

LINCOLN NE 68512

Ruth E. Adams
Register of Deeds

By _____ Deputy

12-6-5

TRACT INDEX _____
COMPUTER _____
COMPARED _____
PAGED _____

1. Grant of Easements. In accordance with the Agreement and the Easement Agreement, landowner grants to Lessee the exclusive right to use the Property for all Wind Energy Purposes (as defined in the Lease) and to otherwise convert all of the wind resources of the Property, including, but not limited to, the construction of Windpower Facilities (as defined in the Lease) and Transmission Facilities (as defined in the Lease), thereon.

2. Incorporation of Agreement. All of the terms, conditions, provisions and covenants of the Agreement are hereby incorporated into this Memorandum by reference as though fully set forth herein, and the Agreement and this Memorandum shall be deemed to constitute a single document. The Agreement and the Easement Agreement contain the entire agreement and any prior or contemporaneous agreements, discussions or understandings, written or oral are superseded by the Agreement and the Easement Agreement and shall be and hereby are released, revoked and terminated and shall be of no further force or effect for any purpose whatsoever.


3. Interpretation. The Memorandum is not intended and may not be construed to modify or alter in any way the terms and conditions of the Agreement or the Easement Agreement. In the event of a conflict or inconsistency between the provisions of this Memorandum and the terms and conditions of the Agreement or the Easement Agreement, the Agreement and the Easement Agreement shall control.

4. Binding Effect. All provisions contained in this Memorandum shall be binding upon, inure to the benefit of, and be enforceable by, Landowner and Lessee and their respective successors and assigns.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Memorandum on the above date.

LANDOWNER:


Bruce B. Carsten

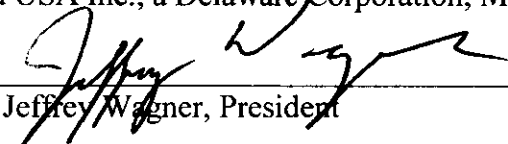
LANDOWNER:


Barbara S. Carsten

LESSEE:

VOLKSWIND NEBRASKA LAND HOLDINGS LLC,
A Nebraska Limited Liability Company

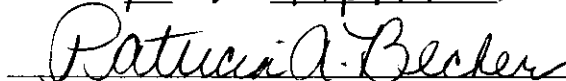
By: Volkswind USA Inc., a Delaware Corporation, Managing Member

By: 
Jeffrey Wagner, President

STATE OF NEBRASKA,
COUNTY OF Saline, ss.

This instrument was acknowledged before me on this 4th day of April, 2013,
by Bruce B. Carsten.

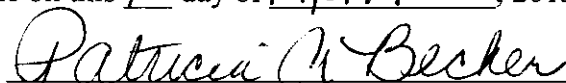



Notary Public

STATE OF NEBRASKA,
COUNTY OF Saline, ss.

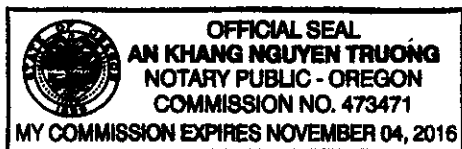
This instrument was acknowledged before me on this 4th day of April, 2013,
by Barbara S. Carsten.




Notary Public

STATE OF OREGON, MULTNOMAH COUNTY, ss.

This instrument was acknowledged before me on this 17th day of April, 2013, by Jeffrey Wagner, as the President of Volkswind USA Inc., the Managing Member of Volkswind Nebraska Land Holdings LLC, a Nebraska Limited Liability Company, and was signed on behalf of said company by authority of its managers and Jeffrey Wagner acknowledged the execution of this instrument to be the voluntary act and deed of the company by it voluntarily executed.




Notary Public

EXHIBIT A

Legal Description of Property

All of that real property located in Gage County, Nebraska more particularly described as follows:

PARCEL 1:

That part of the South Half of the Southeast Quarter lying West of the Chicago, Rock Island & Pacific Railroad Right of Way in Section 12, Township 6 North, Range 5 East of the 6th Principal Meridian, Gage County, Nebraska.

PARCEL 2:

The Southwest Quarter of Section 12, Township 6 North, Range 5 East of the 6th Principal Meridian, Gage County, Nebraska;

Except a tract of land more particularly described as:

Commencing at the Southwest corner of said Southwest Quarter;

Thence North 00 Degrees 00 Minutes 00 Seconds East (assumed bearing) on the West line of said Southwest Quarter, a distance of 1262.00 feet to the Point of Beginning;

Thence continuing North 00 Degrees 00 Minutes 00 Seconds East on the West line of said Southwest Quarter, a distance of 318.00 feet;

Thence South 90 Degrees 00 Minutes 00 Seconds East, a distance of 516.00 feet;

Thence North 67 Degrees 12 Minutes 00 Seconds East, a distance of 514.57 feet;

Thence South 34 Degrees 39 Minutes 48 Seconds East, a distance of 507.48 feet;

Thence South 00 Degrees 00 Minutes 00 Seconds West on a line parallel to the West line of said Southwest Quarter, a distance of 100.00 feet;

Thence North 90 Degrees 00 Minutes 00 Seconds West, a distance of 1279.00 feet to the Point of Beginning.