

Joe Lavin

From: Raymond J. Goad [rgoad@wildflowerresort.com]
Sent: Tuesday, March 15, 2005 12:37 PM
To: Joe Lavin
Subject: Report on meeting with DPN
Importance: High
Attachments: Discussion Outline 031505.pdf

CONFIDENTIAL

Dear Joe,

David and I had a very productive meeting today at noon. Because of the seriousness of our situations, and in order to assure a good communication, I prepared the attached Discussion Outline for our meeting. I prefaced presenting David with the Outline with an expression of my high regard for him and the sincerity of his efforts to date. I asked that he accept the outline as a need to be absolutely clear with each other at this critical stage, and to not be offended by my need for such clarity.

He was magnanimous, and proceeded with a careful and considerate discussion of all of the points. He satisfied me that he believes that the "advance" will be made later this week, or at the latest sometime next week from either the Hawkins or the Supercollider closings. He supported this with substantial creditable details which provided me with the needed comfort. He further offered to try and personally advance us \$30K before the end of the week if the major advance is not received.

He agreed to set up a conference call with one or more of the principals of ANZ so that I can discuss with them the details for the Wildflower \$90MM closing. I am satisfied with this undertaking.

He advised that the only remaining documentation relates to the certification of the Advancing Entity and the related bank accounts. He is turning over to me all of the details and I will be concluding these arrangements. We agreed on officers (including your appointment as VP), directors (Only two--DPN/RJG), etc., and we will be using Bank of America for the accounts to facilitate internal bank transfers for disbursements.

I will keep you posted on our progress on these matters.

Regards,
Raymond J. Goad
President & CEO



WILDFLOWER RESORT COMPANY

5/9/2006

Discussion Outline
DPN/ RJG - Tuesday, March 15, 2005

1. Twelve business days left until irrevocable damage to Project and personal financial situation.
 - a. Final deadline for curing \$310K Land Lease Default (Notice Pending)
 - b. Predevelopment Partner (Joe Lavin) Financial crisis with far reaching adverse implications for Wildflower.
2. \$1.5MM Advance will barely stave off these actions pending closing of \$90MM financing.
 - a. Need absolute assurances that \$1.5MM is forthcoming
 - b. Need comfort as to likelihood
 - c. Need to know contingencies that may prevent funding of advance
3. Need comfort that \$90MM funding is in fact in process
 - a. Status of letter with Closing Document promised for the 10th
 - b. Need some independent confirmation that closing is in progress
 - c. Status of Advancing Corporation, Officers-Directors, Bank Accounts, etc.
4. Need better communications and access to transaction documentation
 - a. Need comfort of additional resources being applied to transaction
 - b. Would like to see more involvement by Paradigm
5. From the outset have trusted and had total confidence in the word of DPN
 - a. Must understand concern that all recent representations have not materialized