

RECORDED MAY 24, 1989 BK 327 PG 180 NO 32829 RONALD L. DAILEY, COUNTY CLERK

AGREEMENT PERTAINING TO SIGHT EASEMENT
AND PROTECTION OF AESTHETICS OF AREA

THIS AGREEMENT is made this 23 day of May, A.D., 1989, by and between CHARLES L. WHITON and EDITH L. WHITON, husband and wife, of Big Horn, Wyoming, and HERMAN F. WHITON, JR., of Sun Valley, Idaho, (hereinafter referred to as "Whitons"), and S.K. JOHNSTON, JR., of Krystal Building, Suite 600, One Union Square, Chattanooga, Tennessee 37402 (hereinafter referred to as "Johnston");

WITNESSETH:

WHEREAS, Whitons are the owners of certain real property located in Sheridan County, Wyoming, more particularly described in Exhibit "A" attached hereto and by reference made a part hereof; and

WHEREAS, Whitons have agreed to sell to Johnston, and Johnston has agreed to purchase from Whitons, the property described in Exhibit "A" hereto; and

WHEREAS, Whitons are retaining their house and 86.47 acres adjacent thereto, which is more particularly described in Exhibit "B" attached hereto and made a part hereof; and

WHEREAS, the lands being retained by Whitons will be completely surrounded by lands conveyed to and owned by Johnston, and the Whiton house is so situated, that any obstruction erected within one hundred twenty-five (125) yards of the surveyed property line will materially and adversely effect and restrict the panoramic view from the house and overall general aesthetics of the area and result in substantial diminution in the value of Whitons' property; and

WHEREAS, the parties desire to agree to a general plan for the protection of the aesthetics of the area and sight easement which will benefit lands owned by both;

NOW, THEREFORE, in consideration of this Agreement, the sum of One Dollar (\$1.00) in hand paid by Whitons to Johnston, the receipt and sufficiency of which is hereby acknowledged, and other good and valuable consideration, Johnston, for himself, his heirs, executors and assigns, covenants and agrees as follows:

1.

So long as Whitons are the owners of the real property described in the attached Exhibit "B", Johnston shall not carry on nor cause to occur any business or construction activity, noxious or detrimental to the Whitons' use of the real property retained by them as described in Exhibit "B" and within one hundred twenty-five (125) yards of the surveyed property line of said property; nor shall Johnston carry on or cause to occur within one hundred twenty-five (125) yards of the Whitons' surveyed property line any activities that, as a matter of common experience, tend to create a nuisance. Activities prohibited by this personal covenant include, but are not limited to the following: construction of any house, appurtenance or outbuildings, provided, however, that Johnston may use the lands for ordinary and usual farming and ranching purposes.

2.

In consideration of the restrictions set forth in Paragraph 1, Whitons agree that if they intend to sell or in the event they shall receive a bona fide offer to purchase the real property described in the attached Exhibit "B" and any improvements upon or appurtenances thereto, and the offer to purchase shall be satisfactory to Whitons, Johnston shall have the right to purchase said real property and improvements at the price and on the terms of the offer made to Whitons by a bona fide third party or upon the terms

offered by Whitons. This right shall commence upon receipt of written notice sent to Johnston by certified mail, requiring Johnston to accept the offer in writing and to execute a contract setting forth the price and terms of the offer to purchase said property within twenty (20) days after Johnston receives the notice.

Johnston's failure to accept the offer to purchase or sign a contract within the period provided shall nullify and void this right to purchase, and Whitons shall be at liberty to sell the premises to any other person or business entity at the same price and upon the same terms and conditions as offered to Johnston. If Whitons revise the offer in any material respect, such revised terms shall be re-offered to Johnston, who shall have an additional ten (10) days to accept or reject the offer as so revised. For purposes of this Agreement, "material respect" means any change in price, interest rate, terms or method of payment, or assets to be included or excluded from the proposed sale.

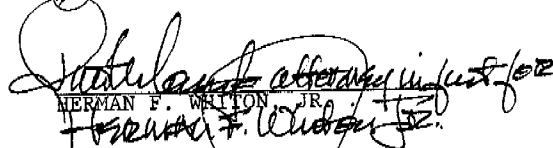
3.

