

WTC 91755 DS
After recording return to:

Melvin D. Ferguson
Attorney at Law
514 Walnut Ave.
Klamath Falls, OR 97601

2014-001511
Klamath County, Oregon
02/21/2014 02:21:49 PM
Fee: \$67.00

**MEMORANDUM OF AMENDMENT
TO GEOTHERMAL LEASE AND AGREEMENT
AND ASSIGNMENT**

THIS MEMORANDUM OF AMENDMENT TO GEOTHERMAL LEASE AND AGREEMENT AND ASSIGNMENT is executed this 20th day of February, 2014, by Russell J. Walsh and Edith G. Walsh, Trustees of the Walsh Family Trust of Klamath County, Oregon, and Klamath Basin Geopower, Inc., a Nevada corporation and Optim, Inc., a Nevada corporation.

1. Lease. A Geothermal Lease and Agreement was executed by and between the Walsh Family Trust as Lessor on January 7, 2011 and Optim, Inc., a Nevada corporation as Lessee on or about January 21, 2011 (the "Lease"). The effective date of the Lease was January 18, 2011. A Memorandum of Geothermal Lease and Agreement was recorded on January 24, 2011 at Volume 2011, page 000855 Klamath County Deed Records. The Memorandum of Geothermal Lease and Agreement was rerecorded on December 3, 2013 at Volume 2013, page 013329, Klamath County Deed Records.

2. Assignment. Pursuant to an Assignment and Assumption of Leases Agreement dated January 19, 2011, Optim, Inc. unconditionally assigned, set over, transferred and conveyed to Klamath Basin Geopower, Inc. all of Optim, Inc.'s rights, title and interest as Lessee under the Lease.

3. Amendment. An amendment to said Lease was executed by the Walsh Family Trust by and through its Trustees, Russell J. Walsh and Edith G. Walsh, and Klamath Basin Geopower, Inc. on February 20th, 2014, but effective January 18, 2011 clarifying the legal description of real property being leased. A legal description of the real property being leased is attached as Exhibit A and by this reference incorporated herein.

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WTC

4. Confirmation of Lessee. The Amendment to Geothermal Lease and Agreement also confirms that the effective date of the original Lease is January 18, 2011.

5. Purpose of Memorandum. The purpose of this Memorandum is to give record notice of Optim, Inc.'s assignment of its Lessee interest in the Lease to Klamath Basin Geopower, Inc.; give notice of the formal amendment to said lease clarifying and correcting the legal description of real property leased, and give notice that the parties confirm and acknowledge that the effective date of the original Lease is January 18, 2011.

Optim, Inc.,
a Nevada corporation

Klamath Basin Geopower, Inc.
a Nevada corporation

By: X
William Honjas, President

By: X
William Honjas, President

Walsh Family Trust

By: Russell J. Walsh Trustee
Russell J. Walsh, Trustee

By: Edith G. Walsh Trustee
Edith G. Walsh, Trustee

STATE OF NEVADA, County of _____) ss.

This instrument was acknowledged before me on _____, 2014, by
William Honjas as President of Optim, Inc.

Notary Public - State of Nevada
My commission expires: _____

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Optim, Inc.,
a Nevada corporation

By: X

William Honjas, President

Klamath Basin Geopower, Inc.
a Nevada corporation

By: X

William Honjas, President

Walsh Family Trust

By: _____

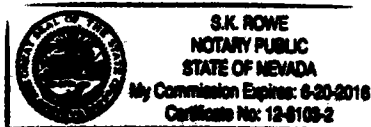
Russell J. Walsh, Trustee

By: _____

Edith G. Walsh, Trustee

STATE OF NEVADA, County of Washoe) ss.

This instrument was acknowledged before me on 2-20-, 2014, by William Honjas as President of Optim, Inc.



S.K. Rowe

Notary Public - State of Nevada

My commission expires: 6-20-2016

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STATE OF NEVADA, County of _____) ss.

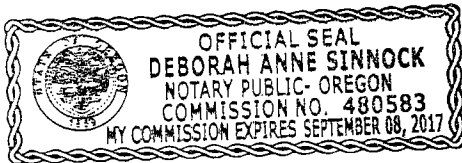
This instrument was acknowledged before me on _____, 2014, by
William Honjas as President of Klamath Basin Geopower, Inc.

