



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

April 14, 2005

Neimann Trading International Corporation  
Eugene Douglas, Chairman of the Board  
David H. Sebag, Director London office  
Sam Marabella, Secretary Treasurer  
10694 Pagewood Dr.  
Dallas, TX 75230

Re: Memorandum of Understanding dated September 3, 2004, providing a project funding program for Wildflower Resort Company ("Wildflower") between Neimann Trading International Corporation ("NTIC") and Wildflower, as facilitated by Paradigm Global Capital Ltd ("Paradigm").

Gentlemen:

Reference is made to the subject Agreement between NTIC and Wildflower (the "MOU"). On December 29, 2004, David Neimann, NTIC's President and CEO, confirmed that NTIC had received a \$90.0 Million loan commitment for the Wildflower project from ANZ Banking Group Limited ("ANZ"), dated December 22, 2004, as the first tranche of the \$220 Million funding contemplated under the MOU. It was further confirmed in that correspondence the funding would close after ten (10) business days following the receipt of the project feasibility report, which was expected to be provided to NTIC and ANZ on or about January 15, 2004.

It is a matter of record that the referenced project feasibility report was completed by Paradigm and delivered to NTIC on or about the scheduled date of January 15, 2005. It is also a matter of record that David Neimann subsequently advised Wildflower that all prerequisites for the funding had been satisfied, and that the closing for the ANZ transaction was scheduled for March 23, 2005.

This will acknowledge receipt of NTIC correspondence dated March 22, 2005 from David Sebag advising of the extraordinarily saddening circumstances regarding David Neimann's unexpected and catastrophic Congestive Heart Failure and Pulmonary Edema on Friday March 18<sup>th</sup>. We understand that since that date Mr. Neimann has been sedated in intensive care at Medical City Hospital in Dallas. We were further advised that unfortunately Mr. Neimann made no contingency plans for such circumstances, and as the key principal of the firm maintained absolute secrecy with regards to the confidential nature of the firm's business transactions.

We wish to convey to each of you, and to Mr. Neimann's family, our genuine and sincere concern for his welfare at this most serious moment. We extend our hopes and best wishes for his speedy and complete recovery.

When Mr. Neimann recovers and NTIC can perform its undertakings under the MOU, we remain ready and willing to proceed with the performance of the consummation of the transaction contemplated under the terms of the MOU. However, we are sure that you can appreciate that Wildflower has an obligation to its shareholders and investors to protect the interests of the Company in such uncertain circumstances.

Accordingly, please be advised that given the fact that NTIC is not able to perform its obligations under the terms of the MOU at this time, and that in the absence of such financing Wildflower will in the very near term incur irreparable harm, we must commence immediately efforts to replace the funding that would have otherwise been provided under the performance of the terms of the MOU.

Therefore, please accept this notice that we consider the MOU to now be inoperable, subject only to our mutual agreement at some future date to reinstate its enforcement should NTIC be able to tender evidence of its ability to perform. As of this date we will represent to other third parties that pursuant to this notice we are free to enter into alternative agreements without any claims or participation by NTIC. Should we be successful in consummating such an agreement for financing from a third party, we would of course then be prevented from further consideration of a reinstatement of the NTIC option.

You should also be advised that we are retaining the services of Paradigm to assist us in this regard due to their unique ability to make representations regarding the feasibility of the project based on their recent involvement on behalf of NTIC, which work has been fully funded by Wildflower.

We will look forward to keeping you advised of our progress, and maintaining our lines of communication with you during this process. Finally, we must acknowledge that there is nothing that would please us more than to be able to address our next correspondence with NTIC to a fully recovered and healthy David Neimann, for whom we have the highest personal regard.

Sincerely,  
WILDFLOWER RESORT COMPANY



Raymond J. Goad  
President and CEO

CC: Mr. Tom Stevens and Ms. Lisa Baum  
Paradigm Global Capital Ltd.  
162 Cumberland Street, Suite 300  
Toronto, ON M5R 3N5