



W I L D F L O W E R
a group meeting *and* golf destination

March 4, 2005

MEMORANDUM

To: David Neimann
NTIC

From: Ray Goad
WRC

Dear David,

Thank you very much for our productive meeting late yesterday. Per the letter from ANZ we will not be receiving their list of closing documents until the 10th. After receiving such list, there will be a little more than a week until the scheduled closing. It is obvious that there will be much to do in order to close on time.

David, I highly respect, and can in fact personally identify with the way you manage the multiple transactions and activities that you currently have pending. However, as your partner I feel that you are getting overloaded at the moment, and should consider getting me more involved in this closing process by letting me lift some of the load from your shoulders. In my former life, I was known as "the closer," and had sole responsibility for closing most of the largest transactions in Westin's history (The Plaza Hotel—three times). Right now I don't have anything else to do but pace and hassle you with my calls. Why not put me to work.

Would you please consider doing the following:

1. Provide me with a copy of the list of documents for the closing for the Hawkins Energy transaction now scheduled to close on the 10th. As we have discussed this will probably be the template that ANZ will follow for Wildflower.
2. Give me your instructions for setting up the arrangements with your choice for Escrow Attorney and allow me to run with that. I am a party to the transaction, and I do not see in conflict of interest in this regard.
3. Give me your instructions for setting up the bank accounts for the Advancing Company, including getting all of the Advancing Company registrations, organization documents, minutes, etc. necessary for such accounts.
4. Give me your instructions for drafting the Escrow instructions so that all of the details are approved in advance for the payment of all costs, fees and other disbursements immediately following the funding.

I could also assume any other tasks you might be willing to delegate. I would expect that you would probably want to continue to exclusively reserve to yourself all contacts with AIG and ANZ. You could be assured that I would not take any actions or make any contacts without your express prior approval. Can we please discuss this further today so that I can get started over the weekend?