.49 feet; thence N 8°12'50"W, 79.96 feet; thence N 88°36'18"E, 93.31 feet; thence N 0°38'09"W, 353.54 feet; thence N 89°21'51"E, 298.62 feet to a point (said point also being located in the Center of a County Road); thence along the centerline of said County Road, S 0°38'57"E (S 0°48' E recorded), 639.04 feet to the point of beginning, said tract containing 4.628 acres, more or less,

Along with a twenty-foot (20.00 feet) wide access easement adjoining the above-described tract, being 10.00 feet on each side of the following described centerline:

Beginning at a point located S 87°49'11"W, 289.10 feet and then N 0°38'09"W, 105.28 feet from the Southeast Corner of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 6; thence N 85°09'37"W, 43.98 feet; thence N 30°55'12"W, 100.55 feet, lengthening or shortening the side lines of said easement to intersect the west boundary of the above-described tract,

Subject to a thirty-foot (30.00 feet) wide access easement, being 15.00 feet on each side of the following described centerline:

Beginning at a point located N 0°38'57"W, 19.42 feet from the Southeast Corner of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 6; thence N 68°58'07"W, 197.73 feet; thence N 85°09'37"W, 105.72 feet, lengthening or shortening the side lines of said easement to intersect the west line of the above described tract and the east line of said SW $\frac{1}{4}$ NE $\frac{1}{4}$,

Subject to a twenty-foot (20.00 feet) wide water line easement, being 10.00 feet on each side of the following described centerline:

Beginning at a point located N 0°38'57"W, 446.01 feet from the Southeast Corner of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 6; thence S 87°59'16"W, 71.53 feet; thence S 76°52'15"W, 232.67 feet, lengthening or shortening the side lines of said easement to intersect the west line of the above described tract and the east line of said SW $\frac{1}{4}$ NE $\frac{1}{4}$.