

August 8, 2014

Cathy Amonett, Superintendent
O'Donnell Independent School District
P.O. Box 487
O'Donnell, Texas 79351

Susan Combs, Comptroller
Texas Comptroller of Public Accounts
P.O. Box 13528, Capitol Station
Austin, Texas 78711-3528

Marquita Scott, Chief Appraiser
Lynn County Appraisal District
P. O. Box 789
Tahoka, Texas 79373-0789

**NOTICE OF PARTIAL ASSIGNMENT OF
AGREEMENT FOR LIMITATION ON APPRAISED VALUE**

NOTICE IS HEREBY GIVEN, pursuant to Section 8.4 of that certain Amended Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes, dated October 16, 2012 (the "Agreement") between O'Donnell Independent School District and Stephens Ranch Wind Energy, LLC ("SRWE I"), that SRWE I has assigned certain of SRWE I's rights and obligations under the Agreement to Stephens Ranch Wind Energy II, LLC ("SRWE II"), effective as of August 8, 2014 (the "Effective Date").

The Agreement benefits each of (i) a wind energy conversion facility of approximately 211 MW located in Borden and Lynn Counties, Texas, being developed by SRWE I (the "SRWE I Project") and (ii) a wind energy conversion facility of approximately 165 MW located in Lynn County, Texas, being developed by SRWE II (the "SRWE II Project").

On or about the Effective Date, SRWE I and SRWE II entered into that certain Second Supplement to Assignment and Assumption Agreement, pursuant to which SRWE I conveyed, assigned, transferred, sold and granted all its rights and obligations under the Agreement associated with the SRWE II Project to SRWE II, and pursuant to which SRWE II assumed and agreed to perform and pay all the terms, covenants, obligations, liabilities and conditions of SRWE I under the Agreement associated with the SRWE II Project existing as of the Effective Date. The locations of each of the SRWE I Project and the SRWE II Project are described in Exhibit "A" attached hereto.

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SRWE II is headquartered in Greenwich, Connecticut and its current address and contact information is:

Stephens Ranch Wind Energy II, LLC
c/o Starwood Energy Group Global, Inc.
591 W. Putnam Avenue
Greenwich, CT 06830
Attention: Himanshu Saxena
Tel: (203) 422-7878
Fax: (203) 422-7879
Texas Taxpayer Identification Number: 32052464057

This Notice of Partial Assignment of Agreement for Limitation on Appraised Value constitutes the Notice required under Section 8.4 of the Agreement.

[Remainder of Page Intentionally Left Blank]

This Notice of Partial Assignment of Agreement for Limitation on Appraised Value
is given as of the date first above written.

STEPHENS RANCH WIND ENERGY, LLC,
a Delaware limited liability company

By: Himanshu Saxena
Its: Himanshu Saxena
Managing Director

57070080.3

Exhibit A

[Description of SRWE Project Locations]

AREA BOUNDED IN BLUE
LINE IS LEASE LIMIT
FOR SRWE II

The double yellow line is
the Borden/Lynn County Lines
and also separates the
re-investment zones in Borden
and Lynn Counties.
The project is located entirely
within the green highlighted
area and within each
re-investment zone.
There are portions of the SRWE II
project located within the areas
for SRWE I in both Lynn and
Borden Counties, and such
portions are described below.

AREA BOUNDED IN ORANGE
LINE IS LEASE LIMIT
FOR SRWE I

AREA BOUNDED IN ORANGE
LINE IS LEASE LIMIT
FOR SRWE I

SRWE II project in SRWE I areas:
The portion of the SRWE II
project located within the
SRWE I areas in Borden and
Lynn Counties is represented by
the segments of the blue line
crossing those SRWE I areas
(i.e., the area bounded in orange)

Area marked by the black
dotted line within the
orange bounded areas are
the Coleman, Youngblood
and Nance easements
to SRWE I.

