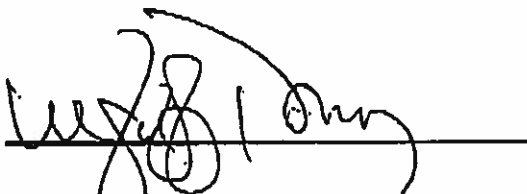


PROPOSAL

I, Melvin Jeffrey Davis, general partner of the M. J. Davis Memorial Limited Partnership, agree to trade approximately 7.3 acres (of the current 8.3 acres) of partnership land in Block 1 of Samaria Townsite, Oneida County, Idaho to the town of Samaria in return for land owned by the Town of Samaria located in Block D of same Townsite, county and state, approximately 7.5 acres, on the following conditions:

- a. That the Davis partnership is allowed to retain approximately 1 acre of land (of the current 8.3 acres) that contains the well and buildings, running north and south along the west side of the main Samaria road.
- b. That the Davis partnership retains an easement to maintain the presently buried irrigation pipeline in Block 1 with the right to extend said pipeline to the west of Block 1 in the future.
- c. That the Town of Samaria will support Oneida County's abandonment of the unimproved road that runs between blocks C and D, running 660 feet east and west, presently known as 5100 West. The timely abandonment of this road, allowing the Davis partnership to fence and join lands in blocks C and D, would be a condition of final ratification of any agreement between the Davis partnership and the Town of Samaria.

Dated this 18th day of November, 2008.

A handwritten signature in black ink, appearing to read 'Melvin Jeffrey Davis', is written over a horizontal line.

MELVIN JEFFREY DAVIS
General Partner

This Notary Certificate is prepared on a separate page and is attached to the document entitled PROPOSAL, containing one page(s) and is attached to that document by means of staple. If this certificate is detached from the specified document, this certificate is VOID.

THE STATE OF COLORADO

COUNTY OF EL PASO

BEFORE ME, the undersigned authority, on this day personally appeared Melvin Jeffrey Davis, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and considerations therein expressed.

GIVEN UNDER MY HAND and seal of office this 18th day of November, 2008 A.D.

Barbara J. Matzke
Signature of Notary Public

