

**MEMORANDUM OF
SOLAR ENERGY FACILITY
LEASE AND EASEMENT AGREEMENT**

Exhibit A-1

Legal Description of the Land

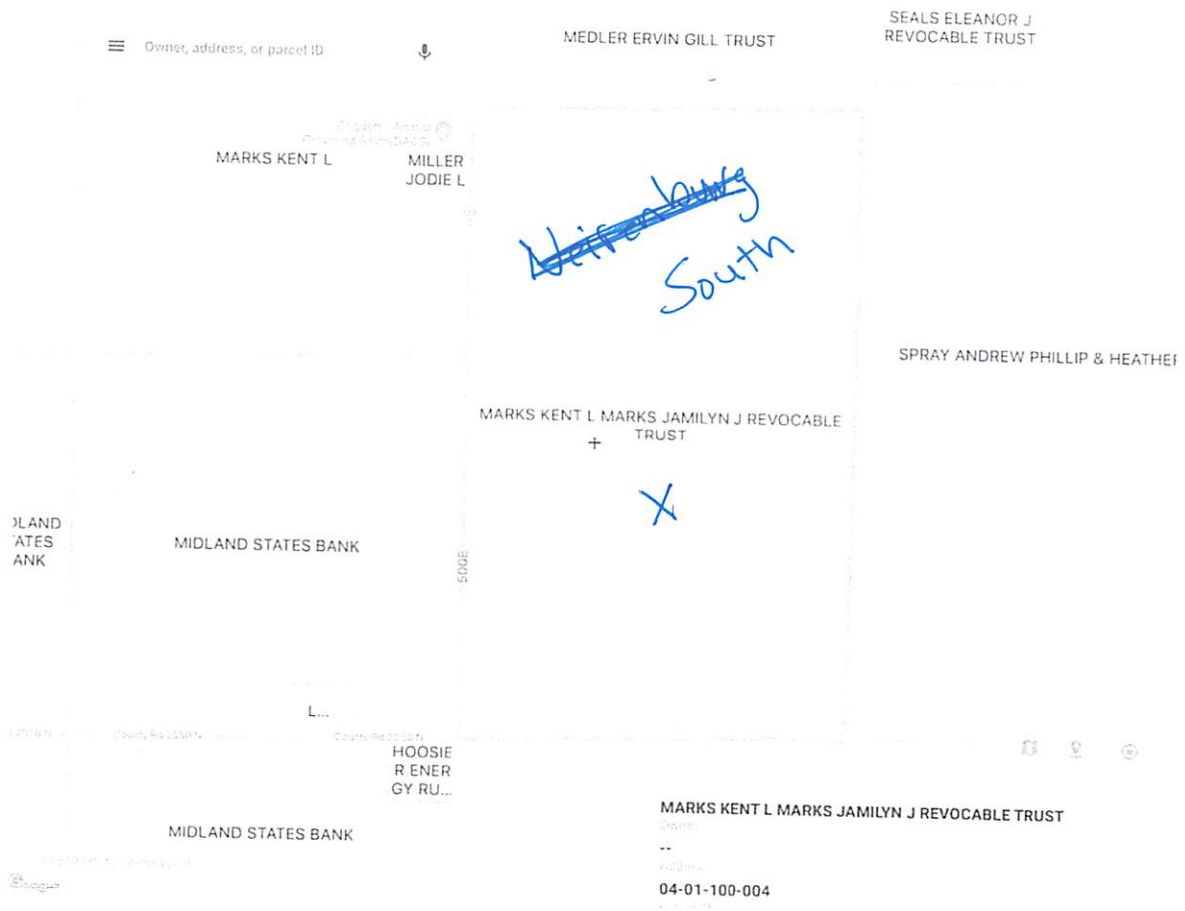
Real property in Edwards County, State of Illinois, legally described as:

Parcel #1 ID: 04-01-100-004 (66.29 acres)

Parcel #1 Legal Description:

The West Half of the Northwest Quarter of Section 1, Township 1 North, Range 10 East of the Third Principal Meridian, Edwards County, Illinois, less and excepting the north 495 feet thereof.

