

When recorded, please return to:

*Stephen J. Szabo, III
Foley & Lardner LLP
100 N. Tampa Street
Suite 2700
Tampa, FL 33602*

AMENDMENT NO. 1 TO
NOTE AND LOAN MODIFICATION AGREEMENT

THIS AMENDMENT NO. 1 TO NOTE AND LOAN MODIFICATION AGREEMENT (this "Agreement") is made and executed this ____ day of July 2014, effective July 13, 2014, by and among PRESERVE EQUITY, LLC, a Minnesota limited liability company ("Borrower") and JAMES S. HALVERSON, CLINTON T. BLAISER, PRESERVE MANAGEMENT, LLC, a Minnesota limited liability company and HALVERSON AND BLAISER GROUP, LTD., a Minnesota corporation (collectively "Guarantors") and COMPASS TRADING COMPANY, LLC, a Florida limited liability company ("Lender").

WITNESSETH:

WHEREAS, Borrower previously executed and delivered that certain Promissory Note dated January 13, 2006, in the original principal amount of \$3,997,500.00, as renewed by that certain Renewal Promissory Note dated July 6, 2007, in the original principal amount of \$3,997,500.00, as modified by that certain Note and Loan Modification dated August 13, 2008 as well as that certain Note and Loan Modification dated August 29, 2011, effective July 13, 2011 (collectively, the "Note"); and

WHEREAS, the Note is secured by, among other things, that certain Mortgage and Security Agreement dated January 13, 2006, and recorded at Instrument Number 2006000024269, of the Public Records of Lee County, Florida, encumbering the real property as described therein (the "Mortgage"); and

WHEREAS, Borrower and certain Guarantors also executed and delivered additional documents and agreements evidencing and securing the Note, and those documents together with the Note, the Mortgage and certain Guaranties are hereinafter collectively referred to as the "Loan Documents" pertaining to the "Loan;" and

WHEREAS, the Loan Documents are hereby incorporated herein as if fully restated herein; and

WHEREAS, Borrower has asked Lender to extend the Maturity Date under the Note; and

All documentary stamp taxes and intangible taxes have been paid for with regards to the Note, as evidenced on that certain Mortgage. There is no change in obligor, thus, no additional documentary stamp taxes or intangible taxes are due hereon.

WHEREAS, Lender has agreed to the extension provided that Borrower and Guarantors enter into this Agreement with Lender.

NOW, THEREFORE, for Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Recitals. The above recitals are true and correct.
2. Modification. The Note is hereby modified as follows:
 - a. Paragraph 1(d), "Maturity Date", in the Note is hereby deleted in its entirety and replaced with the following: "Maturity Date" shall mean December 31, 2015.
3. All Other Terms Unaffected. Except as specifically modified by this Amendment, all other terms of the Loan Documents survive and shall continue to govern the parties.

SIGNATURE PAGES TO FOLLOW

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

WITNESSES:

By: Kathy O'Brien
Print Name: Kathy O'Brien

By: [Signature]
Print Name: Karla Ramey

By: Kathy O'Brien
Print Name: Kathy O'Brien

By: [Signature]
Print Name: Karla Ramey

By: Kathy O'Brien
Print Name: Kathy O'Brien

By: Kathy O'Brien
Print Name: Kathy O'Brien

By: [Signature]
Print Name: Karla Ramey

BORROWER:

PRESERVE EQUITY, LLC, a Minnesota
limited liability company

By: Preserve Management, LLC, a Minnesota
limited liability company, its Chief Manager

By: [Signature]
James S. Halverson
Its: Chief Manager

GUARANTORS:

By: [Signature]
Clinton T. Blaiser

By: [Signature]
James S. Halverson

HALVERSON AND BLAISER GROUP, LTD.,
a Minnesota corporation

By: [Signature]
Clinton T. Blaiser
Its: President

PRESERVE MANAGEMENT, LLC, a
Minnesota limited liability company

By: _____
Print Name: _____

By: _____
James S. Halverson
Its: Chief Manager

By: _____
Print Name: _____

LENDER:

COMPASS TRADING COMPANY, LLC, a
Florida limited liability company

By: Matthew D. Rude
Print Name: Matthew D. Rude

By: Richard Barclay
Print Name: Richard Barclay
Its: Vice President

By: Vicky Hebrich
Print Name: Vicky Hebrich

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this ____ day of July, 2014, by
James S. Halverson, Chief Manager of PRESERVE EQUITY, LLC, a Minnesota limited liability
company, on behalf of the company, who is personally known to me or has produced
_____ as identification.

