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03/13/2014 10:22:52 AM

Fee: \$52.00

When recorded mail to:

Planasa Oregon Operations, LLC
21008 Dersch Rd.
Anderson, CA 96007

BILL OF SALE/DEED

In consideration of the sum of Six Hundred Fifty Thousand Dollars (\$650,000) paid by Planasa Oregon Operations, LLC, an Oregon limited liability company to New Earth Company, Inc., an Oregon corporation, dba Simplexity, New Earth Company, Inc. sells, transfers, and delivers to Planasa Oregon Operations, LLC the below described property located on the premises commonly known as 7859 and 8383 Short Road, Klamath Falls, Oregon 97603 and more specifically described as follows:

Beginning at the center of Section 19, Township 39 South, Range 10 East of the Willamette Meridian; Klamath County, Oregon; thence 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 centerline to the point of beginning.

EXCEPTING THEREFROM that portion lying within Short Road.

The property sold, transferred, assigned and delivered to Planasa Oregon Operations, LLC pursuant to this Bill of Sale/Deed is as follows:

- 22,000 square foot metal building and related interior and exterior improvements
- Outbuilding including pumps, piping and electrical for a domestic water system and property storage
- Two (2) domestic water wells
- 40,000 gallon water storage tank
- Sand filter septic system
- Any and all other above ground and below ground improvements constructed and owned by New Earth Company, Inc. whether or not specifically described herein (all hereafter referred to as the "property")

It is recited that some of the property listed above may be considered personal property and some may be considered fixtures. All said property is transferred pursuant to the terms of the

BILL OF SALE / DEED**Page 1 of 3**

\$50,000.00

Assignment of Ground Lease executed by the undersigned and by Planasa Oregon Operations, which said Assignment of Ground Lease is signed contemporaneously with this Bill of Sale/Deed.

Planasa Oregon Operations, LLC and its successor, administrators and assigns shall have the right to hold this property forever.

New Earth Company, Inc. hereby covenants to Planasa Oregon Operations, LLC and otherwise agrees that New Earth Company, Inc. is the owner of the property and improvements described above, that the described property and improvements are free from all encumbrances, that New Earth Company, Inc. has the right to sell the same, and that New Earth Company, Inc. and its agents, successors, and administrators shall warrant and defend title to the same against claims of any other person or entity.

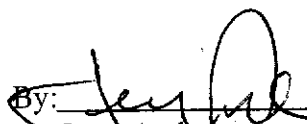
Planasa Oregon Operations, LLC has had opportunity to inspect the property. New Earth Company, Inc. transfers the property "AS IS, WHERE IS" in its current condition existing as of the transfer date, without any representation or warranty of fitness for purpose or condition, by New Earth Company, Inc., except as provided in the above paragraph.

If any arbitration, suit, or action is instituted to interpret or enforce the provisions of this Bill of Sale/Deed, to rescind this Bill of Sale/Deed, or otherwise with respect to the subject matter of this Bill of Sale/Deed, the party prevailing on an issue will be entitled to recover with respect to such issue, in addition to costs, reasonable attorney fees incurred in the preparation, prosecution, or defense of such arbitration, suit, or action as determined by the arbitrator, or trial court, and, if any appeal is taken from such decision, reasonable attorney fees as determined on appeal.

New Earth Company, Inc. acknowledges this Bill of Sale/Deed has been prepared by Melvin D. Ferguson, as the attorney for Planasa Oregon Operations, LLC. New Earth Company, Inc. acknowledges it has the right to consult with its attorney concerning this agreement.

Dated this 11 day of March, 2014.

New Earth Company, an Oregon corporation

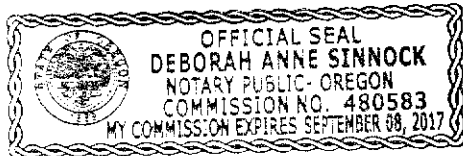
By: 
Jerry Anderson
President

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STATE OF KLAMATH, County of Klamath) ss.

This instrument was acknowledged before me on 3-11-, 2014, by Jerry Anderson, as President of New Earth Company.



Deborah Anne Sinnock
Notary Public - State of Oregon
My commission expires: 9-3-17

Approved:

Planasa Oregon Operations, LLC an Oregon limited liability company

By: Michael Delaney
Michael Delaney
Manager