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IN THE

**SUPREME COURT
OF THE
STATE OF IDAHO**

ISC #44583, 44584, 44585
Bonner #CV2009-1810

Valiant Idaho, LLC
Cross-Claimant/Respondent

vs.

**North Idaho Resorts
JV, LLC
VP Incorporated**
Cross-Defendants/Appellants

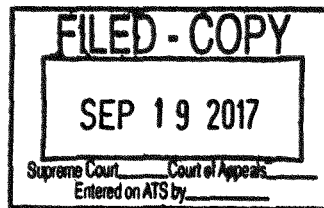
CLERK'S RECORD ON APPEAL

*Appealed from the District Court of the First Judicial District
of the State of Idaho, in and for the County of Bonner*

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When Recorded Return to:

Sandpoint Title Insurance, Inc.
Nancy Albanese

4924 NA

768269

~~SANDPOINT TITLE INSURANCE~~

~~FILED BY~~

~~724831 2007 MAR 11 P 4:32~~

~~MANIE SCOTT
BONNER COUNTY RECORDER~~

Partial Termination of Real Property Purchase and Sale Agreement and Partial Termination of Memorandum of Real Property Purchase and Sale Agreement

This Partial Termination of Real Property Purchase and Sale Agreement and Partial Termination of Memorandum of Real Property Purchase and Sale Agreement is made effective as of this 14th day of March, 2007, by and between North Idaho Resorts, LLC, an Idaho limited liability company ("Seller"), and Pend Oreille Bonner Development Holdings, Inc., a Nevada corporation ("Buyer"), for the purpose of providing record notice that Seller and Buyer have partially terminated that certain Real Property Purchase and Sale Agreement and that certain Memorandum of Real Property Purchase and Sale Agreement recorded in on June 19, 2006 in Instrument No. 706475, Official Records of Bonner County, Idaho only as to the real property described in See Exhibit "A" attached hereto and by this reference made a part hereof. The partial termination of the Real Property Purchase and Sale Agreement and Memorandum of Real Property Purchase and Sale Agreement shall be recorded in Official Records of Bonner County, Idaho.

IN WITNESS WHEREOF, the parties have caused this Partial Termination of Real Property Purchase and Sale Agreement and Partial Termination of Memorandum of Real Property Purchase and Sale Agreement to become effective as of the day and year first above written.

Seller:

THIS DOCUMENT IS BEING RE-RECORDED TO CORRECT THE LEGAL DESCRIPTION.

North Idaho Resorts, LLC
an Idaho limited liability company

By: Vilelli Enterprises Inc., a California corporation
Its: Managing Member

By: Richard A. Vilelli
Richard A. Vilelli
Its: President

Buyer:

Pend Oreille Bonner Development Holdings, Inc.
a Nevada corporation

By: Charles W. Reeves
Charles W. Reeves
Its: President

FILED BY
SANDPOINT TITLE INSURANCE
2007 MAR 11 P 4:02
MANIE SCOTT
BONNER COUNTY RECORDER
DEPUTY

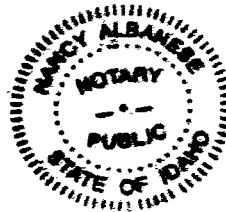
EXHIBIT
13
1884

STATE OF IDAHO)
) ss.
County of Bonner)

On this 16th day of March, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Richard A. Vilelli, known or identified to me to be the President of the Corporation that executed this instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that said Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public: Nancy Albanese
Residing at: Sanobert
Commission expires: 1-3-11

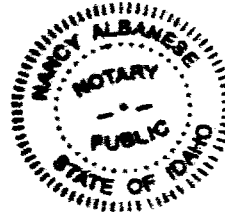


STATE OF IDAHO)
) ss.
County of Bonner)

On this 14th day of March, 2007, before me, the undersigned, a Notary Public in and for said State, personally appeared Charles W. Reeves, known or identified to me to be the President of the Corporation that executed this instrument or the person who executed the instrument on behalf of said corporation, and acknowledged to me that said Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public: Nancy Albanese
Residing at: Sanobert
Commission expires: 1-3-11



1886

Exhibit "A"
Legal Description

Lot 10A, Block 2; Lots 2A, 3A and 4A, Block 4; Lot 2A, Block 7; Lots 2A and 3A, Block 9; Lot 1B, Block 10, of The Replat of Golden Tee Estates and Golden Tee Estates 1st Addition, according to the Plat thereof, recorded in Book 8 of Plats, Page 77, records of Bonner County, Idaho.

COPY

1887
14
[Handwritten signature]

IN THE DISTRICT COURT OF THE SECOND JUDICIAL DISTRICT OF THE
STATE OF IDAHO, IN AND FOR THE COUNTY OF BONNER

UNION BANK, N. A., a national banking association,)	CASE NO. CV 2011-135
)	
Plaintiff,)	FINDINGS
)	
vs.)	
)	
PEND OREILLE BONNER DEVELOPMENT, LLC, a Nevada limited liability company, et al.)	
)	
Defendants.)	

BACKGROUND

In the early 1970's James Berry (hereafter referred to as JV, LLC) bought the Hidden Lakes Golf Course near Sandpoint, Idaho.

On October 20, 1995 JV, LLC sold the golf course and property, commonly called Moose Mountain, to Richard A. Vilelli, Vilelli Enterprises, Inc., Richard Vilelli as trustee of the Richard Anthony Vilelli and Marie Victoria Vilelli Revocable Trust for \$2,264,500.00.

The debt was secured by a first position lien on the Moose Mountain property in favor of JV, LLC.

Pend Oreille Bonner Investments, LLC (POBD), an affiliate of MDG Nevada, Inc. developed a plan to re-model the Hidden Lakes Golf Course, build a club house, and sell lots in the surrounding Moose Mountain and Trestle Creek properties. To do this POBD needed to

EXHIBIT
1887 **14**

acquire the golf course (later called the Idaho Club), Moose Mountain, and Trestle Creek properties.

An agreement was reached among several parties to accomplish this deal, and a contract was signed on March 9, 2006 (NIR exhibit AAA). A memorandum of that agreement was recorded on June 19, 2006 (NIR exhibit DDD).

Through the agreement POBD obtained the golf course, Moose Mountain, and Trestle Creek. The seller was North Idaho Resorts, LLC (NIR). NIR was actually several limited partners, including Vilielli, Inc. (VP) and Pend Oreille Limited (POL). POL owned Moose Mountain and as part of the overall deal executed a deed to POBD for Moose Mountain. VP owned Hidden Lakes Golf Course and Trestle Creek and executed deeds to POBD for those properties. JV, LLC exchanged their first priority lien on Moose Mountain, together with their right of first refusal and right to share in profits from future sales of Moose Mountain lots in exchange for a first priority lien on Trestle Creek.