Parcel #1 Map:

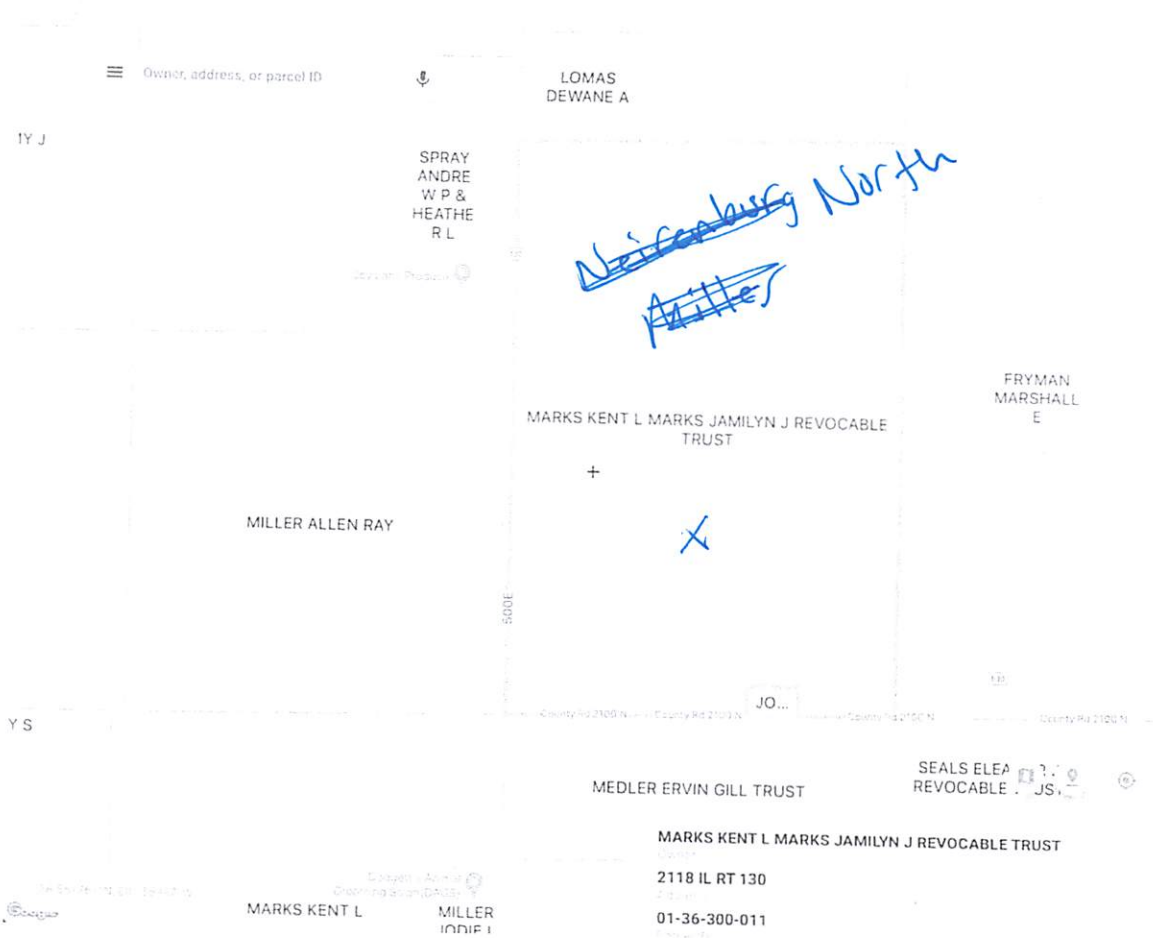


Parcel #2 ID: 01-36-300-011 (58.77 Acres)

Parcel #2 Legal Description:

The South Half of the Northwest Quarter of the Southwest Quarter and the Southwest Quarter of the Southwest Quarter, all in Section 36, Township 2 North, Range 10 East of the Third Principal Meridian, Edwards County, Illinois, EXCEPTING Beginning at the Southeast corner of the Southwest Quarter of the Southwest Quarter of Section 36, Township 2 North, Range 10 East, thence West along the South line of the said Southwest Quarter of the Southwest Quarter for a distance of 333 feet to a point of beginning; thence North 103 feet, thence West 175 feet, thence South 103 feet, thence East 175 feet to the point of beginning, containing 0.4 acres, more or less, situated in the County of Edwards in the State of Illinois.

Parcel #2 Map:



**SOLAR ENERGY FACILITY
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Schedule 1

Development Period Payments

Year 1: A one-time payment of Seven Thousand Five Hundred Dollars (\$7,500.00).
Year 2: A one-time payment of Seven Thousand Six Hundred Fifty Dollars (\$7,650.00).
Year 3: A one-time payment of Seven Thousand Eight Hundred Dollars (\$7,800.00).

Development Period Payments Extensions

Year 4: A one-time payment of Eight Thousand Dollars (\$8,000.00).
Year 5: A one-time payment of Eight Thousand Two Hundred Dollars (\$8,200.00).

