NOTICE OF LEASE-PURCHASE

Emil B. Nobel and Mary Ann Nobel, as Lessor, and New Earth Company, as Lessee, have this date entered into a Lease-Purchase Agreement respecting the real property situated in Klamath County, Oregon, described as:

See Exhibit "A" attached.

DATED this 9th day of December, 1995.

_____   _____
Emil B. Nobel, Lessor   Mary Ann Nobel, Lessor

NEW EARTH COMPANY

By: _____, CFO

STATE OF OREGON   )
) §
County of Klamath   )

On the 9th day of December, 1995, before me, a Notary in and for said State, personally appeared the within named Emil B. Nobel and Mary Ann Nobel, who executed the within instrument and acknolwedged to me that the same was executed freely and voluntarily.

_____
Notary Public for Oregon
My Commission Expires: Oct. 12, 1996

STATE OF OREGON   )
) §
County of Klamath   )

On the 9th day of December, 1995, before me, a Notary in and for said State, personally appeared _____, the _____ of Lessee, who executed the within instrument and acknolwedged to me that the same was executed on behalf of Lessee's Board of Directors.

_____
Notary Public for Oregon
My Commission Expires: Oct. 12, 1996

Ret:

34420

Beginning at the center of Section 19, Township 39 South, Range 10 East of the Willamette Meridian; then North to the South boundary of the U.S. Reclamation Service Canal; thence Southeasterly along said Southerly boundary to the Westerly boundary of U.S. Reclamation Service C Branch Canal; thence Southwesterly along said Westerly boundary to its intersection with the East-West center line of said Section 19; thence West along said center line to the point of beginning.

EXHIBIT "A" PAGE_____