

DOC # 0133648

04/13/2009

12:49 PM

Official Record

Recording requested By
CHICAGO TITLE AGENCY OF NEVADA

Lincoln County - NV

Leslie Boucher - Recorder

Fee: \$47.00

Page 1 of 9

RPTT:

Recorded By: LB

Book- 248 Page- 0112



0133648

APN #
8-201-28
8-201-03

09006110FB

Recording Requested by:

Coyote Springs Investment LLC
Attn: General Counsel, Real Estate
3100 State Route 168
PO Box 37101
Coyote Springs, Nevada 89037

Return to:

BrightSource Energy, Inc.
1999 Harrison Street, Suite 2150
Oakland, California 94612
Attention: General Counsel

Memorandum of
Solar Facilities Option Agreement

This page added to provide additional information required by NRS 111.312 Section 1-2.

THIS DOCUMENT DOES NOT CONTAIN THE
SOCIAL SECURITY NUMBER OF ANY PERSON

MM of Option Agreement 3-11-2009

Page 1
(including exhibits)



Memorandum of
Solar Facilities Option Agreement

MEMORANDUM OF SOLAR FACILITIES OPTION AGREEMENT NOTICE IS HEREBY GIVEN that Coyote Springs Investment LLC, a Nevada limited liability company, having an office at 3100 SR 168, PO Box 37010, Coyote Springs, Nevada 89037, Attn: CEO, as optionor ("Owner"), and BrightSource Energy, Inc., a Delaware corporation, having an office at 1999 Harrison Street, Suite 2150, Oakland, California, 94612, Attn: General Counsel, as optionee ("Optionee"), for one dollar and other sufficient consideration, have entered into a certain Solar Facilities Option Agreement, dated as of March 11, 2009 (the "Option Agreement"), pursuant to which Owner has given Optionee an option (the "Option") to lease certain real property located within the Lincoln County, Nevada portion of the master planned community that is commonly known as Coyote Springs in Lincoln and Clark Counties, Nevada, which real property consists of up to six (6) contiguous sections of real property containing approximately 640 acres each, as more specifically described and depicted on Exhibits A-1 and A-2 attached hereto and incorporated herein by reference.

The term of the Option is one (1) year commencing on March 11, 2009 (the "Option Period"). Owner and Optionee agree that they shall record either a Memorandum of Lease or a termination of this Memorandum of Solar Facilities Option Agreement at the expiration or termination of the Option Period, as to each of the 6-sections of real property affected by this instrument.

Nothing contained in this Memorandum shall be deemed to modify, amend or alter any of the terms or conditions of the Option Agreement. In the event of any inconsistency between the terms and conditions of this Memorandum and the terms and conditions of the Option Agreement, the terms and conditions of the Option Agreement shall control.

This Memorandum may be executed in counterparts, each of which shall be deemed to be an original and all of which, when taken together, shall constitute one and the same instrument.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK


SIGNATURES TO FOLLOW



IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be duly executed as of the 17 day of March, 2009.


OWNER:

COYOTE SPRINGS INVESTMENT LLC,
a Nevada limited liability company

By: 
Name: Harvey Whittemore
Title: Manager

OPTIONEE:

BRIGHTSOURCE ENERGY, INC.,
a Delaware corporation

By: 
Name: _____
Title: _____





IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be duly executed as of the 12 day of March, 2009.

OWNER:

COYOTE SPRINGS INVESTMENT LLC,
a Nevada limited liability company

By: SIGNED in COUNTERPART
Name: Harvey Whittemore
Title: Manager

OPTIONEE:

BRIGHTSOURCE ENERGY, INC.,
a Delaware corporation

By: [Signature]
Name: John Jenkins-Stark
Title: CFO
JOHN JENKINS-STARK



State of NEVADA)
County of WASHOE)

This instrument was acknowledged before me on March 17TH, 2009, by Harvey Whittemore as Manager of COYOTE SPRINGS INVESTMENT LLC.



[Handwritten Signature]

Notary
My commission expires 4/20/10

State of California)
County of _____)

This instrument was acknowledged before me on March _____, 2009, by _____, as _____ of BRIGHTSOURCE ENERGY, INC.

Notary
My commission expires _____



ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of ALAMEDA

} SS.

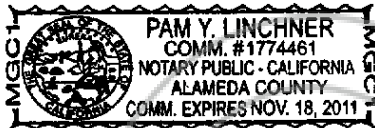
On MARCH 10, 2009, before me, PAM Y. LINCNER, NOTARY PUBLIC,
DATE

personally appeared JOHN JENKINS-STARK, who proved to me on the

basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Pam Y Lincner
NOTARY'S SIGNATURE

PLACE NOTARY SEAL IN ABOVE SPACE

OPTIONAL INFORMATION

The information below is optional. However, it may prove valuable and could prevent fraudulent attachment of this form to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- INDIVIDUAL
- CORPORATE OFFICER CFO
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