POBD assumed the loan to JV, LLC (original loan on Moose Mountain), a loan to R.E. Loans (RE), and agreed to pay NIR \$4,750,000.00 at closing, another approximately \$500,000.00 on a note, and share future revenues with NIR. If POBD undertook to make bulk sales of residential lots, then NIR had rights with respect to those lots. Also, when total revenues from the project exceeded \$30,000,000.00, then NIR would receive 20% of future revenues (from future sales of lots).

On March 15, 2007 a Partial Termination Agreement was recorded (NIR exhibit EEE). That agreement included two exhibits "A". One of the exhibits "A" was a description of the Trestle Creek property. On March 11, 2009 a photocopy of the same Partial Termination Agreement was re-recorded, but with only one exhibit "A" attached. The Trestle Creek property was not included in that exhibit "A".

The plaintiff (UB) loaned \$5,000,000.00 to POBD on March 7, 2008. The commercial mortgage was recorded March 25, 2008.

On July 31, 2008 a Subordination agreement was signed by JV, LLC (recorded August 6, 2008), which subordinated JV, LLC's first lien priority on Trestle Creek to UB's lien based on its commercial mortgage.

The golf course was developed and a club house built. The club house was later destroyed by fire.

The housing market suffered a significant setback during this development and only a portion of the lots for homes have been sold.

POBD has not reached the \$80,000,000.00 mark in revenues from lot sales.

POBD did pay NIR the note of approximately \$500,000.00.

POBD did pay the debt they assumed to RE.

POBD has not paid the debt they assumed to JV, LLC.

ISSUES

Does NIR have a vendor's lien on Trestle Creek? If so, does that lien have priority over the commercial mortgage lien of UB?

If NIR has a valid vendor's lien on Trestle Creek, is it superior to JV, LLC's lien on Trestle Creek?

DISCUSSION

All defendants, other than NIR and JV, LLC, have either stipulated that any lien they may have which is secured by Trestle Creek is inferior to UB's lien, or they have been defaulted.

The court previously entered Summary Judgment and ruled that JV, LLC's lien on Trestle Creek was inferior to UB's lien because of the Subordination Agreement, recorded August 6, 2008.

The court bifurcated the trial. The first portion of the trial was to determine the relative priorities between UB's lien on Trestle Creek and any lien in favor of NIR. The second portion of the trial was to determine the priority between JV, LLC's lien on Trestle Creek and any lien in favor of NIR on the same property.

Idaho Code 45-801 provides that "(O)ne who sells real property has a vendor's lien thereon, independent of possession, for so much of the price as remains unpaid and unsecured otherwise than by the personal obligation of the buyer."

Idaho Code 45-803 provides that the "liens of vendors and purchasers of real property are valid against every one claiming under the debtor, except a purchaser or encumbrancer in good faith and for value."

"Good faith" means the lack of actual or constructive knowledge of the applicable lien, *Benz v. D. L. Evans Bank*, 152 Idaho 215, 268 P.3d 1167 (2012).

The transfer of Trestle Creek to POBD was not executed by "NIR", but one of the limited partners that formed NIR. Trestle Creek was never deeded to NIR. As such NIR did not obtain a vendor's lien upon Trestle Creek.

Even if NIR had a vendor's lien it would only be for so much of the purchase price as remains unpaid and unsecured otherwise than by the personal obligation of POBD. NIR has received all of the benefit of its deal with POBD except a share of future bulk sales or its share of revenues in excess of \$80,000,000.00. NIR was paid \$4,750,000.00 at closing, was paid an additional note of approximately \$500,000.00, and POBD assumed both the RE Loans and JV, LLC loans.

The possibility of future bulk sales or revenues in excess of \$80,000,000.00 is unknown and open to speculation. NIR may or may not be due additional monies from POBD in the future, but NIR has received all of the monies guaranteed to it based upon the acquisition of Trestle Creek by POBD.

Therefore, if NIR has a vendor's lien it has no value.

Also assuming that NIR has a vendor's lien which has not been satisfied because of the possibility of future revenues based upon future bulk sales or sales of future lots resulting in gross revenues in excess of \$80,000,000.00, then NIR's lien is inferior to UB's lien because of the Partial Termination Agreement.

The partial termination agreement recorded March 17, 2007 (NIR exhibit EEE) releases the Trestle Creek property from NIR's vendor's lien. Mr. Villelli testified that there were no attachments to that agreement when he signed it, and he had no intention of releasing the Trestle Creek property from the vendor's lien. Mr. Villelli was a credible witness, however, UB was not a party to the partial termination agreement, and is entitled to rely upon the recorded title to Trestle Creek as it existed in 2008 when UB made its loan to POBD.

NIR argued that having two "Exhibit As" to the partial termination agreement should be notice to any subsequent encumbrancers that the vendor's lien still attached to Trestle Creek. That would require UB to guess whether or not both exhibit As were intended to be part of the agreement, or just one, and if just one exhibit A, then which one. UB, and any subsequent encumbrancer, is entitled to rely on the recorded title unless they had actual notice of a mistake (in this case an apparent mistake made by the title company). There is no evidence that UB had

notice of any mistakes in the recorded record of title to Trestle Creek when UB made its loan and/or security agreement with POBD.

The description of lands covered in both exhibit A's to the partial termination agreement does not match the description of the real property included in the memorandum of sale from NIR to POBD (NIR exhibit DDD). Both documents include some of the same property, but each also contains legal descriptions of property not included in the other.

Mr. Vilielli and Mr. Berry (JV, LLC) are experienced developers. If the housing market and economy had not taken the down turn in 2008, and if the club house had not burned, then perhaps all parties would have received the anticipated benefits of their investments.

Mr. Vilielli testified that to put this development together it was necessary to transfer all title to the golf course, Moose Mountain, and Trestle Creek to POBD. Mr. Vilielli testified that Mr. Berry agreed to forego his rights of first refusal and right to share in profits with regard to Moose Mountain, exchange his first lien priority on Moose Mountain for a first priority lien on Trestle Creek, and agreed to allow POBD to assume the loan VP, Inc. (Vilielli) owed JV, LLC on the Moose Mountain purchase. The court found that testimony credible.

Thus, as of June 19, 2006 JV, LLC had a first priority lien on Trestle Creek that was superior to NIR's vendor's lien (if any) by virtue of the agreements between all of the parties. NIR conceded that any lien they had on Trestle Creek was in third place behind JV, LLC and RE Loans as of June 19, 2006.

