



03/13/2007 03:23:13 PM

Fee: \$46.00

1st - 07-090

COVER SHEET
ORS: 205.234

This cover sheet has been prepared by the persons presenting the attached instrument for recording. Any errors in this cover sheet **DO NOT** affect the transaction(s) contained in the instrument itself.

After recording, return to:
First American Title
Attn: Niki Carlson
200 SW Market Street, Suite 250
Portland, OR 97201

Send Tax Statements to:
Same as on file.

The date of the instrument attached is July 8, 2005.

1) NAMES(S) OF THE INSTRUMENT(S) required by ORS 205.234(a)
Assignment of Conservation Easement

2) PARTY(IES)/GRANTOR, required by ORS 205.125(1)(b) and ORS 205.160:

The Trust for Public Land
Redband Resources, LLC

3) PARTY(IES)/GRANTEE, required by ORS 205.125(1)(b) and ORS 205.160

Wetlands America Trust, Inc.

4) TRUE and ACTUAL CONSIDERATION (if any), ORS 93.030

\$ n/a

6) RE-RECORDED to correct:
Easement recorded on: M04-16897

46-F

STATE OF OREGON

COUNTY OF KLAMATH

ASSIGNMENT OF CONSERVATION EASEMENT

This ASSIGNMENT OF CONSERVATION EASEMENT ("Assignment") is executed as of the 11 day of July, 2005, by THE TRUST FOR PUBLIC LAND, a California nonprofit corporation ("Assignor"), having an address of 1011 Western Avenue, Seattle, WA 98104, and REDBAND RESOURCES, LLC, a Oregon limited liability company, ("Owner"), having an address of 1608 Cove Point Road, Klamath Falls, OR 97601, who joins for the purpose of evidencing its consent thereto, to and in favor of WETLANDS AMERICA TRUST, INC., a District of Columbia nonprofit corporation, having an address of C/O Ducks Unlimited, Inc., One Waterfowl Way, Memphis, TN 38120, ("Assignee").

RECITALS

A. Owner, as grantor therein, and Assignor, as grantee therein, have entered into a Deed of Conservation Easement (the "Conservation Easement") dated February 23, 2004 and recorded in Book M04, page 16897 in the Klamath County County Clerk's Office, imposing certain restrictions and covenants and granting to Assignor certain easements and rights in, to and over 370 acres of land, more or less, as described in the Conservation Easement (the "Property"). The legal description of the Property subject to the Conservation Easement is set forth in the Conservation Easement and it, together with the terms of the Conservation Easement are incorporated herein by reference.

B. Assignee is a non-profit, I.R.C. Section 501(c)(3) organization and a "qualified conservation organization" as defined in I.R.C. Section 170(h) with a purpose of preserving, enhancing and conserving natural areas for aesthetic, scientific, charitable and educational purposes.

C. Assignee is authorized by the laws of the state of Oregon to accept, hold and administer conservation easements, possesses the authority to accept and is willing to accept an assignment of the Conservation Easement under the terms and conditions hereinafter described.

D. Assignor and Owner are interested in having Assignee hold the Conservation Easement and monitor compliance with the terms of the Conservation Easement due to the

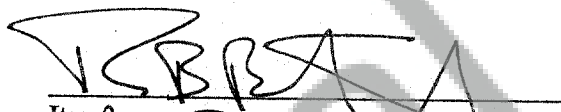
particular environmental and ecological features of the Property and the unique and valuable purpose and mission of Assignee.

NOW, THEREFORE, for and in consideration of the mutual covenants, terms, conditions, restrictions, and promises contained in this Assignment, and intending to be legally bound hereby, Assignor does hereby assign, transfer, set over, convey and deliver to the Assignee and Assignee hereby accepts and assumes all of Assignor's rights, duties, obligations and interests in or pursuant to the Conservation Easement, incorporated herein by this reference, and Owner, by its execution herein, does hereby evidence its consent.

IN WITNESS WHEREOF, Owner, Assignor and Assignee by authority duly given, have hereunto caused these presents to be executed in such form as to be binding, to be effective upon the date of recordation in the public records of Klamath County, Oregon.


THE TRUST FOR PUBLIC LAND

By:



Its: Assoc. Reg. Counsel

WETLANDS AMERICA TRUST, INC.

By:


Its: CFO or Asst. Treasurer.

