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OFFICIAL RECORDS

Requested By:
WOODBURN & WEDGE

APN: 1320-29-000-008

WHEN RECORDED RETURN TO:

Park Newco
13345 DaMonte View Lane
Reno, Nevada 89511

DOUGLAS COUNTY RECORDERS
Karen Ellison - Recorder

Page: 1 of 3 Fee: \$ 16.00
Bk: 0114 Pg: 4860



Deputy: sg

The undersigned hereby affirm(s) that this document, including any exhibits, submitted for recording does not contain the social security number of any person or persons. (Per NRS 239B.030)

ASSIGNMENT OF NOTE, DEED OF TRUST AND LOAN DOCUMENTS

FOR VALUE RECEIVED, and as more specifically set forth in that certain Contribution and Split-Off Agreement dated October 14, 2013 (the "**Contribution Agreement**") by and among Edgewood Companies, a Nevada corporation (formerly known as Park Cattle Co.) ("**Edgewood**"), Park Newco, a Nevada corporation, Jon Bruce Park, David Wallace Park, W.B. Park Holdings, LLC, W. Bruce Park Family Trust, W. Bruce Park, Trustee, the W. Bruce Park Generation-Skipping Trust, David W. Park, W. Bruce Park and Jon B. Park, Trustees, Tonja Louise Park, Katie Sue Park, and Stacey Elizabeth Park, Edgewood does hereby grant, assign and transfer to Park Newco, a Nevada corporation, all of Edgewood's rights, title and interest in and to that certain (i) Loan Modification Agreement (the "**Original Modification Agreement**") dated December 23, 2008, by and between Edgewood and The Ranch at Gardnerville, LLC, a Nevada limited liability company (the "**Borrower**"), a memorandum of which was recorded in the Official Records of Douglas County, Nevada on January 6, 2009 as Document No. 735357, as amended by that certain First Amendment to Loan Modification Agreement (the "**First Amendment**") dated January 5, 2011, a memorandum of which was recorded in the Official Records of Douglas County, Nevada on May 9, 2011 as Document No. 782964, that certain Second Amendment to Loan Modification Agreement (the "**Second Amendment**") dated effective as of January 1, 2012, a memorandum of which was recorded in the Official Records of Douglas County, Nevada on May 7, 2012 as Document No. 801993 and that certain Third Amendment to Loan Modification Agreement (the "**Third Amendment**" and together with the Original Modification Agreement, First Amendment and Second Amendment, the "**Modification Agreement**") dated effective as of June 1, 2013, a memorandum of which was recorded in the Official Records of Douglas County, Nevada on September 27, 2013, as Document No. 831398, (ii) Amended and Restated Promissory Note made by Borrower to Edgewood dated June 1, 2013, in the principal amount of Six Million Dollars (\$6,000,000.00) (the "**Note**") (iii) Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated July 7, 2006, recorded in the Official Records of Douglas County, Nevada July 7, 2006 as Document

No. 0679110 as assigned to Edgewood pursuant to those two Assignments of Deed of Trust and Assignment of Rents each recorded on July 3, 2007, as Document Nos. 704392 and 704393 in the Official Records of Douglas County, Nevada (the "Deed of Trust"), (iv) that certain Subordination Agreement recorded in the Official Records of Douglas County, Nevada on January 6, 2009, as Document No. 735358 as ratified by those certain Reaffirmation of Subordination Agreements recorded in the Official Records of Douglas County, Nevada on May 9, 2011 as Document No. 782965, May 7, 2012, as Document No. 801994, and on September 27, 2013 as Document No. 831399 (as so ratified, the "Subordination Agreement"); (iv) all rights with respect to that certain Deed in Lieu of Foreclosure held in escrow pursuant to that certain instruction letter dated March 23, 2012, from Woodburn and Wedge to Edgewood and Borrower (the "Deed in Lieu") and (v) any other documents, agreements, instruments and certificates evidencing the loan, as evidenced by the Note, the Modification Agreement, Deed of Trust, Subordination Agreement and Deed in Lieu (collectively, the "Loan Documents"). This Assignment of Note, Deed of Trust and Loan Documents (the "Assignment") is made pursuant and subject to the express provisions of the Contribution Agreement.

IN WITNESS WHEREOF, EDGEWOOD COMPANIES has caused this Assignment to be executed this 23rd day of January, 2014.

EDGEWOOD COMPANIES

By: [Signature]
Its: President + CEO
Name: Charles W. Schauer

ACKNOWLEDGMENT

STATE OF NEVADA)
COUNTY OF Washoe)

This instrument was acknowledged before me this 23rd day of January, 2014, Charles W. Scharer as President of Edgewood Companies, a Nevada corporation.



Jill Nichol

Notary Public

