

NCS 344152A AH

WHEN RECORDED, RETURN TO:

PARSONS BEHLE & LATIMER
One Utah Center
201 South Main Street, Suite 1800
Salt Lake City, Utah 84111
Attention: Kerry L. Owens

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Page 1 of 6

#34

Space above for County Recorder's Use

MEMORANDUM OF LEASE
(Circle Four Water Right Lease)

THIS MEMORANDUM OF LEASE ("**Memorandum**"), is made effective as of September 25, 2008 and is executed the 22 day of April, 2009, by and between Circle Four LLC, a Delaware limited liability company (together with its successors and assigns, the "**Lessor**"), and Milford Wind Corridor Phase I, LLC, a Delaware limited liability company (together with its successors and assigns, the "**Lessee**"), with respect to the following:

1. **TERM AND PREMISES.** For a term expiring on October 1, 2010 as set forth in that certain Amended and Restated Water Right Lease Agreement ("**Lease**") dated April 22, 2009 between Lessor and Lessee, all of which provisions are specifically made a part hereof as fully and completely as if set out in full herein, Lessor leases to Lessee and Lessee leases from Lessor a 34 acre foot portion of Water Right No. 71-3222 ("**Leased Water**"). The Leased Water shall come from Lessor's wells located at certain real property located in Millard County, Utah more particularly described on **Exhibit "A"** attached hereto.

2. **PURPOSE OF MEMORANDUM OF LEASE.** This Memorandum is prepared for the purposes of recording a notification as to the existence of the Lease but in no way modifies the express and particular provisions of the Lease. In the event of a conflict between the terms of the Lease and the terms of this Memorandum, the terms of the Lease shall control.

3. **ADDITIONAL INFORMATION.** Additional information regarding the Lease may be obtained by contacting any of the following:

Lessor: Circle Four LLC
341 South Main Street
P.O. Box 100
Milford, UT 84751
Attention: Jim Webb

Lessee: Milford Wind Corridor Phase I, LLC
c/o First Wind Energy, LLC
85 Wells Avenue, Suite 305
Newton, MA 02459
Attention: General Counsel

4. COUNTERPARTS. This Memorandum may be executed in any number of counterpart originals, each of which shall be deemed an original instrument for all purposes, but all of which shall comprise one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this instrument as of the dates below written to be effective as of the date first above written.

LESSOR:

Circle Four LLC,
a Delaware limited liability company

Date: April 22, 2009

By: Dwight D. Potter
Print Name: Dwight D. Potter
Title: General Manager

LESSEE:

Milford Wind Corridor Phase I, LLC,
a Delaware limited liability company

Date: April __, 2009

By: _____
Print Name: _____
Title: _____

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4. COUNTERPARTS. This Memorandum may be executed in any number of counterpart originals, each of which shall be deemed an original instrument for all purposes, but all of which shall comprise one and the same instrument.

IN WITNESS WHEREOF, the parties have executed this instrument as of the dates below written to be effective as of the date first above written.

LESSOR:

Circle Four LLC,
a Delaware limited liability company

Date: April ____, 2009

By: _____
Print Name: _____
Title: _____

LESSEE:

Milford Wind Corridor Phase I, LLC,
a Delaware limited liability company

Date: April 22, 2009

By: [Signature] _____
Print Name: Evelyn Lim _____
Title: Secretary _____

00169398

B: 502 P: 037 Fee \$23.00 Page 3 of 6
Connie Hansen, Millard Recorder
04/23/2009 01:01:19 PM By FIRST AMERICAN TITLE


STATE OF Utah)
COUNTY OF Beaver) : ss.

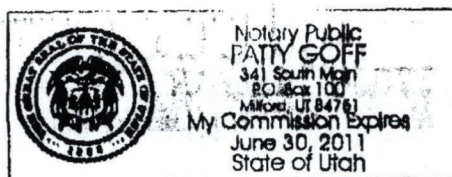
The foregoing instrument was acknowledged before me this 16th day of April, 2009, by Dwight D. Potter, as General Manager of Circle Four LLC, a Delaware limited liability company.

Patty Goff
NOTARY PUBLIC

Residing at: 341 So. Main, Milford, UT 84751

My Commission Expires:

June 30, 2011



STATE OF _____)
COUNTY OF _____) : ss.

The foregoing instrument was acknowledged before me this _____ day of April, 2009, by _____, as _____ of Milford Wind Corridor Phase I, LLC, a Delaware limited liability company.

NOTARY PUBLIC

Residing at: _____

My Commission Expires:

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B: 502 P: 038 Fee \$23.00
Connie Hansen, Millard Recorder
04/23/2009 01:01:18 PM Page 4 of 6
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STATE OF _____)
 : ss.
COUNTY OF _____)

The foregoing instrument was acknowledged before me this _____ day of April, 2009, by _____, as _____ of Circle Four LLC, a Delaware limited liability company.

NOTARY PUBLIC

Residing at: _____

My Commission Expires:

Commonwealth

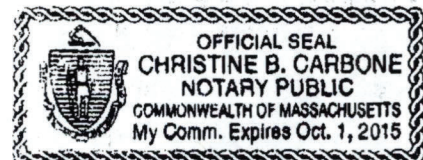
STATE OF Massachusetts)
 : ss.
COUNTY OF Middlesex)

The foregoing instrument was acknowledged before me this 9 day of April, 2009, by Evelyn Lin, as Secretary of Milford Wind Corridor Phase I, LLC, a Delaware limited liability company.

Christine B. Carbone
NOTARY PUBLIC
Residing at: Wellesley, Massachusetts

My Commission Expires:

October 1, 2015



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EXHIBIT A
TO
MEMORANDUM OF LEASE
(Circle Four Water Right Lease)

LEGAL DESCRIPTION

The Leased Water referenced in the foregoing instrument is described as a 34 acre foot portion of Water Right No. 71-3222 to be withdrawn from Lessor's wells located in Millard County, Utah at:

NORTH 1335 FEET, WEST 3961 FEET FROM THE
SOUTHEAST CORNER OF SECTION 29, TOWNSHIP 25
SOUTH, RANGE 9 WEST, SALT LAKE BASE AND
MERIDIAN.

NORTH 1335 FEET, WEST 1346 FEET FROM THE
SOUTHEAST CORNER OF SECTION 29, TOWNSHIP 25
SOUTH, RANGE 9 WEST, SALT LAKE BASE AND
MERIDIAN.

NORTH 66 FEET, WEST 65 FEET FROM THE SOUTHEAST
CORNER OF SECTION 29, TOWNSHIP 25 SOUTH, RANGE 9
WEST, SALT LAKE BASE AND MERIDIAN.

Tax ID 8734

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