MEMO OF SHARE FACILITIES OPTION AGREEMENT
TITLE OR TYPE OF DOCUMENT

SIX (6)
NUMBER OF PAGES

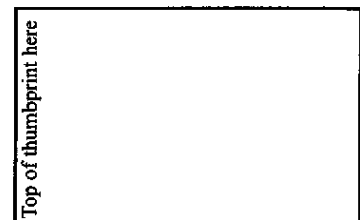
3-12-09
DATE OF DOCUMENT

SIGNER (PRINCIPAL) IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

RIGHT THUMBPRINT OF SIGNER

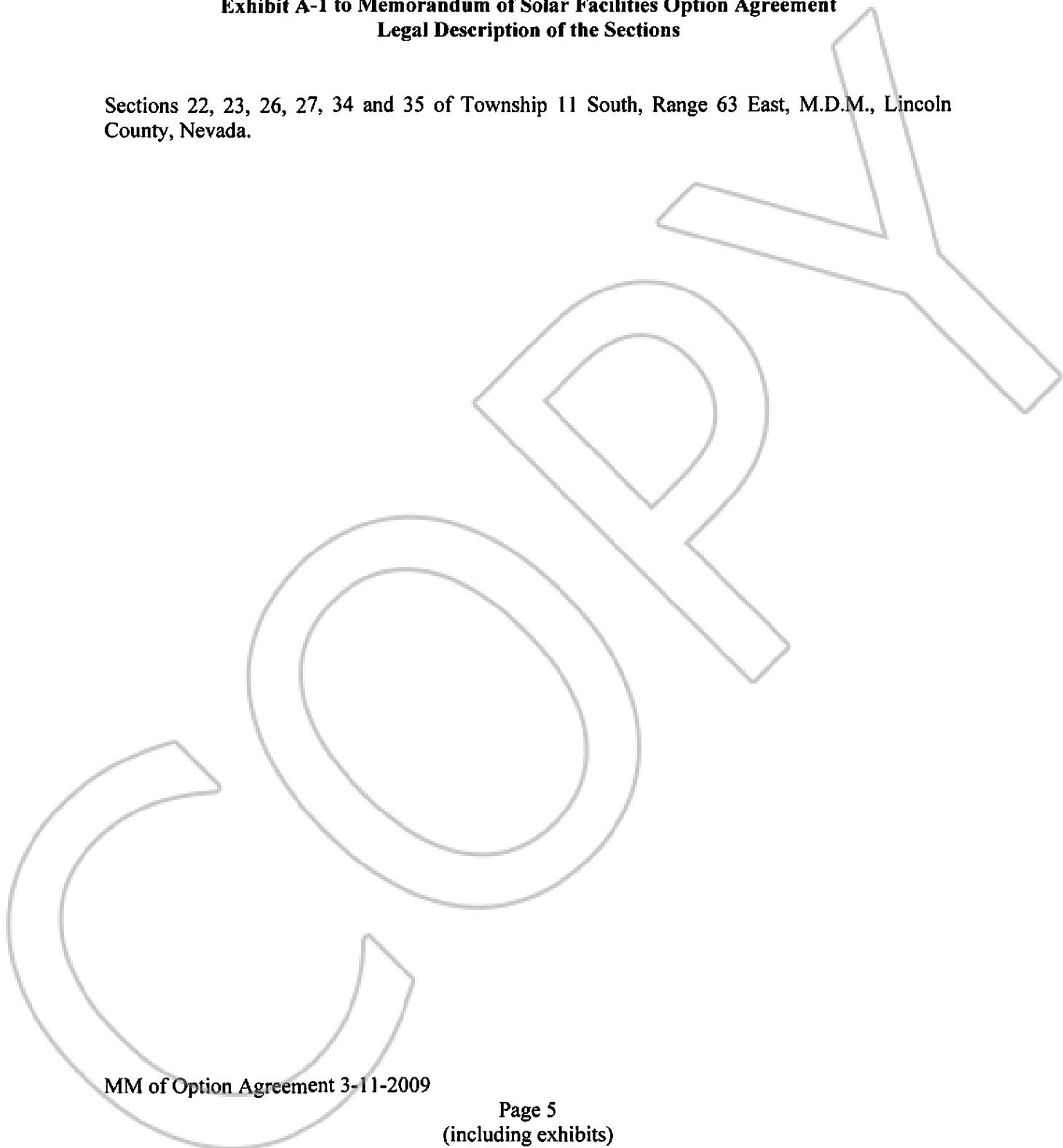
OTHER





**Exhibit A-1 to Memorandum of Solar Facilities Option Agreement
Legal Description of the Sections**

Sections 22, 23, 26, 27, 34 and 35 of Township 11 South, Range 63 East, M.D.M., Lincoln County, Nevada.





**Exhibit A-2 to Memorandum of Solar Facilities Option Agreement
Depiction /Map of the Sections**

EXHIBIT "A-2"

Sections of Land

The sections of land shown below, Sections 22, 23, 26, 27, 34 and 35, are the Sections and lands available for lease to BrightSource as a part of the transaction to which this exhibit is attached. These sections of land are located in Lincoln County, in the north-eastern most corner of the developable lands of the new master-planned community of Coyote Springs.





0133648

Book 218
Page 120

04/13/2009
Page 9 of 9

COPY