This instrument and all the covenants herein contained shall remain in force and effect and binding upon the heirs, successors and assigns of the parties hereto.

DATED this 23 day of May, A.D. 1989.


CHARLES L. WHITON

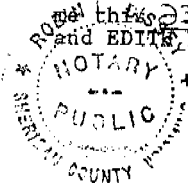

FAITH L. WHITON


HERMAN F. WHITON, JR.


S.K. JOHNSTON, JR.

STATE OF WYOMING)
) ss.
County of Sheridan)

The foregoing instrument was acknowledged before
me this 23 day of May, A.D. 1989, by CHARLES L. WHITON
and EDITH L. WHITON, husband and wife.



WITNESS my hand and official seal.

Robin L. Bissey
Notary Public

My Commission expires: Dec 22, 1992

STATE OF WYOMING)
) ss.
County of Sheridan)

The foregoing instrument was acknowledged before
me this 23 day of May, A.D. 1989, by Robert W. Connor,
Jr., who acknowledged himself to be attorney in fact for
Herman F. Whiton, Jr. and acknowledged that he executed the
same as the act of his principal for the purposes therein
contained.



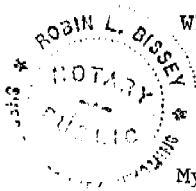
WITNESS my hand and official seal.

Robin L. Bissey
Notary Public

My Commission expires: Dec 22, 1992

STATE OF WYOMING)
) ss.
County of Sheridan)

The foregoing instrument was acknowledged before
me this 23 day of May, A.D. 1989, by S.K. JOHNSTON, JR.



WITNESS my hand and official seal.

Robin L. Bissey
Notary Public

My Commission expires: Dec 22, 1992

BAR 13 RANCH
BIG HORN, WYOMING

DESCRIPTION OF DEEDED LAND

Township 54 North, Range 84 West, 6th P.M.
Sheridan County, Wyoming

Section 16:

SW $\frac{1}{4}$, and all that part of the NW $\frac{1}{4}$ and SW $\frac{1}{4}$ NE $\frac{1}{4}$ lying West of a line commencing at a point 1036 feet West of the SE Corner of said SW $\frac{1}{4}$ NE $\frac{1}{4}$; thence North 6 $^{\circ}$ West 582 feet; thence North 25 $^{\circ}$ 25' West 1078.5 feet; thence North 5 $^{\circ}$ 10' West 1011 feet, more or less, to the North line of the Section, EXCEPT the following described tract of land located in the NW $\frac{1}{4}$; Commencing 1036 feet West of the SE Corner of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 16; thence North 06 $^{\circ}$ West 582 feet; thence North 25 $^{\circ}$ 25' West 527.3 feet, which is the point of beginning; thence North 25 $^{\circ}$ 25' West 551.2 feet; thence North 05 $^{\circ}$ 10' West 1011 feet; thence South 87 $^{\circ}$ 37' West 337 feet; thence North 86 $^{\circ}$ 57' West 1833.8 feet; thence South 13 $^{\circ}$ 53' East 1473.5 feet; thence South 12 $^{\circ}$ 49' East 182.5 feet; thence South 56 $^{\circ}$ 10' East 92 feet; thence South 81 $^{\circ}$ 30' East 302 feet; thence North 58 $^{\circ}$ 02' East 276 feet; thence South 82 $^{\circ}$ 00' East 271 feet; thence South 60 $^{\circ}$ 58' East 400 feet; thence North 77 $^{\circ}$ 01' East 899.2 feet, more or less, to the point of beginning.