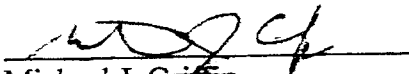
NIR argues that when JV, LLC signed the subordination agreement in July 2008 that agreement not only placed JV, LLC's lien on Trestle Creek behind UB's lien in priority, but also, in effect, put JV, LLC's lien behind all other lien holders. NIR argued that JV, LLC stepped out of first place and went to the back of the line.

The subordination agreement only referred to UB's loan, and only subordinated JV, LLC's lien to that of UB. Nothing in the agreement made any reference to any other liens.

CONCLUSION

UB's commercial loan lien is superior in priority to the lien of JV, LLC, and any vendor's lien of NIR on Trestle Creek. JV, LLC's lien on Trestle Creek is superior to any vendor's lien of NIR on the same property.

Dated this 2nd day of June, 2014.


Michael J. Griffin
District Judge

CERTIFICATE OF MAILING

I HEREBY CERTIFY that on the 3rd day of June, 2014, I caused to be served a true and correct copy of the foregoing by the method indicated below, and addresses to the following:

mailed postage prepaid
 Facsimile transmitted to
 hand delivered

John E. Miller
Attorney at Law
206 Indiana Avenue, Ste. 200
Coeur d'Alene, ID 83814

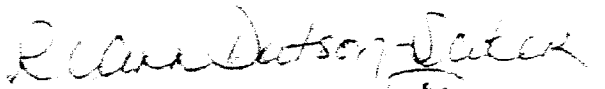

Bruce Anderson
Attorney at Law
320 East Neider Avenue, Ste. 102
Coeur d'Alene, ID 83815

R. Wayne Sweeney
Jonathon D. Hallen
Attorneys at Law
601 E. Front Avenue, Ste. 502
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Gary A. Finney
John A. Finney
Attorneys at Law
Old Power House Building
120 East Lake Street, Ste. 317
Sandpoint, ID 83864

Rick L. Stacey
Attorney at Law
755 W. Front Street, Ste. 200
Boise, Idaho 83702


Rebecca Peterson
Clerk of the Court

Deputy

ACCOMMODATION RECORDING,
SANDPOINT TITLE INSURANCE CO. HAS
NOT EXAMINED THIS DOCUMENT, ASSUMES
NO LIABILITY AS TO THE VALIDITY AND
ITS EFFECTS UPON THE TITLE.

Return to: Dick Vilelli
533739 Highway 95
Bonners Ferry, ID
83805

LOAN AGREEMENT

Instrument # 810884
BONNER COUNTY, SANDPOINT, IDAHO
6-13-2011 01:48:45 No. of Pages: 15
Recorded for : STI
MARIE SCOTT Fee: \$2.00
Ex-Officio Recorder Deputy
Index to: MISC

THIS AGREEMENT, dated June 2nd 2011, by and between Pend Oreille Bonner Development, LLC, a Nevada limited liability company whose address is 151 Clubhouse Way, Sandpoint, Idaho 83864 (hereafter the "Borrower"), VP, Incorporated, an Idaho corporation whose address is 533739 Highway 95, Bonners Ferry, ID 83805 (hereafter the "Lender") and Trestle Creek Utilities, LLC, an Idaho limited liability company.

RECITALS

A. Borrower applied for and obtained from the Idaho Department of Environmental Quality (DEQ) a Municipal Wastewater Reuse Permit No. LA-000123-02 for the Idaho Club located in Bonner County, Idaho.

B. The permit included compliance activities and monitoring requirements.

C. On February 14, 2011, DEQ notified Borrower that it was out of compliance with its permit and provided Borrower a list of items DEQ deemed to be out of compliance. DEQ has subsequently indicated that it will be requiring Borrower to sign a consent decree, although that document has not yet been presented to Borrower at the time of execution of this Loan Agreement.

D. DEQ has met with Borrower and is requiring Borrower to undertake certain compliance activities and monitoring requirements in order to allow continued operation of the sewer system at the Idaho Club. Such requirements as agreed to between the parties shall be contained in a final Consent Decree to be entered into between Borrower and DEQ.

E. Borrower requires funds to address DEQ issues with the sewer system.

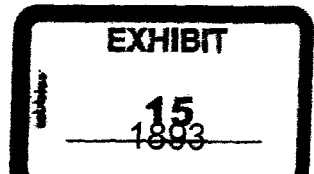
F. Lender has been advised by Borrower that it desires to borrow funds to finance complete the system as a Class B municipal effluent treatment system as defined in Idaho Administrative Procedure Act 58.01.17.

G. Lender has agreed to loan funds to Borrower not to exceed \$95,850.00 to upgrade the current wastewater treatment system to a Class B municipal effluent treatment system on the terms and conditions hereinafter set forth:

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the parties hereto agree as follows:

ARTICLE II - THE LOAN

A. The Loan, Note, and Rate. Subject to the terms and conditions of this Agreement, the Lender hereby agrees to lend in installments to the Borrower and Borrower hereby agrees to borrow from the Lender in installments and repay the Lender, or its Assigns, an amount not to exceed Ninety-Five Thousand Eight Hundred Fifty Dollars (\$95,850.00) (hereafter called the "Loan"), together with interest at the rate of twelve percent (12%). The obligation of the Borrower to repay the Loan shall be



evidenced by the promissory note (hereafter the "Note") of the Borrower in a form satisfactory to the Lender dated the date on which the Loan is made (hereafter known as the "Closing Date") payable to the order of the Lender for the amount of the Loan with interest on the unpaid principal.

The proceeds of the Loan shall be advanced by Lender directly to contractors, laborers, suppliers and other professionals for payment of work as work progresses and payment of Lender's legal fees in the amount of Five Thousand Dollars (\$5,000.00), which expense Borrower agrees to pay. Execution of this Agreement by Borrower shall, and hereby does, constitute an irrevocable direction and authorization to so advance the funds so long as they materially comply with the budget attached hereto as Exhibit A and incorporated herein by reference. No further direction or authorization from Borrower shall be necessary to warrant such direct Loan advances to contractors, laborers and suppliers and all such Loan advances shall satisfy pro tanto the obligations of Lender hereunder.

