THE STATE OF NEVADA

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

Name of Permittee:	**ROCKINGHAM CAPITAL NEVADA, LLC**
Source:	**UNDERGROUND**
Basin:	**PAHRUMP VALLEY**
Manner of Use:	**COMMERCIAL**
Period of Use:	**JANUARY 1ST TO DECEMBER 31ST**
Priority Date:	**01/06/1947**

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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 the waters of an underground source as heretofore granted under Permit 73589 is issued subject to the terms and conditions imposed in said Permit 73589 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 total combined duty of water under Permits 77941, 77942, and 80275, having the same point of diversion and place of use, shall not exceed 19.5 acre-feet annually.

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

If any water under this permit is cancelled or any water is not put to beneficial use, it will revert to the groundwater source and not back to the base water right.

This permit is issued for commercial purposes for a future RV Park within the described place of use, further identified as Nye County Assessor APN's 44-551-38, 44-551-39, and 44-551-40.

Demonstration of full compliance with NRS 533.380(3) will be required for any extensions of time for the proof of completion beyond the terms of this permit.

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

(Continued on Page 2)

Permit No. 80275

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.006 cubic feet per second or 3.5 acre-feet annually.**

Work must be prosecuted with reasonable diligence and proof of completion of work shall be filed on or before: **November 9, 2012**

Water must be placed to beneficial use and proof of the application of water to beneficial use shall be filed on or before: **November 9, 2013**

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 30th day of **September**, A.D. **2011**

TJD L, P.E.
for State Engineer

Completion of work filed _____

Proof of beneficial use filed _____

Cultural map filed _____

Certificate No. _____ Issued _____

Application No. 80275

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 NOV 0 8 2010

Returned to applicant for correction _____

Corrected application filed _____ Map filed FEB 0 2 2009 under 7 7 9 4 1

The applicant ROCKINGHAM CAPITAL NEVADA, LLC

230 N. ROCKINGHAM AVE (Street Address or PO Box) of LOS ANGELES (City or Town)

CA 90049 (State and ZIP Code) 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 rights by Permit, Certificate, Proof or Claim Nos. If Decreed, give title of Decree and identify right in Decree.)

PERMIT NO. 73589

1. The source of water is UNDERGROUND PAHRUMP 162
   Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 3.50 AFA
   Second feet, acre-feet. One second foot equals 448.83 gallons per minute.

3. The water to be used for COMMERCIAL
   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 QUASI-MUNICIPAL
   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.)

   WITHIN THE SE4 OF THE SW4 OF SECTION 12, T21S,R53E, MDM, ~~NYE COUNTY NEVADA~~ AT A POINT FROM WHICH THE SOUTH 1/4 CORNER OF SAID SECTION 12 BEARS S 04°37' 35"E A DISTANCE OF 1188.83'
   MAP ~~AOP PERMIT~~ #77941

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

   NW4 NW4 SECTION 4, T20S, R53E, MDM OR AT A POINT FROM WHICH THE NW CORNER OF SAID SECTION 4 BEARS N.16°20' 37"W. A DISTANCE OF 1066.1 FEET
   MAP ~~AOP WITH PERMIT #73589~~ 59213

WHR
11/9/10

162-04

80275

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

WITHIN THE SE4 OF THE SW4 OF SECTION 12, T21S, R53E, MDM, ~~NYE COUNTY NEVADA~~ BEING APN #44-551 ~~441~~-38, 44-551-39 AND 44-551-40 ALSO KNOWN AS PARCELS 1,2 & 3 ON PARCEL MAP DOCUMENT #454652 RECORDED 10-8-98 IN THE OFFICE OF THE NYE COUNTY RECORDER, NYE COUNTY, NEVADA
POU MAP AOF PERMIT #77941

11/9/10

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.)

18.11 ACRES WITHIN THE NW4 NW4 SECTION 4, T20S, R53E, MDM.
POU MAP ~~AOF PERMIT #73589~~ 59213

9. Proposed use will be from JANUARY 1 (Month and Day) to DECEMBER 31 (Month and Day) of each year.

10. Existing use permitted from JANUARY 1 (Month and Day) to DECEMBER 31 (Month and Day) of each year.

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.)

Existing well to be refurbished and used for water distribution system including submersible pump, tanks and distribution system for proposed RV Park.

12. Estimated cost of works $100,000.00

13. Estimated time required to construct works 3 YEARS
If well completed, describe well.

14. Estimated time required to complete the application of water to beneficial use 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.)

This 3.50 AFA will provide a portion of the water to a proposed 275 unit RV Park, which was just approved by the Pahrump Regional Planning District. The applicant has also purchased water rights under Permits 77941 and 77942 for use on this project.

16. Miscellaneous remarks:

2010 NOV -9 PM 1:2

DAVID A. RICHARDS
Type or print name clearly

drichards@civilwise.com
E-mail Address

David A. Richards
Signature, applicant or agent

775-751-1413
Phone No. Ext.

CIVILWISE SERVICES, INC.
Company Name

APPLICATION MUST BE SIGNED BY THE APPLICANT OR AGENT

1240 E. STATE STREET, #101
Street Address or PO Box

PAHRUMP, NV 89048
City, State, ZIP Code

Revised 07/09 $200 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION