

August 8, 2014

Jimmy Thomas, Superintendent
Borden County Independent School District
P.O. Box 95
Gail, Texas 79738

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

Kristi Harrison, Chief Appraiser
Borden County Appraisal District
P. O. Box 298
Gail, Texas 79738-0298

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

NOTICE IS HEREBY GIVEN, pursuant to Section 8.4 of that certain Agreement for Limitation on Appraised Value of Property for School District Maintenance and Operations Taxes, dated April 21, 2014 (the "Agreement") between Borden County Independent School District ("Borden") 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," and together with the SRWE I Project, the "SRWE Project"). Certain portions of the SRWE Project located in Borden County, Texas will consist of either (i) transmission and substation equipment and facilities to be commonly owned by each of SRWE I and SRWE II (the "Borden Common Facilities") or (ii) transmission and substation equipment and facilities to be solely owned by SRWE II (together with the Borden Common Facilities, the "Borden Facilities"). The portion of the Borden Facilities owned by SRWE II is referred to herein as the "SRWE II Borden Facilities."

On or about the Effective Date, SRWE I and SRWE II entered into that certain Assignment and Assumption Agreement (the "Assignment"), pursuant to which SRWE I conveyed, assigned, transferred, sold and granted all its rights and obligations under the Agreement associated with the SRWE II Borden Facilities 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 Borden Facilities existing as of the Effective Date. The locations of the Borden Facilities related to each of the SRWE I Project and the SRWE II Project are described in Exhibit "A" attached hereto.

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

For purposes of the Assignment, 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**

Himanshu Saxena
By: **Himanshu Saxena**
Its: **Managing Director**

54916875.4

[Signature Page to Notice of Partial Assignment of
Agreement for Limitation on Appraised Value (Borden ISD)]

Exhibit A
[Description of Borden Facilities]

AREA BOUNDED IN BLUE LINE IS LEASE LIMIT FOR SRWE II

AREA BOUNDED IN ORANGE LINE IS LEASE LIMIT FOR SRWE I

AREA BOUNDED IN ORANGE LINE IS LEASE LIMIT FOR SRWE I

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.

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.

