



THE STATE OF NEVADA

PERMIT TO CHANGE THE PUBLIC WATERS OF THE STATE OF NEVADA HERETOFORE APPROPRIATED

Name of Permittee: TONOPAH SOLAR ENERGY, LLC
Source: WELL #2 (UNDERGROUND)
Basin: BIG-SMOKY VALLEY-TONOPAH FLAT
Manner of Use: INDUSTRIAL
Period of Use: JANUARY 1ST TO DECEMBER 31ST
Priority Date: 01/31/1977

APPROVAL OF STATE ENGINEER

This is to certify that I have examined the foregoing application, and do hereby grant the same, subject to the following limitations and conditions:

This permit to change the point of diversion, place and manner of use of a portion of the waters of an underground source as heretofore granted under Permit 31053, Certificate 13594 is issued subject to the terms and conditions imposed in said Permit 31053, Certificate 13594 and with the understanding that no other rights on the source will be affected by the change proposed herein. This well shall be equipped with a two (2) inch opening for measuring depth to water and a totalizing meter must be installed and maintained in the discharge pipeline near the point of diversion and accurate measurements must be kept of water placed to beneficial use. The totalizing meter must be installed before any use of the water begins or before the proof of completion of work is filed. If the well is flowing, a valve must be installed and maintained to prevent waste. This source is located within an area designated by the State Engineer pursuant to NRS 534.030. The State retains the right to regulate the use of the water herein granted at any and all times.

This permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

The issuance of this permit does not waive the requirements that the permit holder obtain other permits from State, Federal and local agencies.

This permit is approved for the entire 481.24 acre-feet annually. However, pursuant to NRS 533.3703, initially only the net consumptive use amount of the base right, 445.147 acre-feet, can be diverted annually. Additional diversion up to the total 481.24 acre-feet may be granted if it can be shown that the additional diversion will not cause the consumptive use of 445.147 acre-feet to be exceeded.

The point of diversion and place of use are as described on the submitted application to support this permit.

(Continued on Page 2)

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 1.498 cubic feet per second or 481.24 acre-feet annually.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before:

July 25 2013

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before:

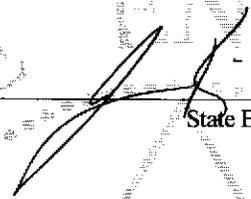
July 25 2016

Map in support of proof of beneficial use shall be filed on or before:

N/A

IN TESTIMONY WHEREOF, I, JASON KING, P.E.,

State Engineer of Nevada, have hereunto set my hand and the seal of my office, this 25th day of July, A.D. 2011



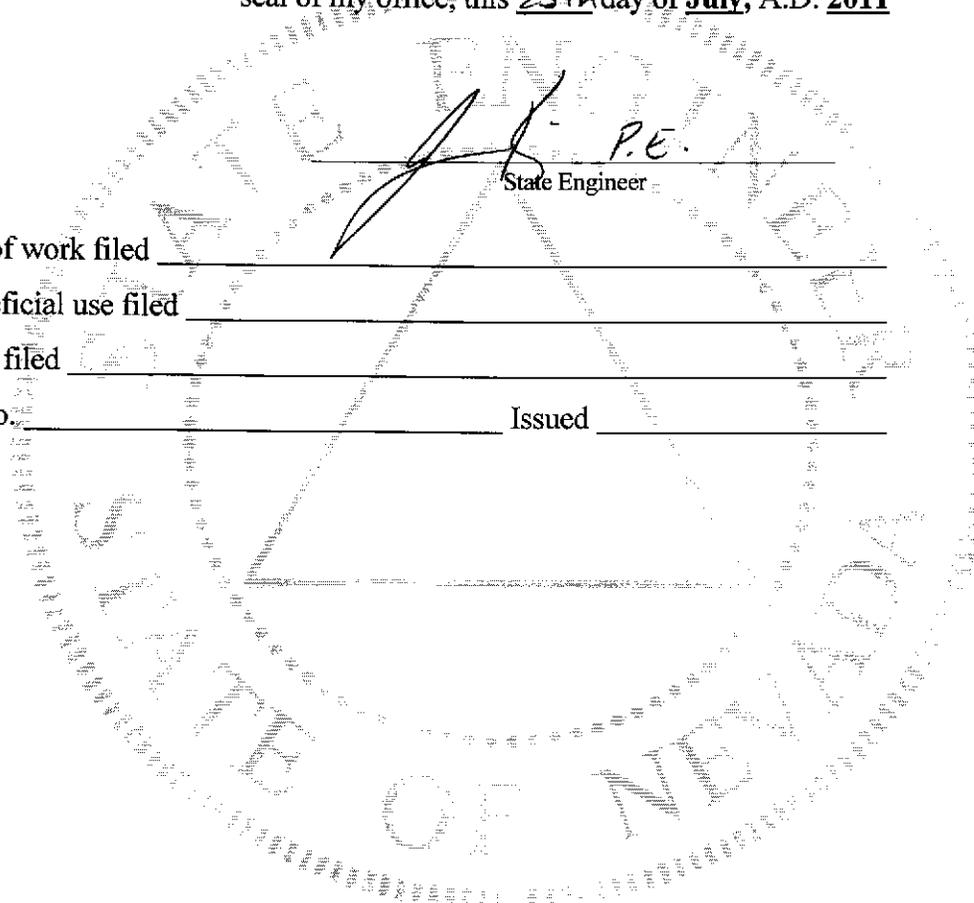
P.E.
State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____



