

**RECONVEYANCE AND STRUCTURED SETTLEMENT AGREEMENT
BETWEEN JAY HARWOOD, VAL STAKER, JRL HOLDINGS, LLC
AND TOOELE COUNTY**

RECITALS

Jay Harwood, Val Staker, JRL Holdings, LLC ("JVJ") and TOOELE COUNTY ("TC") both own property (Lots) within the Deseret Peak Commercial PUD. The Deseret Peak Commercial PUD is only partially developed in terms of infrastructure and there is great uncertainty as to when the balance of the required infrastructure will be built or installed. Both parties agree that the divided ownership of the lots in this PUD is problematic in terms of completing the project. Both parties acknowledge that economic forces beyond the control of either party have contributed to the delay and uncertainty with this project. Neither party anticipated being in the position they respectively have found themselves at the present time.

In consideration of the foregoing, JVJ, desires to divest itself of the lots they own in the Deseret Peak Commercial PUD and TC desires to consolidate ownership of all the lots in the Deseret Peak Commercial PUD back into the name of TC. Both parties, without admitting fault or liability in any way and without resorting to litigation, desire to "partially unwind" the transactions, to the extent practicable and reasonable, that have resulted in the divided ownership of this project.

Therefore, the parties agree to the following Reconveyance and Structured Settlement Agreement as a means to "partially unwind" the prior transactions between the parties and agree that compliance with this agreement will result in a full, fair and final settlement of any and all claims, on the partially unwound portions, that the parties may otherwise have had against one another as a result of the various transactions between the parties prior to the date of this agreement. The parties agree that this Reconveyance and Structured Settlement Agreement represents the most equitable way to resolve this matter.

AGREEMENT

STEP ONE

TC will convey the north 100 feet (12.127 acres) of the railroad right-of-way between Droubay Road and SR 36 back to BRK&H, LLC. JVJ will convey back to TC 12.83 acres of land in the Deseret Peak Commercial PUD. Although the acreages are not exact matches, the parties agree that this shall be considered an equivalent exchange for both parties.

STEP TWO

JVJ shall retain an appraiser, approved of by TC, to determine the value of the remainder of JVJ's holdings in the Deseret Peak Commercial PUD. Based on this appraisal, - the value of JVJ's holdings in the Deseret Peak Commercial PUD shall be established.

STEP THREE

JVJ will examine other real property owned by the County to see if an additional land exchange(s) between the parties can be identified that would reduce, or if possible, "zero out" the value of JVJ's holdings in the Deseret Peak Commercial PUD. If an exchange or multiple exchanges can be identified that are acceptable to both parties, then said exchange shall be made. In addition to real property, the parties may consider an exchange of water rights for land or any other legal exchange. This agreement shall be the means used by the parties to divest JVJ of its holdings within the Deseret Peak Commercial PUD and will also consolidate ownership of the Deseret Peak Commercial PUD back into the name of TC.

DATED this 16th day of October, 2012.

TOOELE COUNTY

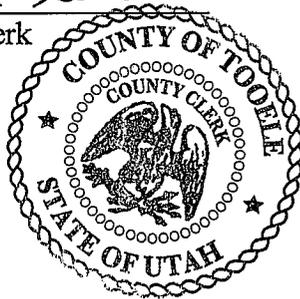
Colleen Johnson
Colleen Johnson, Commission Chair

Jay Harwood
Jay Harwood

ATTEST:

Marilyn K. Gillette
Marilyn K. Gillette, Clerk

Val Staker
Val Staker



JRL HOLDINGS, LLC

Jesse R. Lassley
By: Jesse R. Lassley, Its Manager