B. The Term and Repayment. Principal and interest shall be paid according to the schedule set forth on Exhibit B attached hereto and incorporated herein, with the first payment coming due October 1, 2011, and subsequent payments becoming due on the 1st day of each calendar month thereafter, provided, however, that the entire unpaid principal balance, together with interest thereon, shall become due and payable as a balloon payment on the 1st day of January, 2015. Each and every payment on the Loan shall be applied first to the payment of interest and the remainder, if any, to principal; provided however, that any payment may be applied, at the option of the holder hereof and without notice to the Borrower, first to the repayment of any sums which may (but need not be) advanced by the holder hereof for keeping and maintaining the Project in accordance with DEQ's requirements in upgrading the system to a Class B effluent treatment system.

All or any part of the principal may be prepaid, together with interest accrued thereon, at any time without penalty; provided, however, that the effect of any such prepayment shall be to shorten the term of this Note and not to reduce the amount of any installment otherwise due after the prepayment date.

If the Borrower shall default in the payment of the principal or of interest, the Borrower shall on demand from time to time pay a late charge on any overdue payment of principal and, to the extent permitted by law, on overdue payments of interest up to the date of actual payment (after as well as before judgment) equal to five percent (5%) of such payment to cover the administrative expense involved in handling such delinquent payments, and such late charge shall be in addition to the interest rate charged on the Loan.

Principal and late fees will be payable to Lender at 533739 Highway 95, Bonners Ferry, ID 83805-1030, or at such other place as the Lender or the subsequent holder of the Promissory Note designates in writing, in thirty-nine (39) equal monthly installments of Two Thousand Nine Hundred Eighty and 13/100 Dollars (\$2,980.13) with the first monthly installment being due and payable thirty days from the Closing Date, and

continuing on the same day of each subsequent month thereafter until principal and late fees are paid in full.

C. **Purpose of Loan.** The purpose of the loan is to complete improvements to the wastewater treatment system at the Idaho to qualify it as a Class B municipal effluent treatment system as defined in Idaho Administrative Procedure Act 58.01.17.

D. **Additional Consideration for Loan.** As further consideration for this Loan, Borrower hereby agrees to Lender by warranty deed Block 17, Lot 2, Golden Tee Estates, as recorded in Book X of Plats, Page 77, Records of Bonner County ("lagoon lot") and the water reservoir lots, the legal description to be provided by Borrower ("water reservoir lots"). Such deeds shall be executed and delivered to Lender upon completion of the improvements contemplated herein or sooner if demanded by Lender. Borrower also agrees to execute and deliver to Lender an easement for all water and sewer infrastructure in Idaho Club in a form acceptable to Lender. As further inducement to Lender to make this Loan, Borrower and Trestle Creek LLC further agrees to unconditionally assign their interest in that certain six (6) acre tract of real property located West of Trestle Creek Road, constituting a portion of the parcel described as parts of the Southwest Quarter North of State Highway 200, and West of the most-Northerly branch of Trestle Creek, in Section 16, Township 57 North, Range 1 East, Boise Meridian, Bonner County; Idaho, and the subject of that certain Purchaser's Amended Conditional Assignment of Contract executed December 17, 2010 ("Dreisbach agreement"). Such assignment does not release Borrower or Trestle Creek Utilities LLC's obligations to construct sewer facility on the above described parcel.

CR
RW

ARTICLE III - REPRESENTATIONS AND WARRANTIES

The Borrower represents and covenants the following:

A. **Duly Organized.** The Borrower is a Nevada limited liability company, duly organized, validly existing, and is in good standing and qualified to do business under the laws of the state of Idaho and has the authority to enter into this Agreement and to borrow hereunder.

B. **No Legal Authorization Needed.** No authorization, consent, or approval, or any formal exemption of any governmental body, regulatory authorities (Federal, State, or Local) or mortgagee, creditor, or third party is or was necessary to the valid execution and delivery by the Borrower of this Agreement, the Note, or warranty deed except as provided herein.

C. **Representation of Ability.** Borrower has the business experience, financial resources, and responsibility to provide reasonable assurances that all obligations under this Loan Agreement will be paid as they become due.

ARTICLE IV - CONDITIONS OF LENDING

The obligation of the Lender to make the Loan shall be subject to the fulfillment at the time of closing of each of the following conditions:

A. **Execution and Delivery of Note and Loan.** The Borrower has executed and delivered to the Lender this Loan Agreement and the Note.

B. **Execution and Certification of Member's Resolution.** Borrower has executed and delivered to the Lender a duly certified copy of a Resolution of its Members authorizing the execution and delivery by it of the Loan Agreement, Promissory Note and other documents specified in Article II, Section D.

C. **Governmental Approval.** The Borrower has secured all necessary approvals or consents, if required, of governmental bodies having jurisdiction with respect to any operations contemplated in accordance with the use of proceeds of the Offer of Credit.

D. **DEQ Action.** This Loan is made by Lender with the understanding that DEQ will approve continuation of operation of the wastewater treatment system as a Class B municipal effluent treatment system as defined in Idaho Administrative Procedure Act 58.01.17 upon completion of the construction to be funded by this Loan and that DEQ will be issuing a Consent Decree which will contain this term and condition. In the event that the Consent Decree from DEQ contains terms contrary to this understanding, or Borrower refuses to sign the DEQ Consent Decree, Borrower agrees Lender may either cancel this Loan Agreement or require it to be amended to address any unforeseen conditions imposed by DEQ on the wastewater treatment system.

ARTICLE V - AFFIRMATIVE COVENANTS OF THE BORROWER

The Borrower agrees to comply with the following covenants from the date hereof until the Lender has been fully repaid with interest, unless the Lender shall otherwise consent in writing.

A. **Payment of the Note.** The Borrower agrees to pay punctually the principal and interest due on the Note according to its terms and conditions and to pay punctually any other amounts that may become due and payable to the Lender under or pursuant to the terms of this Agreement, the Note, and the Deed of Trust.

B. **Maintain Existence.** Borrower agrees to maintain its existence, rights, privilege, and franchises within the state of Idaho.

C. **Eminent Domain.** In case any or all of the real estate held as collateral is taken for public use, either by eminent domain proceedings or settlement and agreed sale, the portion of the award or agreed price remaining after payment of reasonable expenses of procuring the same is hereby assigned and shall be paid to Lender, who may apply the same to payment of any outstanding principal and accrued interest on the loan.

D. Null and Void Covenants. The Borrower agrees that, in the event that any provision of this Loan Agreement or any other instrument executed at closing or the application thereof to any person or circumstances shall be declared null and void, invalid, or held for any reason to be unenforceable by a court of competent jurisdiction, the remainder of such agreement shall nevertheless remain in full force and effect, and, to this end, the provisions of all covenants, conditions, and agreements described herein are deemed separate.

