No. 72547

APPLICATION FOR PERMISSION TO CHANGE POINT OF DIVERSION, MANNER OF USE AND PLACE OF USE OF THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

Date of filing in State Engineer's Office APR 06 2005

Returned to applicant for correction

Corrected application filed

Map filed MAY 09 2005 under 72535

The applicant **Granite Fox Power, LLC, a Delaware limited liability company,** hereby makes application for permission to change the **point of diversion, place and manner of use** of water heretofore appropriated under **Proof No. 09066**

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1. The source of water is **Sheepshead Springs**

2. The amount of water to be changed **0.20 cfs – 84.46 acre-feet annually**

3. The water to be used for **Industrial Power Generation, and Domestic**

4. The water heretofore permitted for **Irrigation, Domestic and Stockwater**

5. The water is to be diverted at the following point **NW¼ SW¼ Section 15 T30N, R19E, MDM or at a point from which the NW corner of Section 4, said township and range, bears N 22° 17' 50" W, a distance of 15,051.9 feet.**

6. The existing permitted point of diversion is located within **NW¼ SW¼, Section 15, T30N, R19E, MDM, or at a point from which the NW corner of Section 4, said township and range, bears N 22° 57' 44" W, a distance of 15,326.81 feet; and NW¼ SW¼, Section 15, said township and range, or at a point from which the NW corner of Section 4, said township and range, bears N 21° 49' 10" W, a distance of 15,389.6 feet.**

7. Proposed place of use **See Attachment "A"**

8. Existing place of use **Portions of SW¼ SW¼, NW¼ SW¼, NE¼ SW¼, SE¼ SW¼ of Section 15, T30N, R19E, MDM. Totaling 18.77 acres.**

9. Use will be from **January 1** to **December 31** of each year.

10. Use was permitted from **April 1** to **October 1** of each year.

11. Description of proposed works **Drilled and cased well, submersible pump and electric motor, electrical control system, piping system to collection reservoir, thence piping and pumping systems to storage reservoir on place of use. Water will thereafter be piped to the electrical generating facilities.**

12. Estimated cost of works **Each well will cost approximately $200,000.00, total water system will be approximately $30 million.**

13. Estimated time required to construct works **5 years**

14. Estimated time required to complete the application of water to beneficial use **10 years**

15. Remarks: **This application to change is being filed in the name of Granite Fox Power, LLC, a Delaware limited liability company. At a later date, simultaneously to or prior to the State Engineer granting the application to change, the chain of title will be complete from the owner of record as reflected on the State Engineer's records to the Applicant. The Applicant intends to construct a 1450 megawatt coal fired power plant, which power plant will be equipped with state of the art environmental controls. The total consumptive duty to be placed to be beneficial use and utilized at the plant, will be determined upon filing the Proofs**

of Application of Water to Beneficial Use. The water transferred pursuant to this application to change is based upon previously permitted water rights, or claims of vested rights. New appropriations of water are not being sought by the Applicant.

By **Ross E. de Lipkau, Agent**
s/ **Ross E. de Lipkau**
P.O. Box 2790
Reno, Nevada 89505-2790

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Compared **aem/hk**

Protested See File

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Attachment "A"

Proposed Place of Use

T33N R22E MDM Washoe County, Nevada
Section 3; W1/2 SW1/4
Section 4; SE1/4
Section 9; NE1/4, E1/2 NW1/4, SE1/4, E1/2 SW1/4
Section 10; W1/2 NW1/4, W1/2 SW1/4
Section 15; W1/2 NW1/4
Section 16; E1/2 NW1/4, NE1/4, E1/2 SW 1/4 NE
Section 21; W1/2 NE1/4, E1/2 NW1/4, E1/2 SW1/4
Section 27; SW1/4 NE1/4, NW1/4 SE1/4, NW1/4, N1/2 SW1/4
Section 28; NE1/4, N1/2 SE1/4, NE1/4 NW1/4, S1/2 NW1/4, N1/2 SW1/4
Section 29; E1/2 SE1/4

Containing 2,557± acres

Attachment "B"

Line 15 Additional Remarks

1) Surface water will be allowed to naturally infiltrate in the stream channel to be withdrawn by proposed wells.

2) Use map on file for location of existing Point of Diversion and Place of Use.

3) Use supporting map for permit # for Points of Diversion and Place of Use.