

PRO-FORMA INVOICE

JANUARY 15, 2016

ELY MERCHANTS LLC, A WYOMING, USA, LLC herein represented by [REDACTED] Chairman, hereby offers the following products and services to TEXAS HOLDINGS, INC, a Nevada, USA, corporation:



Description: Based on a current site survey

- 1 Design Build of Aquaponics System tailored to customer circumstances and needs
- 2 Design build of animal fodder systems
- 3 Train the trainers – Operation and maintenance
- 4 Management – guidance on which plants, fish, work best in the customer’s environment to help the business model
- 5 On Line monitoring of System Condition (via internet)
- 6 Spare parts
- 7 On-site service available
- 8 Site survey services

1 Although the basic design of the Aquaponics system is the same regardless of size, many factors need to be considered when properly sizing and designing a system that will function correctly. These include climate, water availability and quality, power, personnel.

- 2 Efficient and modular commercial oxygen enhanced Aquaponics systems
- 3 Fodder Systems – Systems designed to specifically grow fodder for livestock minimizing the use of water and pesticides
- 4 Train the trainers
- 5 Management guide tailored to the individual customers situation
- 6 An on-line near real time monitoring service of the system with feedback to the individual customer
- 7 A Spare parts service. All parts readily available for shipment around the world via internet ordering
- 8 For a fee, on-site service and training available

DESCRIPTIONS:

1 Aquaponics system – Aquaponics is a system of aquaculture in which the waste produced by farmed fish or other aquatic animals supplies nutrients for plants and vegetables, which in turn purify the water. Fish waste is skimmed from the tanks and is run through a processing system whereby the solid waste is separated from the water. The solids are further processed and utilized for plant growth. The water is then run through a nitrification process where bacteria (oxygenated) change the Ammonia into nitrates. An Ultraviolet sterilizer kills any residual bacteria. The water is then sent through Flo-Vex®. Our system optimizes both the fish and plant processes through the use of the patented

Flo-Vex® Aeration device. The Flo-Vex® allows the fish to be raised in a high density environment (less than 1-1/2 gallons of water per fish). The Flo-Vex® is a no-moving-parts device that operates on the flow of water through it. Water that contains no dissolved Oxygen which enters the Flo-Vex, leaves the Flo-Vex® at or near Oxygen saturation at the corresponding temperature using normal atmospheric air.

The now oxygen saturated ammonia free water is pumped back to the fish tanks and to the plant side of the system.

Water reclaimed from the plant side is recycled to the Fish Side filtration system for re-use. The daily water consumption of a six (6) tank module system is about 30 gallons a day. Loss is mostly through plant absorption and evaporation.

The Plant Side of the system utilizes three different methods for plant growth:

A. NFT Channel – This system consists of a narrow channel in which the nutrient rich water flows continuously. The roots of the plants are in contact with the water allowing for continuous growth. This system is commonly used for leafy greens

B. Flow trays – This system consists of wide (3' to 4') trays. Seeds are usually germinated in Flow trays and transferred to either larger pots, NFT channels or Dutch Bucket flood drain systems

C. Flood-Drain system – These systems are used for tomatoes, cucumbers, peppers, strawberries and other larger plants. The nutrient rich water periodically floods the Bucket and automatically drains. This allows for rapid nutrient uptake and growth.

Aquaponics Systems achieve 1:6 to 1:10 times the growth of normal in-ground agriculture using a minimum amount of water.

The big advantage our systems have over other Aquaponics systems is the near Oxygen saturated water flowing through the plants. This has shown to be significant in increasing plant growth.

2 Hydroponic systems – Hydroponic systems are similar to the plant side of our aquaponics systems. The main difference is that no fish waste is utilized for plant nutrients. Instead concentrated nutrients are added to the plant circulation water which is recycled through the plants.

Several plant systems are utilized including Flow Trays, NFT Channels and Dutch Bucket flood-Drain systems. All water is recycled.

The Hydroponic systems also utilize the Flo-Vex® oxygenation device to deliver oxygen saturated nutrient water to the plant roots boosting their growth.

3 Fodder System – the fodder system is similar to the Hydroponic system except that Flow Trays are utilized to sprout seeds directly. When the seeds sprout and reach a harvestable size, usually 7 days, and the fodder is rolled up and then fed to the animals.

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The big advantages are Low water use, High yield in a small area, High nutritional value to the animals, Lower feed costs, no fertilizers, pesticides or herbicides required. Types of fodder that can be grown Alfalfa, Barley, Millet, Oat, Red Wheat, Ryegrass, Sorghum as well as Canola, Cottonseed, Orchard grass, Clover, Triticale, Wheat, and Buckwheat.

ONE THOUSAND SYSTEMS AS DESCRIBED ABOVE with attendant services to be delivered as may be instructed by TEXAS HOLDINGS, INC.

The Services indicated herein shall conform to and abide by all local jurisdictional law, by USA law, and by U.S. STATE DEPARTMENT rules, regulations, and advisories.

For said services, TEXAS HOLDINGS, INC must provide ELY MERCHANTS LLC \$3.6 Billion USD in pre-payment in the form of PROMISORY NOTES issued by HOWSE SERVICES, INC , a Texas, USA, corporation or equivalent (as may be selected by TEXAS HOLDINGS, INC) with total value of \$3.6 Billion USD.

ELY MERCHANTS LLC shall undertake to collect each PROMISORY NOTES in United States Dollars in any form that is acceptable to ELY MERCHANTS LLC and to TEXAS HOLDINGS, INC.

Upon collection of each PROMISORY NOTE ELY MERCHANTS LLC shall return 50% of proceeds to TEXAS HOLDINGS, INC as overpayment.

Upon collection of each PROMISORY NOTE, ELY MERCHANTS LLC shall use proceeds to provide services as indicated herein to TEXAS HOLDINGS, INC.

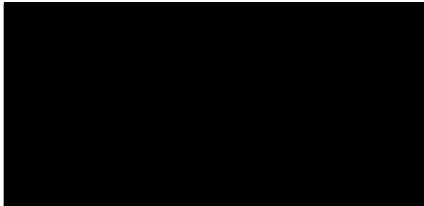
In the event ELY MERCHANTS LLC uses a PROMISORY NOTE as payment, without collection of the PROMISORY NOTE, ELY MERCHANTS LLC shall collect on an equal value PROMISORY NOTE and send proceeds to TEXAS HOLDINGS, INC as return of overpayment.

Services provided as indicated herein to TEXAS HOLDINGS, INC shall be charged at cost, verifiable by invoice from suppliers, plus a 50% override.

This pro-forma invoice shall be considered a contract to which ELY MERCHANTS LLC is obligated upon receipt of the aforementioned PROMISORY NOTES presented by TEXAS HOLDINGS, INC., but services shall only be performed as per proceeds from collection or use thereof, exchanging PROMISORY NOTES into funds that ELY MERCHANTS LLC may use, or using PROMISORY NOTES directly as payment instruments, to pay subcontractors or suppliers.

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Upon receipt of the aforementioned PROMISORY NOTES by ELY MERCHANTS LLC, based on the ability of ELY MERCHANTS LLC to provide items as stipulated herein, TEXAS HOLDINGS, INC is authorized by ELY MERCHANTS LLC to resell the Services stipulated herein to other parties at the sole discretion of TEXAS HOLDINGS, INC.



Chairman

ELY MERCHANTS LLC

