UNCERTIFIED

Brunswick County—Register of Deeds
Robert J. Robinson
Inst #28353 Book 1337Page 878
10/21/1999 03:26pm Rec# 27149

FIRST AMENDMENT TO RIGHT OF WAY EASEMENT

THIS FIRST AMENDMENT made and entered into this the 13th day of October, 1999 by and between SUSTAINABLE FORESTS L.L.C., a Delaware limited liability company ("Grantor"); EZRA G. DALE ("Grantee"); and ECOSYSTEMS LAND MITIGATION BANK CORPORATION ("Ecosystems").

W I T N E S S E T H :

WHEREAS, Grantor and E. G. Dale Enterprise heretofore entered into a Right of Way Easement dated ___ August, 1999 and recorded in Book 1326, Page 208 in the office of the Register of Deeds of Brunswick County (hereinafter called "Easement" which granted to E. G. Dale Enterprise an easement over certain of Grantor's property in Brunswick County, North Carolina. That Easement was intended to benefit Grantee and Grantee's property. A portion of Grantee's property benefitted by said Easement is being conveyed to Ecosystems. The parties execute this First Amendment to amend the Easement in the following respects.

NOW, THEREFORE, for and in consideration of the premises and the mutual promises herein contained and for and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable considerations given to Grantor by Grantee and Ecosystems, the parties hereby amend the Easement in the following respects and agree as follows:

1. The Easement benefits and shall be appurtenant to the property presently owned by Grantee, described by deed to Grantee recorded in Book 1311, Page 128 in the office of the Register of Deeds of Brunswick County.

2. Grantor agrees that the benefit of the Easement (subject, however, to the terms and conditions of the Easement) may be conveyed by Grantee to his heirs, successors and assigns in the ownership of the property described by the deed recorded in Book 1311, Page 128 in the office of the Register of Deeds of Brunswick County.

3. Grantor and Grantee agree that the termination of the Easement as provided in paragraph 5 of the Easement for failure to use the Easement shall occur if the failure to use occurs for a consecutive 150 day period. The parties further agree, however, that such termination shall occur only if such failure to use the Easement is not cured within 30 days after written notice of such failure is provided by Grantor. In addition to notifying Grantee, Grantor agrees to provide notice of default as specified in paragraph 5 as herein amended to Ecosystems (and its successors and assigns) at the following address: 1555 Howell Branch Road, Winter Park, Florida 32789, and to such other addresses to which from time-to-time Ecosystems (and its successors and assigns) may notify Grantor by certified mail to provide such notice.

RECORD OF POOR QUALITY DUE TO CONDITION OF ORIGINAL DOCUMENT

Inst # 28353 Book 1337Page: 879

IN TESTIMONY WHEREOF, the parties have caused this instrument to be signed and sealed in a manner so as to be binding, this the day and year first above written.

SUSTAINABLE FORESTS L.L.C. (SEAL)

By: John R. Killian (SEAL)
Manager/Vice President

Ezra G. Dale (SEAL)
Ezra G. Dale

ECOSYSTEMS LAND MITIGATION
BANK CORPORATION

By. _____
_____ President

ATTEST:
Eleanor H. Dale
_____ Secretary

STATE OF South Carolina
COUNTY OF Georgetown

I, Mary S. Cooper, a Notary Public in and for said County and State, do hereby certify that John R. Killian before me this day personally appeared, who being by me first duly sworn, says that he is a manager/vice president of SUSTAINABLE FORESTS L.L.C., the limited liability company described in and which executed the foregoing instrument; that he executed said instrument in the limited liability company name by subscribing his name thereto; and that the instrument is the act and deed of said limited liability company.

WITNESS my hand and notarial seal, this the 13th day of October, 1999.

Mary S. Cooper
Notary Public

My Commission Expires:
5/17/2005

UNCERTIFIED

Inst # 28353 Book 1337Page: 880

RECORD OF POOR QUALITY DUE TO CONDITION OF ORIGINAL DOCUMENT

IN TESTIMONY WHEREOF, the parties have caused this instrument to be signed and sealed in a manner so as to be binding, this the day and year first above written.