ORIGINAL

Application No. 79606

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

THIS SPACE FOR OFFICE USE ONLY
Date of filing in State Engineer's Office FEB 18 2010
Returned to applicant for correction MAR 03 2010
Corrected application filed JUN 28 2010 Map filed JUN 28 2010 under 79605

The applicant Tonopah Solar Energy, LLC
2425 Olympic Blvd., #500 East of Santa Monica
California 90404, hereby make.s application for permission to change the

Point of diversion Place of use Manner of use of a portion

of water heretofore appropriated under (Identify existing right by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree, give title of Decree and identify right in Decree)
Permit No. 31053 A01 C-13594

1. The source of water is Underground well #2

Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 1.498 1.386 cfs (445.147 afa)(see remarks)

Second foot, acre-foot One second foot equals 448.83 gallons per minute

3. The water to be used for Industrial cooling

Irrigation, power, mining, commercial, etc. If for stock state number and kind of animals. Must limit to one major use.

4. The water heretofore used for Irrigation

If for stock state number and kind of animals.

5. The water is to be diverted at the following point (Describe as being within a 40-acre subdivision of public survey and by course and distance to a found section corner. If on unsurveyed land, it should be stated.)

SE 1/4 SW 1/4 Sec 34, T.5 N., R.41 E., MDB&M or at a point from which the NW corner of said Section 34 bears N. 17°

35.874' W., a distance of 5205.4 feet. For a map of proposed POD and POU, use map on file with this application.

6. The existing point of diversion is located within (If point of diversion is not changed, do not answer.)

NE 1/4 NE 1/4 of Sec 13, T.6 N., R.40 E., MDB&M or at a point from which the NE corner of said Section 13 bears

N. 1° 22' 41" E. a distance of 207.48 feet. For map of existing POD and POU, use map on file under 31053 A01

C-13594

PER FAX 2/22/10

REL

137A-154

7. Proposed place of use: (Describe by legal subdivisions. If for irrigation, state number of acres to be irrigated.)

...Portions of Secs 33, 34 and 35, T.5 N., R.41 E., MDB&M, and portions of Secs 2, 3 and 4, T.4 N., R.41 E., MDB&M.....

8. Existing place of use: (Describe by legal subdivisions. If changing place of use and/or manner of use of irrigation permit, describe acreage to be removed from irrigation.)

...30.6772 ac, NW¼ NW¼ Sec 18, T.6 N., R.41 E., MDB&M; 30.6772 ac NE¼ NW¼ Sec 18, T.6 N., R.41 E., MDB&M;...
...29.4772 ac, SW¼ NW¼ Sec 18, T.6 N., R.41 E., MDB&M; 29.4772 ac, SE¼ NW¼ Sec 18, T.6 N., R.41 E.,...
...MDB&M. 120.31 acres total.....

9. Proposed use will be from.....January 1st.....December 31st.....of each year.
Month and Day Month and Day

10. Existing use permitted from.....January 1st.....to.....December 31st.....of each year.
Month and Day Month and Day

11. Description of proposed works. (Under the provision of NRS 535.010 you may be required to submit plans and specifications of your diversion or storage works.) (State manner in which water is to be diverted, i.e. diversion structure, ditches, pipes and flumes or drilled well, pump and motor, etc.)

...12" - 16" drilled well, pump motor and distribution lines.....

12. Estimated cost of works:.....\$300,000.....

13. Estimated time required to construct works:.....one (1) years.....
If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use.....five (5) years.....

15. Provide a detailed description of the proposed project and its water usage (use attachments if necessary):
(Failure to provide a detailed description may cause a delay in processing.)

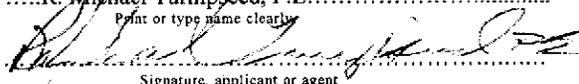
...See attached.....

16. Miscellaneous remarks:

.....(775)885-2101.....
Phone No.

...mike_turnipseed@sbcglobal.net.....
E-mail

By.....R. Michael Turnipseed, P.E.....
Print or type name clearly


Signature, applicant or agent

...204 North Minnesota Street.....
Street and No., or P.O. Box No.

.....Carson City, Nevada 89703.....
City, State, Zip Code

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

2010 FEB 10 PM 1:58

\$200 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION

EXHIBIT "A"

Water will be used for hybrid cooling in a 100 Megawatt solar energy park. Wells will not operate simultaneously unless the production rate of the wells is very low. It is anticipated that the wells will be pumped independently of each other and pumped to an 800,000 gallon storage tank. Water will be used for industrial cooling during the months of May, June, July, August and possibly September depending on the weather. The plant will be air cooled during the balance of the year.

This application is being filed simultaneously with another application on the same permit so as to have two sources. The total combined diversion rate and combined duty shall remain the same as the underlying base permit.

Acreage is being stripped at the rate of 3.7 AF/AC as per consumptive use publication. The diversion rate and duty on this application reflect the pro-rata reduction.