E. Notice of Default. The Borrower agrees to give written notice to the Lender of any event, within fifteen (15) days of the event, which constitutes an Event of Default under this Loan Agreement as described in Article VI herein or that would, with notice or lapse of time or both, constitute an Event of Default under this Loan Agreement.

F. Indemnification. The Borrower agrees to indemnify and save the Lender harmless against any and all liability with respect to, or resulting from, any delay in discharging any obligation of the Borrower.

G. Expenses of Collection or Enforcement. The Borrower agrees if, at any time, the Borrower defaults on any provision of this Loan Agreement, to pay the Lender in addition to any other amounts that may be due from the Borrower, an amount equal to the costs and expenses of collection, enforcement, or correction or waiver of the default incurred by the Lender. In the event that an action is brought pursuant to the terms of the Note or this Agreement, the prevailing party shall pay reasonable attorney's fees and court costs, including attorney's fees on appeal.

H. Indemnity. Unless based solely upon the gross negligence or willful misconduct of Lender, Borrower agrees to exonerate, protect, indemnify, defend, and hold harmless Lender from and against any and all liability, expense, loss, or damage of any kind or nature, including reasonable legal fees and expenses, and from any actions, suits, claims, or demands, on account of any matter or thing, whether in suit or not, arising out of the loan or this Agreement or collateral Agreement or in connection with the Loan, including without limitation thereto, disputes between Borrower and any contractor, subcontractor, materialman, or supplier or between Borrower, any contractor or any brokers which may be asserted by reason of the execution of this Agreement or the consummation of the transactions contemplated hereby.

ARTICLE VI - EVENTS OF DEFAULT

The entire unpaid principal of the Note, and the interest then accrued thereon, shall become and be immediately due and payable upon the written demand of the Lender, without any other notice or demand of any kind or any presentment or protest, if any one of the following events (hereafter an "Event of Default") shall occur and be continuing at the time of such demand, whether voluntarily or involuntarily, or without limitation, occurring or brought about by operation of law or pursuant to or in compliance with any judgment, decree, or order of any court or any order, rules, or regulation of any administrative or governmental body, provided, however, that such sum shall not be then

payable if Borrower's payments have been waived, or the time for making the Borrower's payments have been extended by the Lender.

A. Nonpayment of Note. If the Borrower shall fail to make payment when due of any installment of principal on the Note, or interest accrued thereon.

B. Nonpayment of Other Indebtedness. If the Borrower shall default in the performance of any other term, covenant, or agreement contained in this Loan Agreement or any of the other loan documents.

C. Incorrect Representation or Warranty. Any representation or warranty contained in, or made in connection with the execution and delivery of this Loan Agreement, or in any certificate furnished pursuant hereto, shall prove to have been incorrect when made in any material respect.

D. Voluntary Insolvency. If the Borrower shall become insolvent or shall cease to pay its debts as they mature or shall voluntarily file a petition seeking reorganization of, or the appointment of a receiver, trustee, or liquidator for it or a substantial portion of its assets, or shall make a voluntary assignment for the benefit of creditors.

E. Involuntary Insolvency. If an insolvency petition shall be filed against the Borrower under any bankruptcy, insolvency, or similar law or seeking the reorganization or the appointment of any receiver, trustee, or liquidator for the Borrower, or of a substantial part of the property of the Borrower, or a writ or warrant of attachment or similar process shall be issued against a substantial part of the property of the Borrower.

F. Default in Covenants. If Borrower shall default in the performance of any other term, covenant, or agreement contained in this Loan Agreement, and such default shall continue unremedied for thirty (30) days after either: (i) it becomes known to Borrower; or (ii) written notice thereof shall have been given to Borrower by Lender.

G. Rights Upon Default. Upon default by Borrower, Lender has all remedies available to it under state law in enforcing this Agreement and Lender's rights under any agreement executed pursuant to this agreement, including but not limited to, the following:

1. Accelerate and declare the full balance immediately due on the Note and commence suit for collection thereof;
2. Take possession of the collateral or render it unusable, without notice, except as required by law, provided that said self-help shall be done without breach of peace;
3. Specifically enforce the terms of the Note and agreements;
4. Foreclose on any personal property necessary for the operation of the wastewater or water systems; or

5. Pursue any and all other remedies available under law to enforce the terms of this Agreement.

H. **Miscellaneous.** The remedies contained herein are cumulative, and in addition to any remedy provided in any other document applicable to the Loan.

ARTICLE VII - MISCELLANEOUS

A. **Waiver.** No failure or delay on the part of the Lender in exercising any right, power, or remedy hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right, power, or remedy preclude any other or further exercise thereof or the exercise of any other right, power, or remedy hereunder. No modification or waiver of any provision of this Loan Agreement or of the Note, nor any consent to any departure by the Borrower therefrom, shall in any event be effective unless the same shall be in writing, and for the specific purpose for which given. No notice to or demand on the Borrower in any case shall entitle the Borrower to any other or further notice or demand in similar or other circumstances.

B. **Amendments - Writing Required.** The Lender hereby expressly reserves all rights to amend any provisions of this Agreement, to consent to or waive any departure from the provisions of this Loan Agreement, to amend or consent to, or waive departure from the provisions of the Note, and to release or otherwise deal with any collateral security for payment of the Note provided, however, that all such amendments be in writing and executed by the Lender and the Borrower.

C. **Notices.** All notices, consents, requests, demands, and other communications hereunder shall be in writing and shall be deemed to have been duly given to a party hereto if mailed by certified mail, prepaid, to the Lender at its address set forth at the beginning of this Loan Agreement, and to the Borrower at the address set forth at the beginning of this Loan Agreement or at such other addresses as any party may have designated in writing to any other party hereto. This section does not limit other means of delivering written notice if said notices are actually received. In the event Lender gives

D. **Payments.** The Borrower will make payments to the Lender in accordance with the terms and conditions and instructions contained in the Note and Offer of Credit.

E. **Survival of Representations and Warranties.** All agreements, representations, and warranties made by the Borrower herein or any other document or certificate delivered to the Lender in connection with the transactions contemplated by this Loan Agreement shall survive the delivery of this Agreement, and the Note hereunder, and shall continue in full force and effect so long as the Note is outstanding.

F. **Successors and Assigns.** This Loan Agreement shall be binding upon the Borrower, its Successors and Assigns, except that the Borrower may not assign or transfer its rights without prior written consent of the Lender. This Agreement shall inure to the benefit of the Lender, its assignees and successors, and, except as otherwise expressly provided in particular provisions hereof, all subsequent holders of the Note.

Borrower acknowledges that Lender may assign the Note and this Agreement and consents to such assignments.

