

WARRANTY DEED

TDX, L.P. and Canyon Partners L.P., whose address is P.O. Box 220, Cory CO 81418, for the consideration of **Two Million One Hundred Twenty Thousand Dollars (\$2,120,000.00)** hereby sell and convey to **Black Canyon, LLC**, whose address is 330 Bayside Rd., Ellsworth, ME 04605, the following property located in the County of Montrose, State of Colorado, to-wit:

87003830

Five parcels of land located within Section 5, Township 49 North, Range 7 West of the N.M.P.M., as more fully described on the attached Exhibit "A."

And warrant the title to the same except for except the general taxes for 2009, and covenants, conditions, and restrictions of record.

This property is subject to the use restrictions contained on Exhibit "B."

Signed this 21th day of May, 2010.

TDX, L.P.

Canyon Partners L.P.

By *[Signature]*
Thomas E. Chapman
President, Chicoma
Development Company

By *[Signature]*
Thomas E. Chapman
President, Chicoma
Development Company

State of Colorado)
)ss
County of Montrose)

The foregoing instrument was acknowledged before me this 27 day of May, 2010, by Thomas E. Chapman as President of Chicoma Development Company, general partner of TDX, L.P. and general partner of Canyon Partners L.P.

My commission expires 11-12-2012
Witness my hand and official seal.

[Signature]
Notary Public

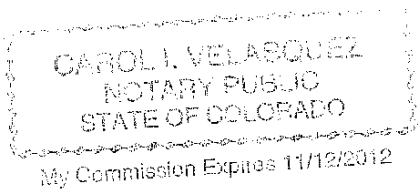


Exhibit A

TRACT 1:

A PARCEL OF LAND LOCATED WITHIN THE NW1/4 SW1/4 SECTION 5, TOWNSHIP 49 NORTH, RANGE 7 WEST, NEW MEXICO PRINCIPAL MERIDIAN, HAVING A DESCRIPTION BASED UPON A BEARING OF SOUTH 89 degrees56'34" WEST FROM THE 1/4 COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) TO THE SECTION CORNER COMMON TO SECTIONS 5,6,7 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) WITH ALL OTHER BEARINGS RELATIVE THERETO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NE CORNER OF THE NW1/4 SW1/4 (BEING THE CW1/16 CORNER) (MONUMENTED BY A USGLO BRASS CAP 1940) AND RUNNING THENCE ALONG THE EAST LINE OF SAID NW1/4 SW1/4 SOUTH 00 degrees04'48" EAST, 1322.02 FEET TO THE SE CORNER OF SAID NW1/4 SW1/4 (BEING THE SW1/16 CORNER)(MONUMENTED BY A USGLO BRASS CAP 1940) THENCE RUNNING ALONG THE SOUTH LINE OF SAID NW1/4 SW1/4 SECTION 89 degrees58'36" WEST 147.71 FEET TO THE NORTHEASTERLY RIGHT OF WAY LINE OF THE CRYSTAL DAM ACCESS ROAD (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID NORTHERLY RIGHT OF WAY LINE THE FOLLOWING FIVE COURSES (1) NORTH 55 degrees05'53" WEST, 491.60 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); (2) THENCE ALONG THE ARC OF A NON-TANGENT CURVE TO THE RIGHT 96.85 FEET, SAID CURVE HAVING A RADIUS OF 905.00 FEET AND A CHORD BEARING A DISTANCE OF NORTH 51 degrees43'53" WEST, 96.81 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); (3) THENCE NORTH 48 degrees21'53" WEST, 644.57 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972);(4) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT 51.00 FEET, SAID CURVE HAVING A RADIUS OF 100.80 FEET AND A CHORD BEARING AND DISTANCE OF NORTH 33 degrees51'53" WEST 50.45 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972);(5) THENCE NORTH 19 degrees21'53" WEST, 539.85 FEET TO THE NORTH LINE OF SAID NW1/4 SW1/4 (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID NORTH LINE NORTH 89 degrees56'21" EAST 1313.90 FEET TO THE POINT OF BEGINNING, ALSO SHOWN AS PARCEL A ON PLAT OF SURVEY BY WILMORE AND COMPANY UNDER FILE NO. A-624, COUNTY OF MONTROSE, STATE OF COLORADO

A PARCEL OF LAND LOCATED WITHIN THE NW1/4 SW1/4 SECTION 5, TOWNSHIP 49 NORTH, RANGE 7 WEST, NEW MEXICO PRINCIPAL MERIDIAN, HAVING A DESCRIPTION BASED UPON A BEARING OF SOUTH 89 degrees56'34" WEST, FROM THE 1/4 COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) TO THE SECTION CORNER COMMON TO SECTIONS 5, 6, 7 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) WITH ALL OTHER BEARINGS RELATIVE THERETO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS; BEGINNING AT THE SW CORNER OF THE NW1/4 SW1/4 (BEING THE S1/16 CORNER COMMON TO SECTIONS 5 AND 6) (MONUMENTED BY A 2 1/2" ALUMINUM CAP LS 17485); THENCE CONTINUING ALONG SAID WEST LINE NORTH 00 degrees05'24" WEST, 1029.29 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF THE CRYSTAL DAM ACCESS ROAD (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE THE FOLLOWING FIVE (5) COURSES; (1) SOUTH 19 degrees21'53" EAST, 265.62 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); (2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT 101.60 FEET, SAID CURVE HAVING A RADIUS OF 200.80 FEET AND A CHORD BEARING A DISTANCE OF SOUTH 33 degrees51'53" EAST, 100.52 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); (3) THENCE SOUTH 48 degrees21'53" EAST, 644.83 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) (4) THENCE ALONG THE ARC OF A NON TANGENT CURVE TO THE LEFT 108.09 FEET, SAID CURVE HAVING A RADIUS OF 1005.00 FEET AND A CHORD BEARING A DISTANCE OF SOUTH 51 degrees43'53" EAST, 108.04 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) (5) THENCE SOUTH 55 degrees05'53" EAST, 348.65 FEET TO THE SOUTH LINE OF SAID NW1/4 SW1/4 (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE LEAVING SAID RIGHT OF WAY AND RUNNING ALONG THE SOUTH LINE OF SAID NW1/4 SW1/4 SOUTH 89 degrees58'36" WEST 995.17 FEET TO THE POINT OF BEGINNING, ALSO SHOWN AS PARCEL B ON PLAT OF SURVEY BY WILMORE AND COMPANY RECORDED DECEMBER 21, 2009 AT RECEPTION NO. 809498 AND AFFIDAVIT OF CORRECTION RECORDED MAY 5, 2010 AT RECEPTION NO. 813466, COUNTY OF MONTROSE, STATE OF COLORADO

A PARCEL OF LAND LOCATED WITHIN THE SW1/4SW1/4 OF SECTION 5, TOWNSHIP 49 NORTH, RANGE 7 WEST OF THE NEW MEXICO PRINCIPAL MERIDIAN, HAVING A DESCRIPTION BASED UPON A BEARING OF SOUTH 89 degrees56'34" WEST FROM THE 1/4 COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) TO THE SECTION CORNER COMMON TO SECTIONS 5, 6, 7 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) WITH ALL OTHER BEARINGS RELATIVE THERETO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT SAID SECTION CORNER COMMON TO SECTIONS 5, 6, 7 AND 8 AND RUNNING THENCE ALONG THE WEST LINE OF THE W1/2 SW1/4 NORTH 00 degrees05'24" WEST, 1321.16 FEET TO THE NW CORNER OF THE SW1/4 SW1/4 (BEING THE S 1/16 CORNER COMMON TO SECTIONS 5 AND 6) (MONUMENTED BY A 2 1/2" ALUMINUM CAP LS 17485); THENCE ALONG THE NORTH LINE OF SAID SW1/4 SW1/4 NORTH 89 degrees58'36" EAST, 995.17 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF THE CRYSTAL DAM ACCESS ROAD (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE THE FOLLOWING TWO (2) COURSES: (1) SOUTH 55 degrees05'53" EAST, 250.68 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); (2) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT 170.40 FEET, SAID CURVE HAVING A RADIUS OF 427.50 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 43 degrees40'37" EAST, 169.28 FEET TO THE EAST LINE OF SAID SW1/4 SW1/4 (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE LEAVING SAID RIGHT OF WAY AND RUNNING ALONG THE EAST LINE OF SAID SW1/4 SW1/4 SOUTH 00 degrees01'31" EAST, 1054.39 FEET TO THE SE CORNER OF SAID SW1/4 SW1/4 (BEING THE W1/16 CORNER COMMON TO SECTIONS 5 AND 8) (MONUMENTED BY A 2 1/2" ALUMINUM CAP LS 17485); THENCE ALONG THE SECTION LINE COMMON TO SECTIONS 5 AND 8 SOUTH 89 degrees56'34" WEST, 1316.05 FEET TO THE POINT OF BEGINNING, ALSO SHOWN AS PARCEL C ON PLAT OF

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SURVEY BY WILMORE AND COMPANY RECORDED DECEMBER 21, 2009 AT RECEPTION NO. 809498 AND AFFIDAVIT OF CORRECTION RECORDED MAY 5, 2010 AT RECEPTION NO. 813466, COUNTY OF MONTROSE, STATE OF COLORADO A PARCEL OF LAND LOCATED WITHIN THE SW1/4 SW1/4 OF SECTION 5, TOWNSHIP 49 NORTH, RANGE 7 WEST, NEW MEXICO PRINCIPAL MERIDIAN, HAVING A DESCRIPTION BASED UPON A BEARING OF SOUTH 89 degrees56'34" WEST FROM THE 1/4 COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) TO THE SECTION CORNER COMMON TO SECTIONS 5, 6, 7 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) WITH ALL OTHER BEARINGS RELATIVE THERETO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE NE CORNER OF SAID SW1/4 SW1/4 (BEING THE SW1/16 CORNER) (MONUMENTED BY A USGLO BRASS CAP 1940) AND RUNNING THENCE ALONG THE EAST LINE OF SAID SW1/4 SW1/4 SOUTH 00 degrees01'31" EAST, 109.96 FEET TO THE NORTHEASTERLY RIGHT OF WAY LINE OF THE CRYSTAL DAM ACCESS ROAD (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID NORTHERLY RIGHT OF WAY LINE THE FOLLOWING TWO (2) COURSES; (1) ALONG THE ARC OF A NON-TANGENT CURVE TO THE LEFT 76.86 FEET, SAID CURVE HAVING A RADIUS OF 527.50 FEET AND A CHORD BEARING A DISTANCE OF NORTH 50 degrees55'20" WEST, 76.79 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) (2) THENCE NORTH 55 degrees05'53" WEST, 107.47 FEET TO THE NORTH LINE OF SAID SW1/4 SW1/4 (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) THENCE ALONG SAID NORTH LINE NORTH 89 degrees58'36" EAST, 147.71 FEET TO THE POINT OF BEGINNING, ALSO SHOWN AS PARCEL E ON PLAT OF SURVEY BY WILMORE AND COMPANY RECORDED DECEMBER 21, 2009 AT RECEPTION NO. 809498 AND AFFIDAVIT OF CORRECTION RECORDED MAY 5, 2010 AT RECEPTION NO. 813466, COUNTY OF MONTROSE, STATE OF COLORADO

TRACT 2:

A PARCEL OF LAND LOCATED WITHIN THE SE1/4 SW1/4 OF SECTION 5, TOWNSHIP 49 NORTH, RANGE 7 WEST OF THE NEW MEXICO PRINCIPAL MERIDIAN, HAVING A DESCRIPTION BASED UPON A BEARING OF SOUTH 89 degrees56'34" WEST, FROM THE 1/4 COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) TO THE SECTION CORNER COMMON TO SECTIONS 5,6,7 AND 8 (MONUMENTED BY A USGLO BRASS CAP 1918) WITH ALL OTHER BEARINGS RELATIVE THERETO AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE SW CORNER OF SAID SE1/4 SW1/4 (BEING THE W1/16 CORNER COMMON TO SECTIONS 5 AND 8) (MONUMENTED BY A 2 1/2" ALUMINUM CAP LS 17485) THENCE RUNNING ALONG THE WEST LINE OF SAID SE1/4 SW1/4 NORTH 00 degrees01'31" WEST 1054.39 FEET TO THE SOUTHWESTERLY RIGHT OF WAY LINE OF THE CRYSTAL DAM ACCESS ROAD (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) THENCE ALONG SAID SOUTHWESTERLY RIGHT OF WAY LINE THE FOLLOWING THREE (3) COURSES; (1) ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT 131.75 FEET SAID CURVE HAVING A RADIUS OF 427.50 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 23 degrees25'44" EAST, 131.23 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) (2) THENCE SOUTH 14 degrees35'53" EAST, 865.90 FEET (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972) (3) THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT 100.39 FEET, SAID CURVE HAVING A RADIUS OF 1005.00 FEET AND A CHORD BEARING AND DISTANCE OF SOUTH 17 degrees27'35" EAST, 100.35 FEET TO THE SECTION LINE COMMON TO SECTIONS 5 AND 8 (MONUMENTED BY A 2" ALUMINUM CAP PLS 25972); THENCE ALONG SAID SECTION LINE SOUTH 89 degrees56'34" WEST 300.06 FEET TO THE POINT OF BEGINNING, ALSO SHOWN AS PARCEL D ON PLAT OF SURVEY BY WILMORE AND COMPANY RECORDED DECEMBER 21, 2009 AT RECEPTION NO. 809498 AND AFFIDAVIT OF CORRECTION RECORDED MAY 5, 2010 AT RECEPTION NO. 813466, COUNTY OF MONTROSE, STATE OF COLORADO

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Exhibit "B"

TDX, L.P. and Canyon Partners L.P. – Black Canyon LLC

No structures may be placed on Parcels A, B, D, or E as described on Exhibit "A." Only one single family residence, with customary appurtenances, may be placed and used on Parcel C. Said home may be located only upon the west 20 acres of Parcel C. The home may not be a mobile home, manufactured nor modular home. Its construction must utilize earth tone colors and an earth tone colored non-metal roof.

The restrictions and limitations herein set forth are to be construed as covenants running with the land and shall be binding on all parties and all persons claiming any part of the parcels described on Exhibit "A." The restrictions and limitations herein set forth are to be construed as covenants running with a parcel of private land located to the north of the parcels contained herein (assessors parcel nos. 3771-053-00-006) and shall be for the benefit of the owners of that parcel. These restrictions may be enforced by any owner of that parcel. The enforcement may include injunctive relief. In the event an injunction enters, the Court shall award the prevailing party its cost of enforcement, including reasonable attorneys' fees.

The restrictions and limitations herein set forth may be amended or vacated only by a written document executed by all owners of assessors parcel nos. 3771-053-00-006, recorded in the Montrose County real estate records.

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