

FILED FOR RECORDING
AT THE REQUEST OF

First American Title

2005 OCT 18 PM 1 42

LINCOLN COUNTY RECORDER
FEE \$16.00
LESLIE BOUCHER

After recording, return to:

Linda A. Bowman
Law Office of Linda A. Bowman, Ltd.
540 Hammill Lane
Reno, NV 89511

NCS-191893-WCLV(t1)

MEMORANDUM OF AGREEMENT

This is a Memorandum of Water Rights Purchase Agreement ("Agreement") entered into as of the 19th day of September, 2005 by and between The Pouqot Water and Power Company, LLC, a Nevada limited liability company ("Pouqot") and Sithe Global Power, LLC, a Delaware limited liability company ("Sithe").

For good and adequate consideration, the parties have entered into an agreement affecting the real property described on Exhibit A hereto.

The term of the Agreement commenced on September 19, 2005, and, unless earlier terminated or extended pursuant to the terms of the Agreement shall expire June 30, 2007.

This Memorandum is not a complete summary of the Agreement. Provisions in this Memorandum shall not be used in interpreting the provisions of the Agreement. In the event of a conflict between this Memorandum and the Agreement, the Agreement shall control.

IN WITNESS WHEREOF, the parties have hereunto set their hands on the date first written above.

THE POUQOT WATER AND POWER
COMPANY, LLC

BY: *Dennis Rider*
Name: *Dennis Rider*
Title: *manager*

SITHE GLOBAL POWER, LLC

By:
Name:
Title:

STATE OF Nevada)

COUNTY OF Clark)

: ss.

On the 12th day of October ~~September~~ 2005, Dennis Rider personally appeared before me, a notary public, personally known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be the Manager of THE POUQOT WATER AND POWER COMPANY, LLC.

Kathy L. Jones
NOTARY PUBLIC



After recording, return to:

Linda A. Bowman
Law Office of Linda A. Bowman, Ltd.
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Reno, NV 89511

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IN WITNESS WHEREOF, the parties have hereunto set their hands on the date first written above.

THE POUQOT WATER AND POWER
COMPANY, LLC

BY:
Name:
Title:

SITHE GLOBAL POWER, LLC
By: *[Signature]*
Name: *DERIC STRAUSS BELD*
Title: *SVP*

STATE OF _____)

: ss.

COUNTY OF _____)

On the ___ day of September 2005, _____ personally appeared before me, a notary public, personally known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be the _____ of THE POUQOT WATER AND POWER COMPANY, LLC.

NOTARY PUBLIC

STATE OF Nevada)

COUNTY OF Clark)

: ss.

On the 29th day of September 2005, Dirk Straussfield personally appeared before me, a notary public, personally known to me to be the person whose name is subscribed to the foregoing instrument and known to me to be the Senior Vice President of SITHE GLOBAL POWER, LLC


NOTARY PUBLIC



C O R P