G. Counterparts. This Loan Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

H. Governing Law. This Loan Agreement and the Note shall be deemed contracts made under the laws of the state of Idaho and for all purposes shall be construed in accordance with the laws of said state.

I. Waiver. Failure by Lender at any time to require performance by Borrower of any of the provisions of this Agreement shall in no way affect Lender's rights hereunder to enforce the same, nor shall any waiver by Lender of any breach hereof be held to be a waiver of any succeeding breaches or a waiver of this nonwaiver clause.

J. Election of Remedies. Lender shall have all of the rights and remedies granted herein, in the loan documents or otherwise available at law or in equity, and these same rights and remedies shall be cumulative and may be pursued separately, successively or concurrently against Borrower, Guarantors, and property covered by this Agreement, and any other property of Borrower.

K. Exhibits. All exhibits attached hereto are by this reference incorporated fully herein. The term "this Agreement" shall be considered to include all such exhibits.

L. Further Assurance. The Borrower shall, on demand of the Lender, do any act or execute any additional documents required by the Lender to comply with any agreement providing for the assignment by the Lender of the Note or for providing a certificate as to the amount of indebtedness evidenced by the Note.

M. Additional Documents. The Borrower agrees to execute any additional documents necessary to effectuate the purposes of this Agreement in a form acceptable to Lender.

N. Non-Assumption of DEQ Liability. Nothing contained in this paragraph shall be regarded as creating any relationship other than as set forth herein. By agreeing to make this Loan, Lender does not agree to assumption of DEQ liability for non-compliance with Borrower's DEQ permit.

O. Lender's Right to Arbitrate. At the option of the Lender, any claim or dispute at any time arising under or related to this Agreement, the supplements thereto, the other agreements mentioned in or related to this Agreement, or in any way pertaining to the loan, whether in law or equity, shall be submitted to arbitration in accordance with the Rules of the American Arbitration Association then prevailing. Any decision rendered in any arbitration proceeding shall be final and binding upon the parties. Notwithstanding the foregoing, the Lender may engage in self help and offset remedies and seek remedies through the courts including, without limitation, injunctive relief and

other remedies to protect the Lender's interest in any collateral pending entry of an arbitration award or to enforce the award, in addition, and without prejudice, to the exercise of the Lender option to arbitrate.

THIS WRITTEN LOAN AGREEMENT AND OTHER WRITTEN AGREEMENTS EXECUTED HERewith REPRESENT THE FINAL AGREEMENT BETWEEN THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. IDAHO CODE § 9-505.5 PROVIDES THAT AN AGREEMENT TO LOAN AN AMOUNT OF FIFTY THOUSAND DOLLARS (\$50,000.00) OR MORE IS NOT ENFORCEABLE AGAINST THE LENDER UNLESS THE AGREEMENT, OR MEMORANDUM THEREOF, IS IN WRITING AND SUBSCRIBED BY THE LENDERS OR AGENT.

IN WITNESS WHEREOF, the parties hereto have each caused this Loan Agreement to be duly executed as of the day and the year first above written.

TRESTLE CREEK UTILITIES, LLC

By: Charles W. Reeves
Member

Dated: 6/2/2011

VP, INCORPORATED

By: Richard A. Villelli
RICHARD A. VILLELLI, President

Dated: 6-2-2011

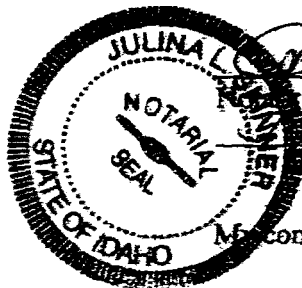
PEND OREILLE BONNER DEVELOPMENT, LLC

By: Charles W. Reeves
CHARLES W. REEVES, President

STATE OF IDAHO)
)
 : ss
County of Bonner)

On this 2nd day of June, 2011, before me personally appeared Charles W. Reeves to me known to be the Member of Trestle Creek Utilities, LLC, the Idaho limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said limited liability company.

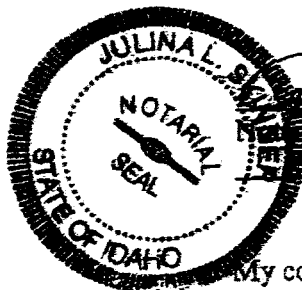
GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

 Julina L. Skinner (Signature)
Julina L. Skinner (Print Name)
My commission expires: 8/20/2016

STATE OF IDAHO)
)
 : ss
County of Bonner)

On this 2nd day of June, 2011, before me personally appeared Richard A. Vilelli to me known to be the President of VP, Incorporated, the corporation that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said corporation, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said corporation.

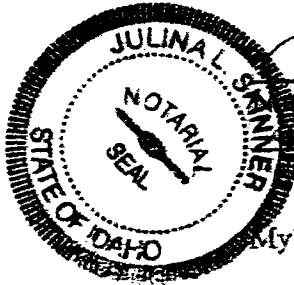
GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.

 Julina L. Skinner (Signature)
Julina L. Skinner (Print Name)
My commission expires: 8/20/2016

STATE OF IDAHO)
)
 : SS
County of Bonner)

On this 2nd day of June, 2011, before me personally appeared Charles W. Reeves to me known to be the President of Pend Oreille Bonner Development, LLC, the Nevada limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act of said limited liability company, for the uses and purposes therein mentioned, and on oath stated that he was authorized to execute the said instrument on behalf of said limited liability company.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first above written.



Julina L. Skinner
Notary Public (Signature)

Julina L. Skinner
(Print Name)

(Seal or Stamp)

My commission expires: 8/20/2016

EXHIBIT A

Water Systems	\$35,000	1	\$35,000
Monitoring wells	\$15,000	2	\$30,000
Electrical	\$5,000	1	\$5,000
Pump	\$5,000	1	\$5,000
Sand filter and lagoon repair	\$4,000	1	\$4,000
Overhead and profit	\$11,850	1	\$11,850
Legal	\$5,000	1	\$5,000
Total set up costs			\$95,850

Exhibit B

Loan Amortization Schedule

Amount of Loan: \$95,850.00 Number of Payments: 40
 Annual Interest Rate: 12.0000% Periodic Payment: \$3,000.00
 Loan Date: 06/01/2011 1st Payment Date: 10/01/2011
 Payment Frequency: Monthly Compounding: Monthly
 Points (%): 0.0000% Amortization Method: Normal

