

EXHIBIT D



Sale Agreement # 7332

Dated: Nov 8 2007

SELLER'S COUNTER OFFER

1 Seller: Michael Grassmueck
2 Buyer: Eagle Cap Campers
3 The real property described as: 59998 SMITH LOOP La Grande OR 97850

AGREEMENT TO SELL:

4 Seller agrees to sell the real and personal property upon the terms and conditions set forth in Buyer's offer, except as modified as follows: Sales price to
5 be \$200,000.00. The Closing will take place at the offices of Pacific Northwest Title Company located at 111 SW
6 Columbia, Ste. 1280, Portland, Oregon 97201 (Yvonne Clifford). The Earnest money check will be transfered there.
7 For additional provisions, see Addendum _____

8 All remaining provisions of the Sale Agreement (and other accepted counter offer(s), where applicable), are approved and accepted by Seller. Time is of the
9 essence of this Seller's Counter Offer. This Seller's Counter Offer shall automatically expire on Nov 26, 2007 at 5 a.m. p.m. ("the Counter
10 Offer Deadline"), if not accepted within that time. If Buyer accepts this Seller's Counter Offer after the Counter Offer Deadline, it shall not be binding upon Seller
11 unless agreed to by Seller in writing within _____ business days (two [2] if not filled in) thereafter by so indicating at the Seller's Acknowledgement Section
12 below. Seller may withdraw this counter offer any time prior to Buyer's written acceptance.

13 Seller acknowledges receipt of a completely filled in copy of Buyer's Offer and Seller's Counter Offer, and all subsequent counter offers where applicable,
14 which Seller has fully read and understands. Seller acknowledges that Seller has not received or relied on any oral or written statements of any Buyer or of
15 any Licensee(s) which are not expressly contained in the Sale Agreement as amended. Seller instructs that all earnest money distributable to Seller pursuant
16 to the Sale Agreement shall be disbursed as follows after deduction of any title insurance and Escrow cancellation charges: (check one) First to Listing
17 Firm, to the extent of the agreed commission just as if the transaction had been consummated, with residue to Seller; or 100% to seller
18

19 Seller Signature [Signature] Date 11/19/07 _____ a.m. 1:30 p.m.
20 Seller Signature _____ Date _____ a.m. _____ p.m.

BUYER'S RESPONSE (select only one):

- 21 Buyer accepts Seller's Counter Offer.
- 22 Buyer does not accept Seller's Counter Offer. AND submits the attached Buyer's Counter Offer; OR
- 23 Buyer does not accept Seller's Counter Offer and makes no counter offer.

24 Buyer acknowledges receipt of signed copies of the Sale Agreement and all subsequent counter offers including this Seller's Counter Offer, where applicable,
25 which Buyer has fully read and understands.

26 Buyer Signature _____ Date _____ a.m. _____ p.m.
27 Buyer Signature _____ Date _____ a.m. _____ p.m.

SELLER'S ACKNOWLEDGMENT:

28 Seller acknowledges receipt of copies of the Sale Agreement and all subsequent counter offers, including this Seller's Counter Offer, which Seller has fully
29 read and understands. If Buyer's response to Seller's Counter Offer is an acceptance that has occurred after the Counter Offer Deadline identified in the
30 Agreement to Sell Section above, Seller (select only one) agrees does not agree, to be bound thereby. (The failure to check either box shall
31 constitute a rejection by Seller of Buyer's acceptance of Seller's Counter Offer after said deadline.)

32 Seller Signature _____ Date _____ a.m. _____ p.m.
33 Seller Signature _____ Date _____ a.m. _____ p.m.

RECEIPT OF EARNEST MONEY (Use only if earnest money provided in Buyer's offer is changed by Seller's Counter Offer).

34 Selling Firm acknowledges receipt of earnest money from Buyer NOT previously receipted for in the sum of \$ _____ evidenced by cash, check,
35 promissory note payable on or before _____, which Selling Firm agrees to handle as provided in the Agreement.

36 Selling Licensee's signature _____

37 Listing Licensee Roger Goodman Selling Licensee Jennifer Mangione
38 Listing Firm Broker's Initials/Date _____ / _____ Selling Firm Broker's Initials/Date _____ / _____