Construction Payment

Upon the start of construction, a one-time payment of Twenty Thousand Dollars (\$20,000.00) for each parcel constructed upon.

Operating Rent

Two Thousand Five Hundred Dollars (\$2,500.00) per acre, escalating at a rate of 3.0% per year, multiplied by the number of acres on the Premises (see Exhibit A-2 for total acres) occupied by Solar Facilities during the applicable Lease Year, as more fully described in the table below.

Year 1	\$2,500	Rent
Year 2	\$2,575	Rent
Year 3	\$2,652	Rent
Year 4	\$2,732	Rent
Year 5	\$2,814	Rent
Year 6	\$2,898	Rent
Year 7	\$2,985	Rent
Year 8	\$3,075	Rent
Year 9	\$3,167	Rent
Year 10	\$3,262	Rent
Year 11	\$3,360	Rent
Year 12	\$3,461	Rent
Year 13	\$3,564	Rent
Year 14	\$3,671	Rent
Year 15	\$3,781	Rent
Year 16	\$3,895	Rent
Year 17	\$4,012	Rent
Year 18	\$4,132	Rent
Year 19	\$4,256	Rent
Year 20	\$4,384	Rent

Year 22	\$4,651	Rent
Year 23	\$4,790	Rent
Year 24	\$4,934	Rent
Year 25	\$5,082	Rent
Year 26	\$5,234	Rent
Year 27	\$5,391	Rent
Year 28	\$5,553	Rent
Year 29	\$5,720	Rent
Year 30	\$5,891	Rent
Year 31	\$6,068	Rent
Year 32	\$6,250	Rent
Year 33	\$6,438	Rent
Year 34	\$6,631	Rent
Year 35	\$6,830	Rent

Renewal Rent

Seven Thousand Thirty-Five Dollars (\$7,035.00) per acre, escalating at a rate of 3.0% per year, multiplied by the number of acres on the Premises occupied by Solar Facilities during the applicable Lease Year, as more fully described in the table below.

Year 1	\$7,035	Rent
Year 2	\$7,246	Rent
Year 3	\$7,463	Rent
Year 4	\$7,687	Rent
Year 5	\$7,918	Rent
Year 6	\$8,155	Rent
Year 7	\$8,400	Rent
Year 8	\$8,652	Rent
Year 9	\$8,911	Rent
Year 10	\$9,179	Rent

Upon completion of the construction or installation of any Solar Facilities during any Lease Year, Tenant shall provide Lessor with an as-built drawing prepared by a duly licensed land surveyor or engineer and certifying as to the total number of acres occupied by Solar Facilities constructed by Tenant, which certification shall be used to determine rent payable for such Lease Year.

**SOLAR ENERGY FACILITY
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Exhibit A-1

Legal Description of the Land

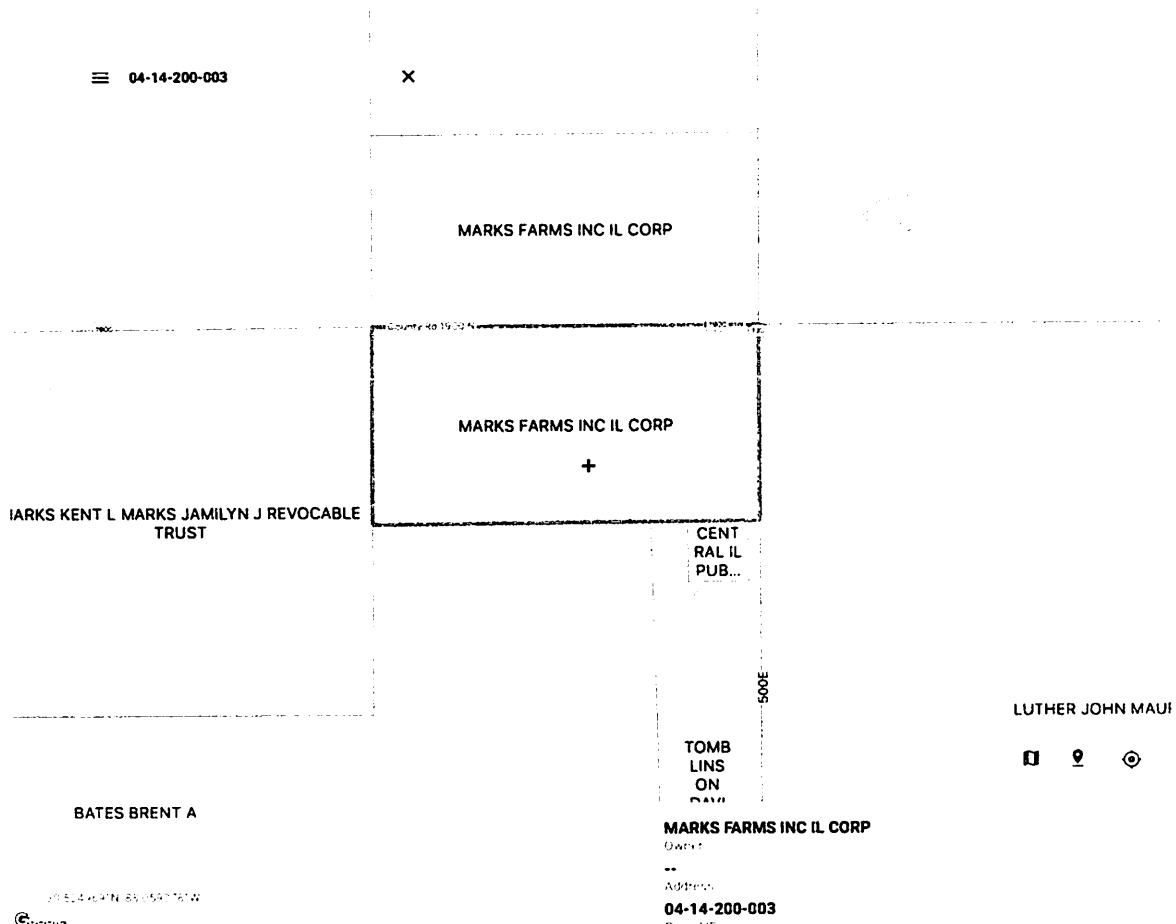
Real property in Edwards County, State of Illinois, legally described as:

Parcel #1 ID: 04-14-200-003 (20.20 Acres)

Parcel #1 Legal Description:

The North Half of the Northeast Quarter of the Northeast Quarter of Section 14, Township 1 North, Range 10 East of the 3rd P.M., containing 20 acres, more or less, situated in Edwards County, Illinois.

Parcel #1 Map:

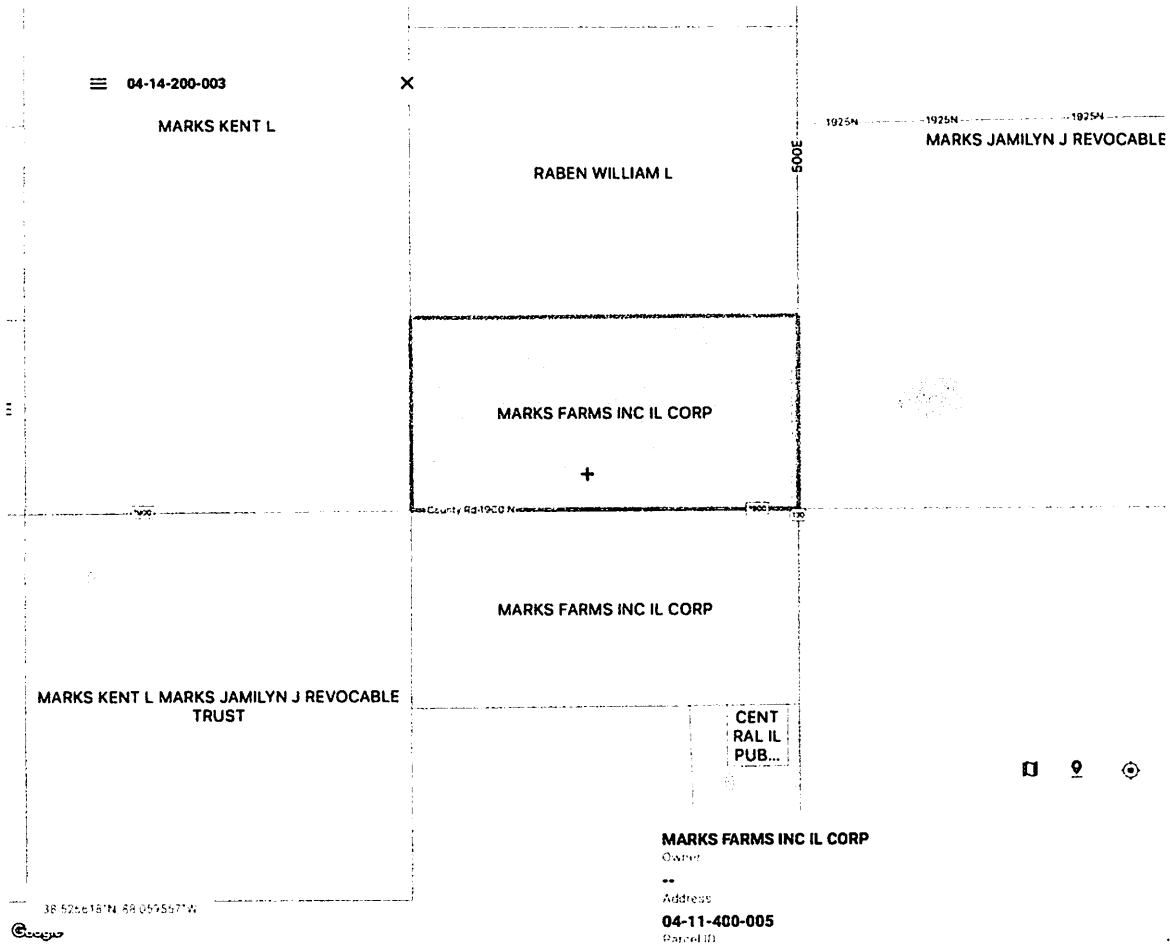


Parcel #2 ID: 04-11-400-005 (20.40 Acres)

Parcel #2 Legal Description:

The South Half of the Southeast Quarter of the Southeast Quarter of Section 11, Township 1 North, Range 10 East of the 3rd P.M., containing 20 acres, more or less, situated in Edwards County, Illinois.

Parcel #2 Map:



**SOLAR ENERGY FACILITY
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Schedule 1

Development Period Payments

Year 1: A one-time payment of Two Thousand Five Hundred Dollars (\$2,500.00).
Year 2: A one-time payment of Three Thousand Dollars (\$3,000.00).
Year 3: A one-time payment of Three Thousand Five Hundred Dollars (\$3,500.00).
Year 4: A one-time payment of Four Thousand Dollars (\$4,000.00).
Year 5: A one-time payment of Four Thousand Five Hundred Dollars (\$4,500.00).

Construction Payment

Upon the start of construction, a one-time payment of Fifteen Thousand Dollars (\$15,000.00).

Operating Rent

Two Thousand Five Hundred Dollars (\$2,500.00) per acre, escalating at a rate of 3.0% per year, multiplied by the number of acres on the Premises (see Exhibit A-2 for total acres) occupied by Solar Facilities during the applicable Lease Year, as more fully described in the table below.

Year 1	\$2,500	Rent