Pmt #/Yr	Date	Payment	Principal	Interest	Balance
Init/1	06/01/2011	0.00	0.00	.00	95,850.00
1/01	10/01/2011	3,000.00	-891.89	3,891.89	96,741.89
2/01	11/01/2011	3,000.00	2,032.58	967.42	94,709.31
3/01	12/01/2011	3,000.00	2,052.91	947.09	92,656.40
Y-T-D	12/31/2011	9,000.00	3,193.60	5,806.40	
Running	12/31/2011	9,000.00	3,193.60	5,806.40	
4/01	01/01/2012	3,000.00	2,073.44	926.56	90,582.96
5/01	02/01/2012	3,000.00	2,094.17	905.83	88,488.79
6/01	03/01/2012	3,000.00	2,115.11	884.89	86,373.68
7/01	04/01/2012	3,000.00	2,136.26	863.74	84,237.42
8/01	05/01/2012	3,000.00	2,157.63	842.37	82,079.79
9/01	06/01/2012	3,000.00	2,179.20	820.80	79,900.59
10/01	07/01/2012	3,000.00	2,200.99	799.01	77,699.60
11/01	08/01/2012	3,000.00	2,223.00	777.00	75,476.60
12/01	09/01/2012	3,000.00	2,245.23	754.77	73,231.37
13/02	10/01/2012	3,000.00	2,267.69	732.31	70,963.68

14/02	11/01/2012	3,000.00	2,290.36	709.64	68,673.32
15/02	12/01/2012 686.73				3,000.00 2,313.27 66,360.05
Y-T-D	12/31/2012	36,000.00	26,296.35	9,703.64	
Running	12/31/2012	45,000.00	29,489.95	15,510.05	
16/02	01/01/2013	3,000.00	2,336.40	663.60	64,023.65
17/02	02/01/2013	3,000.00	2,359.76	640.24	61,663.89
18/02	03/01/2013	3,000.00	2,383.36	616.64	59,280.53
19/02	04/01/2013	3,000.00	2,407.19	592.81	56,873.34
20/02	05/01/2013	3,000.00	2,431.27	568.73	54,442.07
21/02	06/01/2013	3,000.00	2,455.58	544.42	51,986.49
22/02	07/01/2013	3,000.00	2,480.14	519.86	49,506.35
23/02	08/01/2013	3,000.00	2,504.94	495.06	47,001.41
24/02	09/01/2013	3,000.00	2,529.99	470.01	44,471.42
25/03	10/01/2013	3,000.00	2,555.29	444.71	41,916.13
26/03	11/01/2013	3,000.00	2,580.84	419.16	39,335.29
27/03	12/01/2013	3,000.00	2,606.65	393.35	36,728.64
Y-T-D	12/31/2013	36,000.00	29,631.41	6,368.59	
Running	12/31/2013	81,000.00	59,121.36	21,878.64	
28/03	01/01/2014	3,000.00	2,632.71	367.29	34,095.93
29/03	02/01/2014	3,000.00	2,659.04	340.96	31,436.89
30/03	03/01/2014	3,000.00	2,685.63	314.37	28,751.26
31/03	04/01/2014	3,000.00	2,712.49	287.51	26,038.77
32/03	05/01/2014	3,000.00	2,739.61	260.39	23,299.16
33/03	06/01/2014	3,000.00	2,767.01	232.99	20,532.15

34/03	07/01/2014	3,000.00	2,794.68	205.32	17,737.47
35/03	08/01/2014	3,000.00	2,822.63	177.37	14,914.84
36/03	09/01/2014	3,000.00	2,850.85	149.15	12,063.99
37/04	10/01/2014	3,000.00	2,879.36	120.64	9,184.63
38/04	11/01/2014	3,000.00	2,908.15	91.85	6,276.48
39/04	12/01/2014	3,000.00	2,937.24	62.76	3,339.24
Y-T-D	12/31/2014	36,000.00	33,389.40	2,610.60	
Running	12/31/2014	117,000.00	92,510.76	24,489.24	
40/04	01/01/2015	3,372.63	3,339.24	33.39	0.00
Y-T-D	12/31/2015	3,372.63	3,339.24	33.39	
Running	12/31/2015	120,372.63	95,850.00	24,522.63	

Return to Grantor

Instrument # 859562

BOANNER COUNTY, SANDPOINT, IDAHO
5-20-2014 11:03:17 AM No. of Pages: 1
Recorded for: SANDPOINT TITLE INSURANCE
R. ANN OLSON-SATER Fee: \$18.00
Ex-Office Recorder Deputy
Instrument: QUIT CLAIM DEED

QUITCLAIM DEED

FOR VALUE RECEIVED,

Peed Oreille Bonner Development, LLC, a Nevada Limited Liability Company

do(es) hereby convey, release, remise and forever quitclaim unto

VP Inc., an Idaho Corporation

whose mailing address is 5379 Highway 96, Bonner, Idaho 83205, the following described premises together with any other interests therein:

LOT 7, BLOCK 3, OF GOLDEN TREE ESTATES 4TH ADDITION, ACCORDING TO THE PLAT THEREOF, RECORDED IN BOOK 1 OF PLATS, PAGE 30, RECORDS OF BONNER COUNTY.

together with their appurtenances.

Dated: September - 11 2013

Peed Oreille Bonner Development, LLC
By: Peed Oreille Bonner Development Holdings, Inc.
Its Manager

Charles W. Reeves
BY: Charles W. Reeves
ITS: President

ASSUMPTION REGARDING
SANDPOINT TITLE INSURANCE IS
NOT VALIDATED BY THIS INSTRUMENT. ASSUMES
NO LIABILITY AS TO THE VALIDITY AND
EFFECTS OF THIS INSTRUMENT.

STATE OF IDAHO

COUNTY OF BONNER

On this 11th day of September, 2013, before me, a Notary Public in and for said state, personally appeared Charles W. Reeves, President of Peed Oreille Bonner Development Holdings, Inc. known to me to be the Manager of the Limited Liability Company known as Peed Oreille Bonner Development LLC who executed the foregoing instrument, and acknowledged to me that he executed the same in said LLC name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Patrick W. Spink
Notary Public for the State of Idaho
Residing at: 3000 W. 1st St.
Commission Expires: 9/29/19

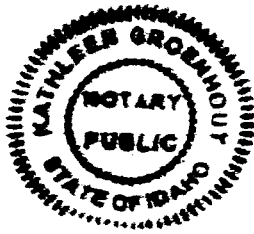


EXHIBIT
16

Return to Grantor

Instrument # 859563

BONNER COUNTY, SANDPOINT, IDAHO
6-29-2014 11:02:20 AM No. of Pages: 1
Recorded for: SANDPOINT TITLE INSURANCE
R. ANN DUTSON-SATER Fee: \$10.00
Ex-Officio Recorder Deputy
Number: 2012-000000 CA

QUITCLAIM DEED

FOR VALUE RECEIVED,

Fred Oreille Bonner Development, LLC, a Nevada Limited Liability Company

do(es) hereby convey, release, remise and forever quitclaim unto

VF Inc., an Idaho Corporation

whose mailing address is 2327 Highway 15, Bonner Ferry, ID 83205 the following
described premises together with any other appurtenances etc. etc.