SUSTAINABLE FORESTS, L.L.C. (SEAL)

By: _____ (SEAL)
Manager/Vice President

Ezra G. Dale (SEAL)
Ezra G. Dale

ECOSYSTEMS LAND MITIGATION
BANK CORPORATION

By: _____
President

ATTEST:
_____
Asst Secretary

STATE OF _____
COUNTY OF _____

I, _____, a Notary Public in and for said County and State, do hereby certify that _____ before me this day personally appeared, who being by me first duly sworn, says that he is a manager vice president of SUSTAINABLE FORESTS, L.L.C., the limited liability company described in and which executed the foregoing instrument; that he executed said instrument for the limited liability company name by subscribing his name thereto; and that the instrument is the act and deed of said limited liability company.

WITNESS my hand and notarial seal, this the _____ day of _____, 1999.

_____
Notary Public

My Commission Expires:
_____

UNCERTIFIED

Inst # 28353 Book 1337Page: 881

STATE OF North Carolina
COUNTY OF Brunswick

I, Ruth S Barfield, a Notary Public in and for said County and State, do hereby certify that EZRA G. DALE personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the 20th day of October, 1999.

Ruth S Barfield
Notary Public

My Commission Expires:

3/26/2000

OFFICIAL SEAL
RUTH S. BARFIELD
Notary Public - North Carolina
BRUNSWICK COUNTY
My Commission Expires

RECORD OF POOR QUALITY DUE TO CONDITION OF ORIGINAL DOCUMENT

STATE OF _____
COUNTY OF _____

I, _____, a Notary Public in and for said County and State, do hereby certify that on the _____ day of _____, 1999, before me personally appeared _____, with whom I am personally acquainted, who, being by me duly sworn, says that he is _____ President and that _____ is _____ Secretary of ECOSYSTEMS LAND MITIGATION BANK CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the common seal of said corporation; that the seal affixed to the foregoing instrument is said common seal; that the name of the corporation was subscribed thereto by the said _____ President; that the said _____ President and _____ Secretary subscribed their names thereto and the said common seal was affixed, all by authority of the Board of Directors of said corporation; and that the said instrument is the act and deed of said corporation.

WITNESS my hand and notarial seal, this the _____ day of _____, 1999.

_____
Notary Public

My Commission Expires:

_____

NBMAIN\376173.1

UNCERTIFIED

Inst # 28353 Book 1337Page: 882

STATE OF _____
COUNTY OF _____

I, _____, a Notary Public in and for said County and State, do hereby certify that EZRA G. DALE personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and notarial seal, this the _____ day of _____, 1999.

My Commission Expires: _____

_____
Notary Public

RECORD OF POOR QUALITY DUE TO CONDITION OF ORIGINAL DOCUMENT

STATE OF Florida
COUNTY OF Orange

I, Alan G. Fickett, a Notary Public in and for said County and State, do hereby certify that on the 15th day of October, 1999, before me personally appeared Miller McCarthy with whom I am personally acquainted, who, being by me duly sworn, says that he is _____ President and that B.S. McDowell is Asst. Secretary of ECOSYSTEMS LAND MITIGATION BANK CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the common seal of said corporation; that the seal affixed to the foregoing instrument is said common seal; that the name of the corporation was subscribed thereto by the said _____ President; that the said _____ President and Asst. Secretary subscribed their names thereto and the said common seal was affixed, all by authority of the Board of Directors of said corporation; and that the said instrument is the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 15th day of October, 1999.

ALAN G. FICKETT
COMMISSION # CC 535518
EXPIRES APR 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.
NOTARY PUBLIC STATE OF FLORIDA

Alan G. Fickett
Notary Public

My Commission Expires: April 12, 2000

ALAN G. FICKETT
COMMISSION # CC 535518
EXPIRES APR 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

NEWAIN\376173.1

STATE OF NORTH CAROLINA
COUNTY OF BRUNSWICK

The Foregoing (or annexed) Certificate(s) of MARY S COOPER, RUTH S BARFIELD, ALAN G FICKETT

Notary(ies) Public is (are) Certified to be Correct.
This Instrument was filed for Registration on this 21st Day of October, 1999
in the Book and Page shown on the First Page hereof.

Robert J. Robinson
ROBERT J. ROBINSON, Register of Deeds