

Lincoln County

ASSIGNMENT OF EASEMENTS

FOR VALUE RECEIVED, the South Panaca Power Group, a non-profit cooperative association, organized under the laws of the State of Nevada, in accordance with the terms of the Electric Utility Transfer Agreement, does hereby grant, bargain, sell, convey, assign, and transfer to the Lincoln County Power District No. 1, a General Improvement District operating under the NRS 318, located at HC 74, Box 101, Pioche, NV 89043, all right, title, and interest to the easements held in favor of the South Panaca Power Group, if any, whether or not such easements have been recorded by the South Panaca Power Group and whether or not the South Panaca Power Group has constructed or located electric power distribution facilities on the easements.

The South Panaca Power Group does hereby warrant, represent to, and covenant that at the time of execution hereof, the South Panaca Power Group is lawfully possessed in its own right of a good title to the above-described easements and that the South Panaca Power Group has good right and lawful authority to assign and deliver the same to the Lincoln County Power District No. 1

Witness my hand this 3rd day of April, 1996.

SOUTH PANACA POWER GROUP

By: [Signature]
Its: President

ATTEST

[Signature]
Its: Secretary

ACKNOWLEDGMENT

State of Nevada)
) SS
County of Lincoln

I, Margaret H. Jones, a Notary Public in and for the State and County, do hereby certify that John M. Wadsworth, the same individual who executed the above and foregoing instrument, appeared before me this day in person and acknowledged that they executed the above instrument as a free and voluntary act.

Given under my hand and Notary Seal this 3rd day of April, 1996.

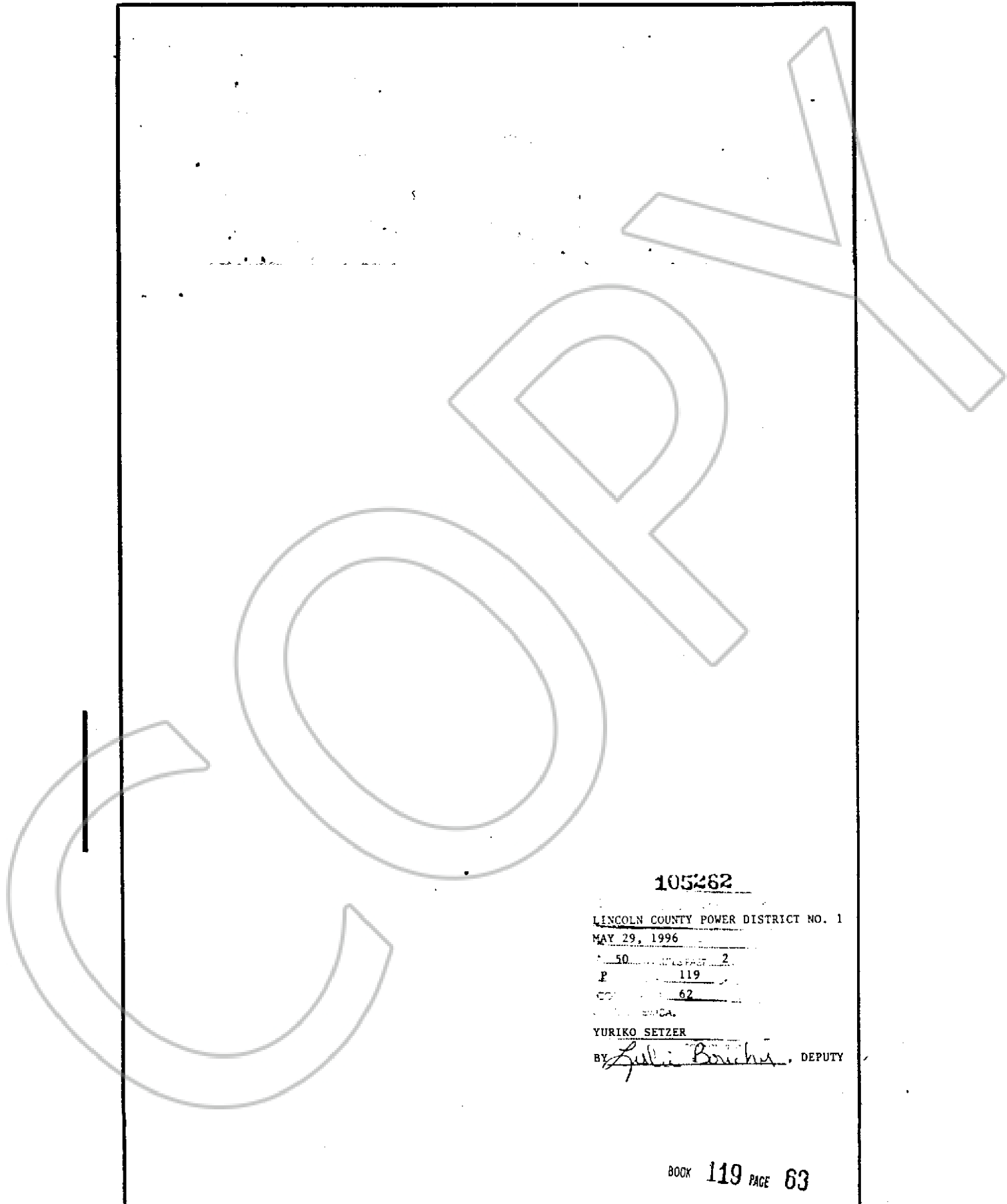
My Commission expires on July 30, 1996

Subscribed and sworn to before me this 3rd day of April, 1996

[Signature]
NOTARY PUBLIC

(SEAL)
NOTARY PUBLIC
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Lincoln County



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LINCOLN COUNTY POWER DISTRICT NO. 1

MAY 29, 1996

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SMCA.

YURIKO SETZER

BY *Lilli Bocher*, DEPUTY