Section 17:

All that part of the NE $\frac{1}{4}$ lying East of the center line of the County Road, EXCEPT a tract of land situate in the NE $\frac{1}{4}$ of Section 17 and the W $\frac{1}{2}$ NW $\frac{1}{4}$ of Section 16 described as follows: Beginning at the NE Corner of said Section 17; thence generally along the center line of the County Road the following courses and distances; South 89 $^{\circ}$ 06' West 838.5 feet to a point; thence South 77 $^{\circ}$ 45' West 405.5 feet to a point; thence South 21 $^{\circ}$ 44' West 449.8 feet to a point; thence South 33 $^{\circ}$ 33' West 565 feet to a point; thence South 18 $^{\circ}$ 08' West 140.8 feet to a point; thence leaving the center line of said County Road South 61 $^{\circ}$ 18' East 228.3 feet to a point; thence South 30 $^{\circ}$ 08' East 424.5 feet to a point; thence South 62 $^{\circ}$ 37' East 952.4 feet to a point; thence North 67 $^{\circ}$ 05' East 1053 feet to a point; thence North 16 $^{\circ}$ 10' West 1701 feet to the point of beginning, said tract containing 71.2 acres, more or less. ALSO EXCEPT an Easement and Right of Way for purposes of ingress and egress to the above described tract, said Easement and Right of Way being 40 feet in width and being 20 feet on either side of a line described as follows: Beginning at a point, said point being in the center of the County Road and located the following courses and distances from the NE corner of said Section 17, South 89 $^{\circ}$ 06' West 838.5 feet; South 77 $^{\circ}$ 45' West 405.5 feet; South 21 $^{\circ}$ 44' West 449.8 feet; South 33 $^{\circ}$ 33' West 565 feet; thence South 18 $^{\circ}$ 08' West 240.8 feet; thence generally along ranch road into Fordyce Ranch South 67 $^{\circ}$ East 291 feet to a point; thence South 30 $^{\circ}$ 08' East 325 to a point; thence South 62 $^{\circ}$ 37' East 952.4 feet to a point, said tract of land being located in the NE $\frac{1}{4}$ of Section 17.

EXCEPTING AND RESERVING THEREFROM, a tract of land described as follows:

A tract of land located in the SW $\frac{1}{4}$ NW $\frac{1}{4}$ of Section 16 and the SW $\frac{1}{4}$ NE $\frac{1}{4}$ and the NW $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 17, Township 54 North, Range 84 West of the 6th P.M., Sheridan County Wyoming, described as follows:

Beginning at the West one-quarter corner of said Section 16; thence North 89 $^{\circ}$ 25' East 644.6 feet; thence North 30 $^{\circ}$ 44' East 1295.2 feet; thence North 83 $^{\circ}$ 41' West 269.3 feet; thence South 54 $^{\circ}$ 42' West 268.8 feet; thence North 83 $^{\circ}$ 56' West 302.2 feet; thence North 81 $^{\circ}$ 39' West 76.3 feet; thence South 67 $^{\circ}$ 05' West 1053 feet; thence North 62 $^{\circ}$ 37' West 952.4 feet; thence North 30 $^{\circ}$ 08' West 424.5 feet; thence North 61 $^{\circ}$ 18' West 252.5 feet to a point in the center of the County Road; thence along said County Road South 15 $^{\circ}$ 58' West 1458.2 feet; thence South 36 $^{\circ}$ 23' West 217.7 feet to the South Boundary of the SW $\frac{1}{4}$ NE $\frac{1}{4}$ of said Section 17; thence North 89 $^{\circ}$ 25' East 2337.4 feet to the point of beginning, said tract containing 70 acres more or less, together with all improvements situate thereon and all water and ditch rights appertaining thereunto.

All that part of the E¹/₄ described as follows: Beginning at the NE Corner of said Section; thence West along the North line of said Section 735 feet; thence South 1745 feet; thence South 29°03' West 2098 feet; thence South 86°42' West 800 feet; thence South 9°26' East 574 feet; thence South 54°44' East 112 feet; thence South 27°53' East 696 feet; thence East 1980 feet, more or less, to a point on the East line of said Section 20; thence North along the East line of Section 20 to the point of beginning.

Section 21:

ALL EXCEPT part of the NE¹/₄ described as follows: A tract of land situated in the NE¹/₄ of Section 21 and the NW¹/₄ of Section 22 described as follows: Beginning at the NW Corner of said Section 22; thence South 88°59' East 1284 feet to a point; thence South 1°00' West 771 feet to a point; thence South 86°59' West 1711 feet to a point; thence South 40°59' West 420 feet to a point; thence North 40°33' West 1616 feet to a point; and thence South 88°40' East 1765 feet, more or less, to the point of beginning.

