

RIGHT OF FIRST REFUSAL

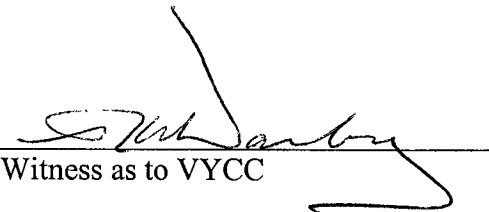
KNOW ALL PERSONS BY THESE PRESENTS, that **Vermont Youth Conservation Corps, Inc.**, a Vermont nonprofit corporation with place of business in Waterbury, Vermont (Grantor), in consideration of one dollar and other valuable consideration, paid to its full satisfaction by **Richmond Land Trust, Inc.**, a Vermont nonprofit corporation with place of business in Richmond, Vermont (Grantee), by these presents, does freely give, grant, convey and confirm unto said Grantee and its successors in title, a right of first refusal to purchase certain land and premises in Richmond, Vermont; said land and premises being a 3.6 acre parcel and a 229.55 acre parcel, both located generally northerly of U.S. Route 2 in the Town of Richmond; said land and premises being more particularly described in a warranty deed from Grantee to Grantor dated December 6, 2004 and recorded in Book ____ Page ____ of the Richmond Land Records.

In the event Grantor desires to sell the above-described real property, or any part thereof, and has received a bona fide written offer to purchase, Grantor shall promptly transmit a copy of such offer to Grantee and offer to convey the property to Grantee at the same price and on the same terms and conditions as set forth in such bona fide offer. Grantee shall have thirty (30) days within which to accept such offer from Grantor. In the event Grantee accepts such offer from Grantor, the parties shall fully and promptly comply with all terms of the contract. If Grantee does not accept the offer, Grantor shall have the right to transfer the property to the person or entity and at the price and upon the terms and conditions set forth in such bona fide offer. Additionally, if Grantee does not accept the offer, Grantee shall furnish Grantor suitable recordable evidence of its declination to exercise its right of first refusal and upon recording such evidence, this right shall be terminated and shall be of no further force or effect.

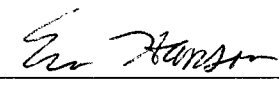
IN WITNESS WHEREOF, Grantor hereunto sets its name this 6th day of December 2004.

In the Presence of:

Vermont Youth Conservation Corps, Inc.



Witness as to VYCC

By: 

Its duly authorized agent

State of Vermont
Washington County, SS

At Waterbury in the County of Washington, State of Vermont on this 6th day of December 2004, Eric Hanson, duly authorized agent of Vermont Youth Conservation Corps, Inc., personally appeared and acknowledged this instrument by him sealed and subscribed to be his free act and deed and the free act and deed of Vermont Youth Conservation Corps, Inc.

Before me,


Notary Public

My Commission Expires: 2/10/07