LOT 1, BLOCK 1, OF GOLDEN TEE ESTATES 3RD ADDITION, ACCORDING TO THE PLAT THEREOF,
RECORDED IN BOOK 1 OF PLATS, PAGE 78, RECORDS OF BONNER COUNTY.

together with their appurtenances.

Date: September 22 2013

Fred Oreille Bonner Development, LLC
By: Fred Oreille Bonner Development Holdings, Inc.
Its Manager

[Signature]
BY: Charles W. Reeves
ITS: President

ACCOMMODATION REGARDING
SANDPOINT TITLE INSURANCE TO WAS
NOT CHANGED THE INSTRUMENT ACCORDING
NO LIABILITY AS TO THE VALIDITY AND
NO EFFECT FOR THE TITLE

STATE OF IDAHO
COUNTY OF BONNER

On this 20th day of September, 2013, before me, a Notary Public in and for said state, personally
appeared Charles W. Reeves as President of Fred Oreille Bonner Development Holdings, Inc known as
identified to me to be the Manager in the Limited Liability Company known as Fred Oreille Bonner
Development LLC who executed the foregoing instrument, and acknowledged to me that he executed the
same in said LLC name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this
certificate first above written.

[Signature]
Notary Public, State of Idaho
Residing at SANDPOINT IDAHO
My Comm. Expires 11/21/2017

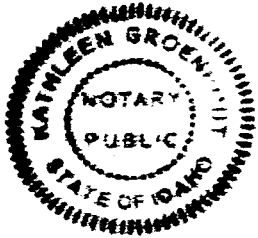


EXHIBIT
17
1909

Returns to Grantor

Instrument # 859564

BONNER COUNTY, SANDPOINT, IDAHO
8-20-2014 11:04:58 AM No. of Pages: 1
Recorded for: SANDPOINT TITLE INSURANCE
R. ANN DITSON-SATER Fee: \$10.00
Ex-Officio Recorder Deputy
Date of QUITCLAIM DEED

QUITCLAIM DEED

FOR VALUE RECEIVED,

Pond Oreille Bonser Development, LLC, a Nevada Limited Liability Company

do(es) hereby convey, release, remise and forever quitclaim unto

VP Inc., an Idaho Corporation

whose mailing address is 59329 Highway 95, Bonners Ferry, ID 83805 the following
described premises together with any after acquired title, to-wit:

LOT 10, BLOCK 2, OF GOLDEN TEE ESTATES 2ND ADDITION, ACCORDING TO THE PLAT THEREOF,
RECORDED IN BOOK # OF PLATS, PAGE 79, RECORDS OF BONNER COUNTY.

together with their appurtenances.

Dated: September 20, 2013

Pond Oreille Bonser Development, LLC
By: Pond Oreille Bonser Development Holdings, Inc.
Its: Manager

[Signature]
BY: Charles W. Reeves
ITS: President

ASSUMPTION-REQUIRING
SANDPOINT TITLE INSURANCE IS
NOT GUARANTEED BY THIS DEED. IT IS
YOUR RESPONSIBILITY TO OBTAIN
AN EFFECTIVE TITLE POLICY

STATE OF IDAHO
COUNTY OF BONNER } ss

On this 20th day of SEPTEMBER, 2013, before me, a Notary Public in and for said state, personally
appeared Charles W. Reeves as President of Pond Oreille Bonser Development Holdings, Inc. known or
identified to me as the Manager in the Limited Liability Company known as Pond Oreille Bonser
Development LLC who executed the foregoing instrument, and acknowledged to me that he executed the
same in said LLC name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this
certificate first above written.

[Signature]
Notary Public for the State of Idaho
Residing at: SANDPOINT, IDAHO
Commission Expires: 12/31/2014



EXHIBIT
18
1010

Return to Grantor

Instrument # 859565

BONNER COUNTY, SANDPOINT, IDAHO
5-20-2014 11:08:07 AM No. of Pages: 1
Recorded for: SANDPOINT TITLE INSURANCE
R. ANNE OUTSON-SATER Fee: \$18.00
Ex-Officio Recorder Deputy
SEARCHED QUIT CLAIM DEED *CS*

QUITCLAIM DEED

FOR VALUE RECEIVED,

Paul Dreife Bonner Development, LLC, a Nevada Limited Liability Company

do(es) hereby convey, release, remise and forever quitclaim unto

VF Inc., an Idaho Corporation

whose mailing address is: 533739 Highway 15, Bonanza Ferry, ID 83205
described premises together with any after acquired title to the

LOT 2, BLOCK 12, OF THE REPLAT OF GOLDEN TEE ESTATES AND GOLDEN TEE ESTATES 1ST ADDITION AND UNPLATTED LAND, ACCORDING TO THE PLAT THEREOF, RECORDED IN BOOK 3 OF PLATS, PAGE 77, RECORDS OF BONNER COUNTY.

together with their appurtenances.

Dated: September 20, 2013

Paul Dreife Bonner Development, LLC
By: Paul Dreife Bonner Development Holdings, Inc.
Its Manager

Charles W. Roerds

BY: Charles W. Roerds
ITS: President

ACCOMMODATION RECORDING
SANDPOINT TITLE INSURANCE CO. HAS
NOT EXAMINED THIS DOCUMENT ASSUMES
NO LIABILITY AS TO THE VALIDITY AND
ITS EFFECTS UPON THE TITLE

STATE OF IDAHO

COUNTY OF BONNER

On the 20th day of SEPTEMBER 2013, before me, a Notary Public in and for said state, personally appeared Charles W. Roerds as President of Paul Dreife Bonner Development Holdings, Inc. known or identified to me to be the Manager in the Limited Liability Company known as Paul Dreife Bonner Development, LLC who executed the foregoing instrument and acknowledged to me that he executed the same in said LLC name.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Helen Groendyck
Notary Public for the State of Idaho
Residing at: SANDPOINT IDAHO
Commission Expires: 12/31/2014

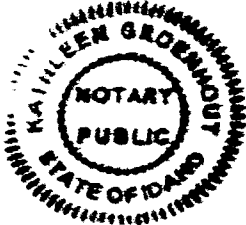


EXHIBIT
1911