

**GRANT OF DITCH EASEMENT
(STEWART/CEDAR CREEK DITCH)**

BOOK 116 PR PAGE 247

STAR VALLEY RANCH ASSOCIATION, a Wyoming non-profit corporation, having its principal place of business in Lincoln County, Wyoming ("Association"), for One Dollar (\$1.00) and other valuable consideration, does hereby grant and convey to LEISURE VALLEY, INC., a Nevada Corporation, doing business in the State of Wyoming at Post Office Box 299, Thayne, Lincoln County, Wyoming 83127 ("LVI"), and its Successors and Assigns, a perpetual easement in gross for the Stewart/Cedar Creek Ditch for irrigation, specifically described on Exhibit A (the "Easement").

The Easement includes the right of LVI to maintain, repair, inspect, remove and replace culverts, head gates, ditch banks, diversion structures and related structures and appurtenances, hereinafter called facilities, over, across and through the Easement.

LVI shall be responsible for timely maintenance and repair of the Easement and shall also be responsible to the Association for any damages to the Association resulting from construction on, use of, repair of, maintenance of, or failure to repair the Easement, provided LVI is given the opportunity first to effect any such repairs.

LVI shall give the Association prior written notice of intent to construct, replace, excavate or perform any work on the Easement and LVI shall provide the Association with a copy of the plans therefore. Except for actual improvements on the Easement, LVI shall, at its sole cost and expense, return the Easement to as good condition as it was prior to such work.

WITNESS our hands this 10th day of August, 1998.



STAR VALLEY RANCH ASSOCIATION

By: Franklin D. Radford
FRANKLIN D. RADFORD, Chairman
and Director

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LINCOLN COUNTY CLERK

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KEMMERER, WYOMING

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On this 10th day of August, 1998, before me personally appeared Franklin D. Radford as Chairman and Director of Star Valley Ranch Association executing the foregoing document and James Howard attesting to the foregoing document on behalf of the Association by authority of its Board of Directors and Franklin D. Radford and James Howard acknowledged said instrument to be the free act and deed of the Association.

My commission expires: 4/28/2000

Barbara Martin
Notary Public



EXHIBIT A TO GRANT OF DITCH EASEMENT
(STEWART/CEDAR CREEK DITCH)

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Description of Easement

A PERPETUAL EASEMENT, 20 feet in width which follows the centerline of the Stewart/Brog Ditch and crosses through the Hardman Road, the centerline of which is described as follows:

Beginning at a point which is located N66°25'24"E, 897.7 feet from the Southeast Corner of Section 31, Township 35 North, Range 118 West of the Sixth Principal Meridian, Wyoming, said point being an angle point on the diversion structure; thence N13°08'35"W, 50.5 feet; thence N59°59'03"W, 76.6 feet; thence N81°25'55"W, 270.6 feet; thence N80°10'31"W, 367.1 feet; thence N77°49'53"W, 360.2 feet; thence S88°26'45"W, 151.9 feet, said point being on the east end of the culvert and Hardman Road; thence S89°51'42"E, 28 feet, said point being on the west end of the culvert and Hardman Road; thence S88°43'53"W, 98.5 feet; thence N64°00'18"W, to the south boundary of Lots 26 & 27 of Star Valley Ranch Plat 16.

Basis of bearing for this description is N0°13'00"W along the east section line from the said Southeast Corner of Section 31 Corner to the East Quarter Corner of Section 31, Township 35 North, Range 118 West.