Also Excepting that part of the South¹/₂ more particularly described as follows: Beginning at the southeast corner of said Section 21; Thence N0°55'31"W, 1800.01 feet along the east line of said South¹/₂ to a point on a fenceline; Thence N59°32'37"W, 551.10 feet along said fenceline to a point; Thence N73°24'05"W, 245.22 feet along said fenceline to a point; Thence S54°49'53"W, 551.48 feet along said fenceline to a point; Thence N87°30'30"W, 319.89 feet along said fenceline to a point; Thence N56°06'15"W, 99.64 feet along said fenceline to a point; Thence S70°24'20"W, 129.71 feet along said fenceline to a point; Thence S16°13'57"E, 61.14 feet along said fenceline to a point; Thence S62°00'59"W, 385.51 feet along said fenceline to a point; Thence S76°28'57"W, 413.10 feet along said fenceline to a point; Thence S63°48'22"W, 441.68 feet along said fenceline to a point; Thence S40°35'52"W, 552.91 feet along said fenceline to a point; Thence S31°42'45"W, 578.30 feet along said fenceline to a point; Thence S59°41'15"W, 830.07 feet along said fenceline to a point; Thence S36°35'44"W, 67.41 feet along said fenceline to a point on the south line of said South¹/₂; Thence N89°12'47"E, 4256.75 feet along said southline to the point of beginning.
Basis of Bearings is Wyoming State Plane.

EXCEPTING THEREFROM A TRACT OF LAND DESCRIBED AS FOLLOWS:

A tract of land situated in the North¹/₂SE¹/₄ and NE¹/₄ of Section 21, Township 54 North, Range 84 West, 6th P.M., Sheridan County, Wyoming, said tract more particularly described as follows:

Beginning at a point on the fenceline of a tract of land described in Book 298 of Deeds, Page 5, said point being S54°27'06"W, 855.90 feet from the east quarter corner of said Section 21; thence S54°49'53"W, 551.48 feet along said fenceline to a point; thence N87°30'30"W, 319.89 feet along said fenceline to a point; thence N56°06'15"W, 99.64 feet along said fenceline to a point; thence S70°24'20"W, 129.71 feet along said fenceline to a point; thence S16°13'57"E, 61.14 feet along said fenceline to a point; thence S62°00'59"W, 385.51 feet along said fenceline to a point; thence S76°28'57"W, 413.10 feet along said fence line to a point; thence leaving said fence line N25°13'20"E, 226.53 feet to a point; thence N52°39'27"E, 94.78 feet to a point; thence N37°26'15"W, 200.74 feet to a point; thence N09°35'51"E, 581.50 feet to a point; thence N06°43'36"W, 1048.45 feet to a point; thence N28°45'55"W, 462.87 feet to a point; thence N48°46'50"E, 105.07 feet to a point; thence S73°33'08"E, 611.51 feet to a point; thence S77°38'02"E, 558.04 feet to a point; thence N43°27'08"E, 427.27 feet to a point; thence S88°51'53"E, 255.57 feet to a point; thence S56°45'36"E, 124.51 feet to a point; thence N75°38'40"E, 44.94 feet to a point; thence S25°07'56"E, 994.48 feet to a point; thence S39°16'08"W, 672.31 feet to a point; thence S0°44'33"W, 418.15 feet to the point of beginning.

Said tract contains 86.47 acres more or less.

That part of the NW $\frac{1}{4}$ more particularly described as follows: Beginning at a point on the west line of said NW $\frac{1}{4}$, said point being N0°55'31"W, 1800.01 feet from the southwest corner of said Section 22; Thence S59°32'44"E, 8.57 feet along a fenceline to a point; Thence N22°47'34"E, 332.00 feet along said fenceline to a point; Thence N68°50'32"E, 265.38 feet along said fenceline to a point; Thence N13°30'26"W, 171.13 feet along said fenceline to a point on the south line of a tract described in Book 259 of Deeds, Page 594; Thence S67°00'52"W, 373.58 feet along said south line to a point; Thence N30°25'16"W, 12.92 feet along said south line to a point on the west line of said NW $\frac{1}{4}$ SW $\frac{1}{4}$; Thence S0°55'31"E, 429.22 feet along said west line to the point beginning.

