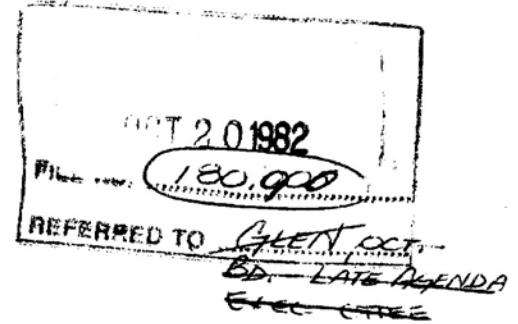


108 Mile Property Owners' Association

Comp. 85, 108 Mile, R.R. 1, 100 Mile House, B.C., V0K 2E0

October 18, 1982.

Glen Laubenstein,
Administrator,
Cariboo Regional District,
301 - 172 North 2nd Avenue,
Williams Lake, B.C.
V2G 1Z6



Dear Sir:

Re: 108 Ranch "GREEN BELT" Properties

As per our conversation of October 18, 1982 we have amended paragraph two and include it in the redraft of the agreement as follows:

As the transfer of 108 Green Belt Property to the Cariboo Regional District is imminent we thought it prudent to set out the general purpose and intent of this conveyance so that future generations would be aware of the present understandings and future intentions.

As we understand it the following points are of general agreement between Block Bros. Contractors Ltd., the Cariboo Regional District and the 108 Property Owner's Association.

1. The Green Belt lands are to be transferred to the Cariboo Regional District on the basis that its future use shall be for the benefit of all 108 property owners and the property will not be used for private residential or commercial purposes.
2. We have agreed that the Cariboo Regional District will enact a bylaw establishing a Land Management Commission. This Commission would be empowered to administer the Green Belt lands subject to the authority as outlined in the bylaw and approval of the Board of the Cariboo Regional District and would be made up of persons representing the following organizations:
 - A) Cariboo Regional District
 - B) Block Bros. (so long as they may wish to be involved)
 - C) The 108 Property Owners Association or its successors.

The bylaw covering the above would not be withdrawn or amended without the knowledge and approval of the 108 Property Owners Association or its successors.

108 Mile Property Owners' Association

Comp. 85, 108 Mile, R.R. 1, 100 Mile House, B.C., V0K 2E0

- 2 -

3. All parties agree to the restrictive covenants attached hereto and shall use their best efforts to enforce same.

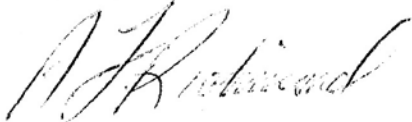
Generally, the Property Owners see the relationship with the Cariboo Regional District as a "trust arrangement" where the land is held for the benefit of the 108 property owners.

We would appreciate it if you would confirm the above by acknowledging where indicated below.

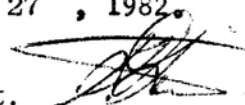
Yours very truly,

108 Property Owners Association

per:



CONFIRMED: October 27, 1982.



Chairman, Cariboo Regional Dist.

Authorized Signatory for
CARIBOO REGIONAL DISTRICT

Secretary, Cariboo Regional Dist.

CONFIRMED: October ,1982.

Authorized Signatory for
BLOCK BROS. CONTRACTORS LTD.

cc. Bernice Armstrong
C.R.D. Representative

Dave Irving,
Block Bros. Industries