



TEMPORARY
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: UNDERGROUND
Basin: BIG SMOKY VALLEY-TONOPAH FLAT
Manner of Use: CONSTRUCTION
Period of Use: ONE YEAR FROM DATE OF ISSUANCE
Priority Date: 08/30/1960

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 temporary 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 19165, Certificate 5996 is issued subject to the terms and conditions imposed in said Permit 19165, Certificate 5996 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. 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 temporary permit does not extend the permittee the right of ingress and egress on public, private or corporate lands.

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

This temporary permit is issued pursuant to the provisions of NRS 533.345 Section 2 and will expire 1 year after the approval of the permit at which time all rights herein granted shall revert to the right being changed by this temporary permit.

(Continued on Page 2)

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

The amount of water to be appropriated shall be limited to the amount which can be applied to beneficial use, **and not to exceed 0.2 cubic feet per second or 4.0 acre-feet annually.**

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

N/A

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

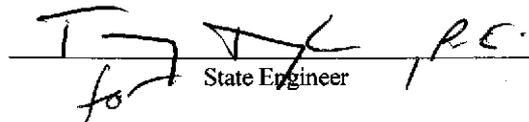
N/A

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 14th day of March, A.D. 2012


for State Engineer

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 JAN 19 2012
Returned to applicant for correction
Corrected application filed Map filed MAR 31 2010 under 79744T

The applicant Tonopah Solar Energy, LLC
2425 Olympic Blvd., #500 East of Santa Monica
Street and No. or P.O. Box No. City or Town
California 90404 hereby make s application for permission to change the
State and Zip Code No.

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. 19165 C-5996

1. The source of water is Underground well
Name of stream, lake, underground, spring or other sources.

2. The amount of water to be changed 0.2 cfs
Second feet, acre-feet One second foot equals 448.83 gallons per minute.

3. The water to be used for Construction and dust control
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 and Domestic
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)

NE 1/4 NW 1/4 Sec 11, T.4 N., R.41 E., MDB&M or at a point from which the NW corner of Sec 34, T.5 N., R.41 E.,
MDB&M, bears 32° 38' 02" W. a distance of 13,253.23 feet.

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

NE 1/4 SE 1/4 of Sec 12, T.6 N., R.40 E., MDB&M or at a point from which the E 1/4 corner of said Sec 12 bears N
44° 19' E., a distance of 132 feet.

Handwritten signature and date 1/19/2012

Handwritten number 137A-1114

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, 4, 9, 10, 11, 12, 13, 14 and 15;.....
...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.)

...31.22 ac NW¼ SE¼, 30.42 ac NE¼ SE¼, 31.66 ac SE¼ SE¼ Sec 12 T.6 N., R.40 E., MDB&M. 1 ac to be
...stripped in the ^{NW¼}NE¼ SE¼
Sec 12, T.6 N., R. 40 E., MDB&M. See attached map.....

9. Proposed use will be from...January 1st.....to.....December 31st.....
Month and Day Month and Day

10. Existing use permitted from.....April 1st.....to.....September 30th.....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.)
...Existing well drilled under W-650, stand pipe and haul trucks.....

12. Estimated cost of works:.....\$20,000.....

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

14. Estimated time required to complete the application of water to beneficial use.....one (1) year.....

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.)

...water will be used for road construction, powerline construction and site for a solar energy park.....

16. Miscellaneous remarks:

...For a map of existing POD and POU, use map on file under Permit 191656 C-5996, after being stripped by.....
...Permit 74448. For a map of proposed POD and POU, use map on file under 79744T.....

.....(775)885-2101.....
Phone No.
...mike_turnipseed@sbcglobal.net.....
E-mail

ByR. Michael Turnipseed, P.E.....
Print or type name clearly
R. Michael Turnipseed
Signature, applicant or agent
...204 North Minnesota Street.....
Street and No., or P.O. Box No.
...Carson City, Nevada 89703.....

RECEIVED
2012 JAN 19 AM 10:05
STATE ENGINEERS OFFICE

APPLICATION MUST BE SIGNED
BY THE APPLICANT OR AGENT

\$200 FILING FEE AND SUPPORTING MAP MUST ACCOMPANY APPLICATION