Basis of bearings is Wyoming State Plane.

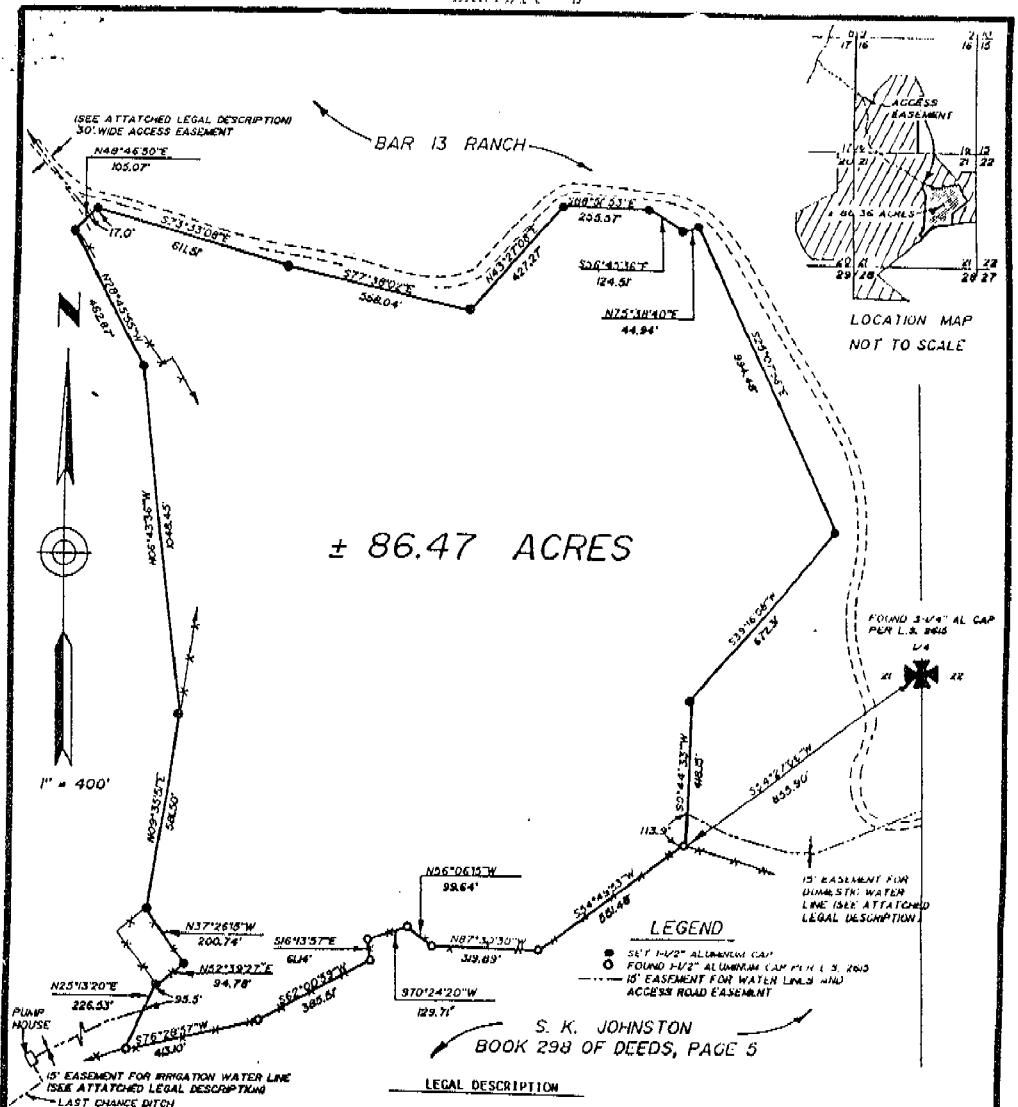
Section 28:

All that part of the North $\frac{1}{2}$ NW $\frac{1}{4}$ Excepting a tract more particularly described as follows: Beginning at a point on the north line of said North $\frac{1}{2}$ NW $\frac{1}{4}$, said point being S89°12'47"W, 4256.75 feet from the northeast corner of said Section 28; Thence S36°35'43"W, 454.35 feet along a fenceline to a point; Thence S65°36'59"E, 755.37 feet along said fenceline to a point; Thence S38°39'20"E, 782.21 feet along said fenceline to a point; Thence S75°12'45"E, 25.98 feet along said fenceline to a point on the south line of said North $\frac{1}{2}$ NW $\frac{1}{4}$; Thence N89°17'04"E, 667.19 feet along said south line to the southeast corner of said North $\frac{1}{2}$ NW $\frac{1}{4}$; Thence N0°43'47"E, 1308.05 feet along the east line of said North $\frac{1}{2}$ NW $\frac{1}{4}$ to the northeast corner of said North $\frac{1}{2}$ NW $\frac{1}{4}$; Thence S89°12'47"W, 1614.79 feet along the north line of said North $\frac{1}{2}$ NW $\frac{1}{4}$ to the point of beginning.

Basis of bearings is Wyoming State Plane.

Acreage of the above deeded land is approximately 867 acres.

EXHIBIT "B"



A tract of land situated in the North½SE¼ and NE¼ of Section 21, Township 54 North, Range 04 West, 6th P.M., Sheridan County, Wyoming, said tract more particularly described as follows:

Beginning at a point on the fence line of a tract of land described in Book 298 of Deeds, Page 5, said point being S54°27'06\"W, 855.90 feet from the east quarter corner of said Section 21; thence S54°49'53\"W, 551.48 feet along said fence line to a point; thence N87°30'30\"W, 319.89 feet along said fence line to a point; thence N56°06'15\"W, 99.64 feet along said fence line to a point; thence S70°24'20\"W, 129.71 feet along said fence line to a point; thence S16°13'57\"E, 61.14 feet along said fence line to a point; thence S76°28'57\"W, 413.10 feet along said fence line to a point; thence S62°00'59\"W, 385.51 feet along said fence line to a point; thence N25°13'20\"E, 226.53 feet to a point; thence N52°39'27\"E, 94.78 feet to a point; thence N37°26'15\"W, 200.74 feet to a point; thence N09°35'51\"E, 581.50 feet to a point; thence N06°43'30\"W, 1048.45 feet to a point; thence N28°45'55\"W, 462.87 feet to a point; thence N48°46'50\"E, 105.07 feet to a point; thence S73°33'08\"E, 611.51 feet to a point; thence S77°38'02\"E, 558.04 feet to a point; thence N43°27'00\"E, 427.21 feet to a point; thence S88°51'53\"E, 255.57 feet to a point; thence S56°45'36\"E, 124.51 feet to a point; thence N75°38'40\"E, 44.94 feet to a point; thence S25°07'56\"E, 994.48 feet to a point; thence S39°10'08\"W, 672.31 feet to a point; thence S0°44'33\"W, 418.15 feet to the point of beginning.

Said tract contains 86.47 acres more or less.

Basis of Bearings is Wyoming State Plane (East Central Zone)

SURVEYOR'S CERTIFICATE

STATE OF WYOMING }
COUNTY OF SHERIDAN } SS

I, RONALD W. PRESTFELDT A DULY REGISTERED LAND SURVEYOR IN THE STATE OF WYOMING DO HEREBY CERTIFY THAT THIS DRAWING TRULY AND CORRECTLY REPRESENTS THE RESULTS OF A SURVEY MADE BY ME OR UNDER MY DIRECT SUPERVISION.

RONALD W. PRESTFELDT WY L.S. 2615

CERTIFICATE OF SURVEY

RE: BAR 13 RANCH

CLIENT: KING LAND INVESTMENTS
13 BRINTON ROAD
BIG HORN, WY 82833

LOCATION: PORTION OF N 1/2 SE 1/4 & NE 1/4
SECTION 21, T 54 N, R 04 W 6th
P.M. SHERIDAN COUNTY, WYOMING

PREPARED BY PRESTFELDT SURVEYING
P.O. BOX 3002
SHERIDAN, WY 82801
APRIL 1989

DRAWN BY: J.C.H.