NOTARY PUBLIC

Name: _____

Serial No. _____

My Commission expires: _____

PRESERVE MANAGEMENT, LLC, a
Minnesota limited liability company

By: Lathyn C. Babin
Print Name: Lathyn C. Babin

By: James S. Halverson
Its: Chief Manager

By: Barla Ramsey
Print Name: Barla Ramsey

LENDER:

COMPASS TRADING COMPANY, LLC, a
Florida limited liability company

By: _____
Print Name: _____

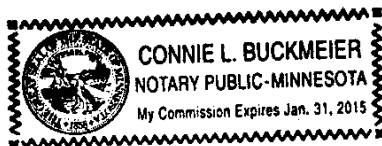
By: _____
Print Name: _____
Its: _____

By: _____
Print Name: _____

STATE OF MINNESOTA

COUNTY OF HENNEPIN

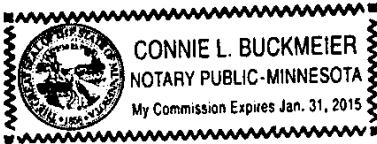
The foregoing instrument was acknowledged before me this 14th day of July, 2014, by James S. Halverson, Chief Manager of PRESERVE EQUITY, LLC, a Minnesota limited liability company, on behalf of the company, who is personally known to me or has produced STATE DRIVER'S LICENSE as identification.



Connie L. Buckmeier
NOTARY PUBLIC
Name: CONNIE L. BUCKMEIER
Serial No. 20185276
My Commission expires: 1/31/15

STATE OF MINNESOTACOUNTY OF HENNEPIN

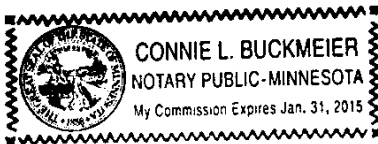
The foregoing instrument was acknowledged before me this 14th day of July, 2014, by CLINTON T. BLAISER, who is personally known to me or has produced STATE DRIVER'S LICENSE as identification.



Connie L. Buckmeier
 NOTARY PUBLIC
 Name: CONNIE L. BUCKMEIER
 Serial No. 20185276
 My Commission expires: 1/31/2015

STATE OF MINNESOTACOUNTY OF HENNEPIN

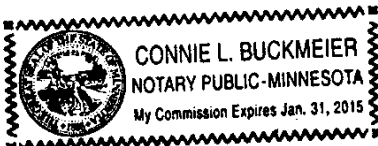
The foregoing instrument was acknowledged before me this 14th day of July, 2014, by JAMES S. HALVERSON, who is personally known to me or has produced STATE DRIVER'S LICENSE as identification.



Connie L. Buckmeier
 NOTARY PUBLIC
 Name: CONNIE L. BUCKMEIER
 Serial No. 20185276
 My Commission expires: 1/31/2015

STATE OF MINNESOTACOUNTY OF HENNEPIN

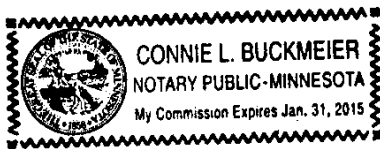
The foregoing instrument was acknowledged before me this 14th day of July, 2014, by Clinton T. Blaiser, President of HALVERSON AND BLAISER GROUP, LTD., a Minnesota corporation, on behalf of the corporation, who is personally known to me or has produced STATE DRIVER'S LICENSE as identification.



Connie L. Buckmeier
 NOTARY PUBLIC
 Name: CONNIE L. BUCKMEIER
 Serial No. 20185276

STATE OF MINNESOTACOUNTY OF HENNEPIN

The foregoing instrument was acknowledged before me this 14th day of July, 2014, by James S. Halverson, Chief Manager of PRESERVE MANAGEMENT, LLC, a Minnesota limited liability company, on behalf of the company, who is personally known to me or has produced STATE DRIVER'S LICENSE as identification.



Connie L. Buckmeier
 NOTARY PUBLIC
 Name: CONNIE L. BUCKMEIER
 Serial No. 20185276

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of July, 2014, by _____, as _____ of COMPASS TRADING COMPANY, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC

Name: _____

Serial No. _____

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of July, 2014, by James S. Halverson, Chief Manager of PRESERVE MANAGEMENT, LLC, a Minnesota limited liability company, on behalf of the company, who is personally known to me or has produced _____ as identification.

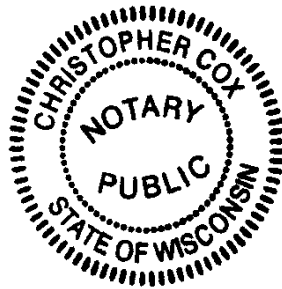
NOTARY PUBLIC

Name: _____

Serial No. _____

STATE OF WISCONSINCOUNTY OF La Crosse

The foregoing instrument was acknowledged before me this 14 day of July, 2014, by Richard Barclay, as Vice President of COMPASS TRADING COMPANY, LLC, a Florida limited liability company, on behalf of the company, who is personally known to me or has produced STATE DRIVER LIC. / DEBIT CARD as identification.

_____
NOTARY PUBLICName: CHRISTOPHER COXSerial No. 203114 : NOTARY ID. #my Commission Expires 3-13-2018