By:


Name: Karl Wenner
Its: Member

By:


Name: Anne Wenner
Its: Member

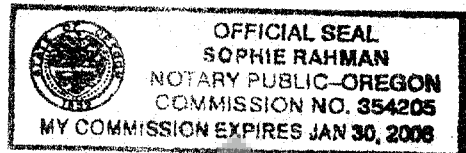
STATE OF Oregon
COUNTY OF Multnomah

I, Sophie Rahman, a Notary Public do hereby certify that Robert B. Betcone personally appeared before me this day and acknowledged that he is the Assoc. Reg. Counsl of The Trust for Public Land, a non-profit corporation, and that by authority duly given and as act of the corporation the foregoing instrument was signed in its name by him.

Witness my hand and notarial seal this the 8th day of July, 2005.

S Rahman
NOTARY PUBLIC

My commission expires: Jan 30, 2006



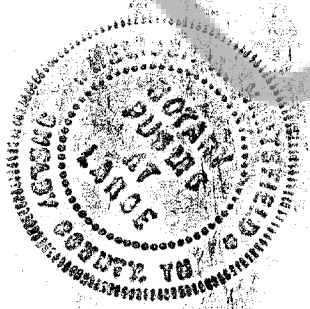
STATE OF Tennessee
COUNTY OF Shelby

I, Melissa Hartsfield, a Notary Public do hereby certify that Randy Graves personally appeared before me this day and acknowledged that he is the CFD Asst. Treasurer of Wetlands America Trust, Inc., a non-profit corporation, and that by authority duly given and as act of the corporation the foregoing instrument was signed in its name by him.

Witness my hand and notarial seal this the 11 day of July, 2005.

Melissa A. Hartsfield
NOTARY PUBLIC

My commission expires: February 14, 2007



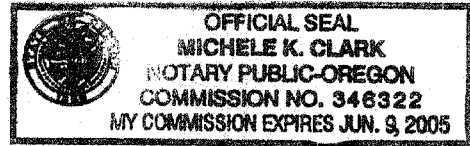
STATE OF Oregon
COUNTY OF Clatsop

I, Michele Clark, a Notary Public do hereby certify that Karl Wenner and Anne Wenner personally appeared before me this day and acknowledged that they are members of Redband Resources, LLC, a limited liability company, and that by authority duly given and as act of the company the foregoing instrument was signed in its name by them.

Witness my hand and notarial seal this the 8th day of June, 2005.

Michele Clark
NOTARY PUBLIC

My commission expires: June 9 2005



Return To:
Wetlands America Trust, Inc.
One Waterfowl Way
Memphis, TN 38120

LEGAL DESCRIPTION

PARCEL 1:

Parcels 1 and 2 of Land Partition 48-00, according to the official plat thereof on file in the office of the County Clerk of Klamath County, Oregon, situated in a portion of Section 2, Township 35 South, Range 6 East, Willamette Meridian, and in a portion of Section 35, Township 34 South, Range 6 East, Willamette Meridian in Klamath County, Oregon.

PARCEL 2:

SE1/4 SW1/4, Section 35, Township 34 South, Range 6 East of the Willamette Meridian, Klamath County, Oregon, EXCEPT that portion conveyed to Klamath County for county road by Deed recorded November 9, 1965, in Volume M65, page 3506, Microfilm Records of Klamath County, Oregon.

ALSO the W1/2 of the SE1/4 and the W1/2 of the W1/2 of the NE1/4 of Section 35, Township 34 South, Range 6 East of the Willamette Meridian, Klamath County, Oregon; EXCEPTING AND RESERVING from the premises last above described that certain five-acre tract or parcel described as follows:

Beginning at the NW corner of the NE1/4 of said Section 35, thence South 15 chains; thence East 3 1/3 chains; thence North 15 chains; thence West 3 1/3 chains.

AND INCLUDING the NW1/4 of the NE1/4 (Government Lot 2) and E1/2 W1/2 and SW1/4 NW1/4 of Section 2, Township 35 South, Range 6 East of the Willamette Meridian, Klamath County, Oregon, EXCEPT that portion conveyed to Klamath County for county road by Deed recorded November 9, 1965, in Volume M65, page 3506, Microfilm Records of Klamath County, Oregon.

EXCEPTING THEREFROM that portion thereof platted as Land Partition 48-00.