

Lincoln County

QUITCLAIM DEED

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 transfer as described in the Electric Utility Transfer Agreement, does hereby remise, release, and forever quitclaim to:

Lincoln County Power District No. 1, a General Improvement District operating under NRS 318, located at HC 74, Box 101, Pioche, NV 89043, all right, title, and interest of the South Panaca Power Group in and to the South Panaca Power Group Distribution Facilities and other real property of the South Panaca Power Group situated in the County of Lincoln, State of Nevada, in accordance with the terms of the sale as described in the Electric Utility Transfer Agreement.

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 real property and that the South Panaca Power Group has good right and lawful authority to sell and deliver the same, and that the above-described property is free of all encumbrances of whatsoever kind or nature.

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

SOUTH PANACA POWER GROUP

By: John M. Wadsworth
Its: President

ATTEST

Scott Wadsworth
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 third day of April, 1996.

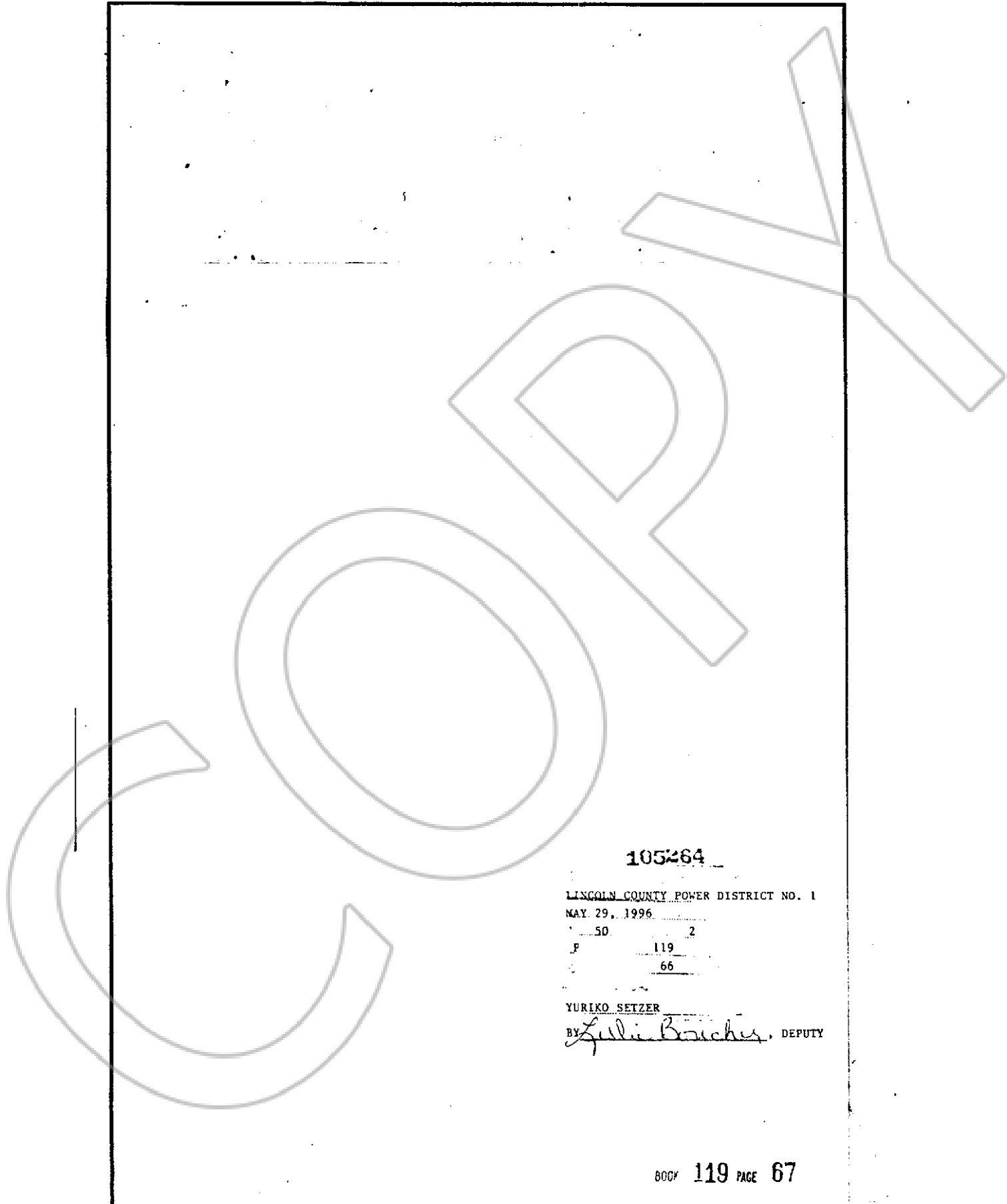
My Commission expires on July 30, 1996

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

Margaret H. Jones



Lincoln County



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LINCOLN COUNTY POWER DISTRICT NO. 1

MAY 29, 1996

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YURIKO SETZER

BY *Zulia Baicher*, DEPUTY