

AGREEMENT OF SALE

January 26, 2012

Kelly Land Holdings agrees to the sale of agreed upon land to the Preston School District with the following stipulations attached:

1. Preston School District agrees to continue to honor the previous agreement entered into with the Jensen Family Trust concerning the perimeter fence. A 6ft high fence will be put into place and maintained around the new property boundary. The district will attempt to prevent students from damaging the fence. Any damage to the fence will be repaired by the school district in a timely manner.

2. It is understood that the school district will add four classrooms on the west end of the present Jr High Building. This will extend the building sixty five (65) feet. It is agreed that the school district will not construct any additional structures west of this point (northwest corner of the new classroom addition) or beyond a line which runs northeasterly through a point one hundred twelve (112) feet west of the north west corner of the Junior High Cafeteria and extending four hundred feet from the north west corner of new classroom addition.

3. The Preston School District agrees to pay all closing costs and one half of the survey costs incurred for services provided by Cache Landmark.

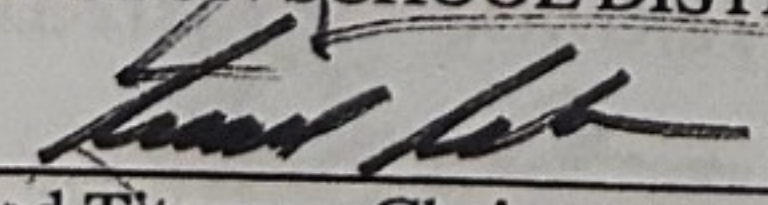
4. The property has been divided into 3 parcels on a Record of Survey prepared by Cache Landmark and dated January 18, 2012 (Project Number 10054KEL). Parcel # 1 includes a house and is appraised at \$160,000. Parcel #2 is 7100.28 square feet and is appraised at \$26,850 (including \$2,000 for a storage building). Parcel #3 is 4312.44 square feet of land owned by the school district and is valued at \$3.50 per square foot, or a total of \$15,093. Kelly Land Holdings wishes to obtain the property in Parcel #3 in exchange for a portion of Parcel #2. Preston School District is in agreement with this proposed transaction.

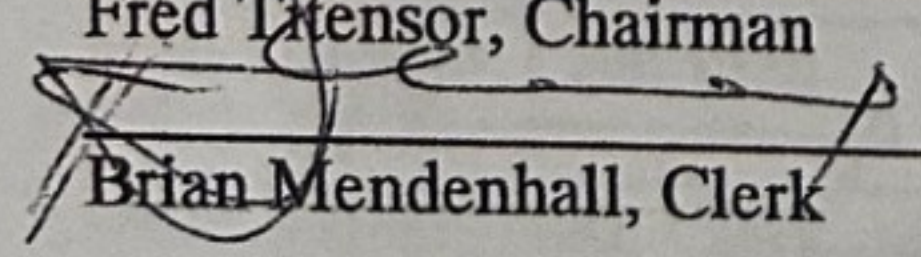
5. Total Purchase Price:

Parcel #1	\$160,000.00
Parcel #2	<u>26,850.00</u>
Sub Total	\$186,850.00
Less Parcel #3	<u>(15,093.00)</u>
TOTAL	\$171,757.00

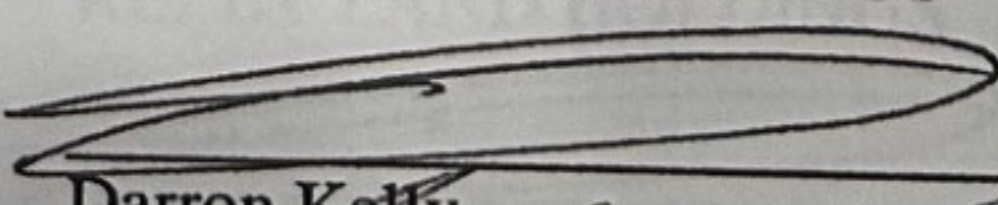
Dated: 1-26-12

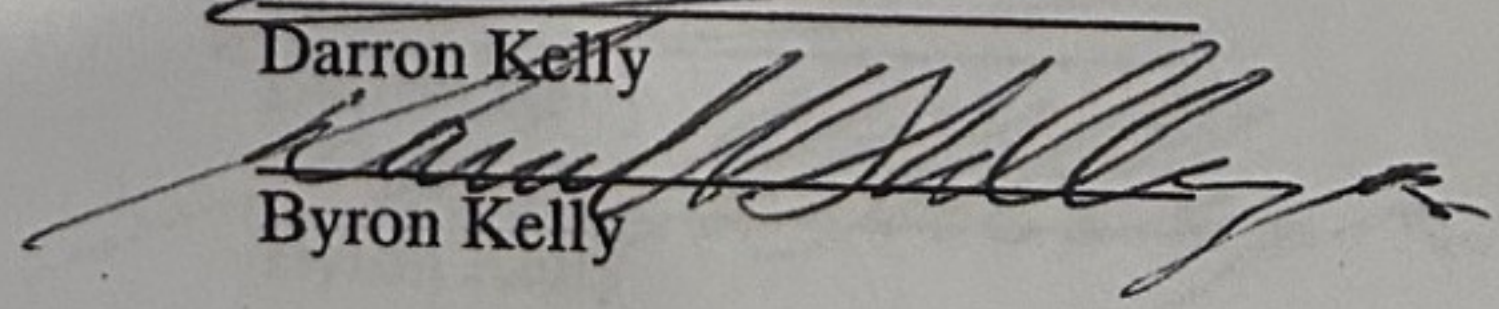
PRESTON SCHOOL DISTRICT 201


Fred Ttensor, Chairman


Brian Mendenhall, Clerk

KELLY LAND HOLDINGS


Darron Kelly


Byron Kelly