Notary Public - State of Nevada

My commission expires: _____

STATE OF OREGON, County of Klamath) ss.

This instrument was acknowledged before me on 2-20-, 2014, by
Russell J. Walsh, Trustee of the Walsh Family Trust.



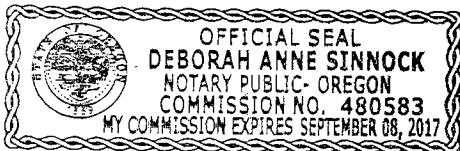
Deborah Sinnock

Notary Public - State of Oregon

My commission expires: 9-8-17

STATE OF OREGON, County of Klamath) ss.

This instrument was acknowledged before me on 2-20-, 2014, by
Edith G. Walsh, Trustee of the Walsh Family Trust.



Deborah Sinnock

Notary Public - State of Oregon

My commission expires: 9-8-17

STATE OF NEVADA, County of _____) ss.

This instrument was acknowledged before me on _____, 2014, by
William Honjas as President of Klamath Basin Geopower, Inc.

Notary Public - State of Nevada

My commission expires: _____

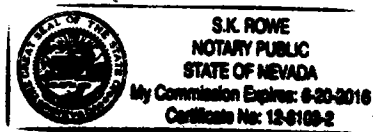
**MEMORANDUM OF AMENDMENT TO GEOTHERMAL
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STATE OF NEVADA, County of Washoe) ss.

This instrument was acknowledged before me on 2-20, 2014, by
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S.K. Rowe
Notary Public - State of Nevada
My commission expires: 6-20-2016

STATE OF OREGON, County of Klamath) ss.

This instrument was acknowledged before me on _____, 2014, by
Russell J. Walsh, Trustee of the Walsh Family Trust.

Notary Public - State of Oregon
My commission expires: _____

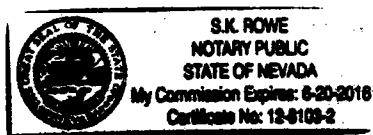
STATE OF OREGON, County of Klamath) ss.

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EXHIBIT "A"
LEGAL DESCRIPTION

Parcel 1:

The S1/2 of the NW1/4 of Section 25, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon

Parcel 2:

The SE1/4 of the NE1/4 of Section 26, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon.

EXCEPTING THEREFROM that portion conveyed to United States of America by Deed recorded in Deed Volume 45 at page 24.

ALSO EXCEPTING THEREFROM the following described tract of land:

Beginning at a spike in the County Road on the East quarter corner of said Section 26; thence North 0°16' East along the East line of said Section 26 a distance of 292.0 feet; thence West parallel with the East-West centerline of said Section 26 a distance of 30.0 feet to an iron pin on the West boundary of the County Road; thence North a distance of 25 feet; thence West a distance of 632.35 feet to an iron pin on the East bank of Klamath Irrigation Drainage Ditch Drain 1-C; thence South 0°55' East along the East bank of said drain a distance of 292.1 feet to an iron pin on the East-West centerline of said Section 26; thence East along the centerline a distance of 626.85 feet to an iron pin on the West boundary of the County Road; thence continuing East a distance of 30.0 feet, more or less, to the point of beginning.

Parcel 3:

A Tract of land situated in the SW1/4NE1/4 of Section 26, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, being a portion of the tract of land described in recorded Contract, Deed Volume M76 at page 13093 of Klamath County Deed Records, being more particularly described as follows:

Beginning at a 5/8 inch iron pin with plastic cap on the East line of said SW1/4NE1/4, and being South 45° 10' 13" West 1885.21 feet and South 00° 03' 51" West 750 feet from the Northeast corner of said Section 26; thence South 00° 03' 51" West 576.28 feet to the Southeast corner of said SW1/4NE1/4; thence South 89° 59' 39" West along the south line of said SW1/4 NE1/4, 778.77 feet to the southeast corner of that tract of land described in Deed Volume 272 at page 310 of said Klamath County deed Records; thence North 21° 54' 13" West (North 21° 30' 15" West by said Deed Volume 272 at page 310), along the easterly line of said Deed Volume 272, page 310, 620.59 feet to a 5/8 inch iron pin with plastic cap, said iron pin being South 00° 03' 51" West 750.00 feet from the North line of said SW1/4NE1/4; thence North 89° 59' 04" East 1010.93 feet to the point of beginning.