Year 2	\$2,575	Rent
Year 3	\$2,652	Rent
Year 4	\$2,732	Rent
Year 5	\$2,814	Rent
Year 6	\$2,898	Rent
Year 7	\$2,985	Rent
Year 8	\$3,075	Rent
Year 9	\$3,167	Rent
Year 10	\$3,262	Rent
Year 11	\$3,360	Rent
Year 12	\$3,461	Rent
Year 13	\$3,564	Rent
Year 14	\$3,671	Rent
Year 15	\$3,781	Rent
Year 16	\$3,895	Rent
Year 17	\$4,012	Rent
Year 18	\$4,132	Rent
Year 19	\$4,256	Rent
Year 20	\$4,384	Rent
Year 21	\$4,515	Rent
Year 22	\$4,651	Rent
Year 23	\$4,790	Rent
Year 24	\$4,934	Rent

Year 25	\$5,082	Rent
Year 26	\$5,234	Rent
Year 27	\$5,391	Rent
Year 28	\$5,553	Rent
Year 29	\$5,720	Rent
Year 30	\$5,891	Rent
Year 31	\$6,068	Rent
Year 32	\$6,250	Rent
Year 33	\$6,438	Rent
Year 34	\$6,631	Rent
Year 35	\$6,830	Rent

Renewal Rent

Seven Thousand Thirty-Five Dollars (\$7,035.00) per acre, escalating at a rate of 3.0% per year, multiplied by the number of acres on the Premises occupied by Solar Facilities during the applicable Lease Year, as more fully described in the table below.

Year 1	\$7,035	Rent
Year 2	\$7,246	Rent
Year 3	\$7,463	Rent
Year 4	\$7,687	Rent
Year 5	\$7,918	Rent
Year 6	\$8,155	Rent
Year 7	\$8,400	Rent
Year 8	\$8,652	Rent
Year 9	\$8,911	Rent
Year 10	\$9,179	Rent

Upon completion of the construction or installation of any Solar Facilities during any Lease Year, Tenant shall provide Lessor with an as-built drawing prepared by a duly licensed land surveyor or engineer and certifying as to the total number of acres occupied by Solar Facilities constructed by Tenant, which certification shall be used to determine rent payable for such Lease Year.