

Recording Requested by and)
When Recorded Mail to:)
)
Evelyn M. Kim)
Foley & Lardner LLP)
One Maritime Plaza)
Suite 600)
San Francisco, CA 94111)
)

Space above for Recorder's Use

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (this “**Memorandum**”) is made and effective as of March 11, 2008, by and between LOS ANGELES COMMUNITY COLLEGE DISTRICT, f/k/a Los Angeles City Junior College District of Los Angeles County, a political subdivision of the State of California, with an address at 770 Wilshire Boulevard, Los Angeles, California 90017 (“**Landlord**”), and MMA LA POWER L.P., a Delaware limited partnership, with an address at c/o MMA Renewable Ventures, LLC, 44 Montgomery Street, Suite 2400, San Francisco, California 94104 (“**Lessee**”).

RECITALS:

A. Landlord and Chevron Energy Solutions Company, a division of Chevron U.S.A., Inc., a Pennsylvania corporation (“**CES**”) entered into that certain Solar Services and Site Lease Agreement dated April 13, 2007 (the “**Lease**”), pursuant to which Landlord leased to CES a portion of the real property situated in the City of Monterey Park, Los Angeles County, California, as more particularly described on **Exhibit A** attached hereto and hereby made a part hereof (the “**Premises**”), which Premises is depicted on **Exhibit B** attached hereto and hereby made a part hereof (the “**Premises Site Plan**”), all on and subject to the terms, covenants and conditions contained in the Lease.

B. Pursuant to that certain Consent and Assignment Agreement dated July 2, 2007, by and among CES, Landlord and Lessee, CES assigned its interest under the Lease to Lessee.

C. Pursuant to the Lease, Lessee plans to install or have installed and to operate a photovoltaic power system with the specifications described on **Exhibit C** attached hereto and hereby made a part hereof (the “**System**”).

D. Landlord and Lessee desire to enter into this Memorandum, and to record the same in the public land records of the county in which the Premises is located, for the purpose of giving public record notice of the Lease pertaining to the Premises and Premises Site Plan, and acknowledgement of Lessee’s exclusive ownership of the System.

ACKNOWLEDGEMENTS AND AGREEMENTS:

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby acknowledge and agree as follows:

1. Lease. The parties now enter into this Memorandum, and the same shall be recorded in the public land records of the county in which the Property is located, for the purpose of giving public record notice of the Lease and Lessee's exclusive ownership of the System.

2. Term. The initial term of the Lease is for twenty (20) years and includes an option for renewal.

3. Effect of Lease. This Memorandum is subject, in all respects, to the Lease and the terms and provisions thereof. Neither this Memorandum nor any term or provision hereof shall limit, alter, vary, modify, or amend, in any manner or respect, the Lease or any term or provision thereof.

4. Counterparts. This Memorandum may be executed in one or more counterparts, each of which shall be an original and all of which together shall be a single instrument.

[Signature Pages Follow]

LESSEE:

MMA LA POWER, L.P., a Delaware limited partnership

By: MMA Solar Project GP, Inc., a Delaware corporation, its general partner

By: _____
Name: Matthew Cheney
Title: President

ACKNOWLEDGEMENT

STATE OF _____)
) SS.
COUNTY OF _____)

On _____, 2008, before me, _____ a Notary Public in and for the State of _____, personally appeared Matthew Cheney, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Signature)

(Space above for official notarial seal)

**EXHIBIT A
TO
MEMORANDUM OF LEASE**

LEGAL DESCRIPTION

PARCEL 1:

THAT PORTION OF THE WEST HALF OF SECTION 33 AND THE EAST HALF OF SECTION 32, TOWNSHIP 1 SOUTH, RANGE 12 WEST, S. B. B. & M., IN THE RANCHO REPETTO, AS PER MAP RECORDED IN BOOK 759 PAGE 21 OF DEEDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE CURVED NORTHEASTERLY LINE OF BROOKLYN AVENUE, AN 80 FEET STREET AS NOW ESTABLISHED, SAID CURVE BEING CONCAVE TO THE SOUTHWEST WITH A RADIUS OF 2700 FEET, AND SAID POINT BEING THE MOST WESTERLY CORNER OF THE TRACT OF LAND DESCRIBED IN THE DEED RECORDED IN BOOK 24417 PAGE 16 OF OFFICIAL RECORDS OF LOS ANGELES COUNTY, A RADIAL TO THE SAID POINT OF BEGINNING BEARS NORTH 22° 06' 07" EAST; THENCE NORTHWESTERLY ALONG SAID NORTHEASTERLY LINE OF BROOKLYN AVENUE AN ARC DISTANCE OF 891.87 FEET TO A POINT, A RADIAL TO SAID POINT BEARS NORTH 3° 10' 33" EAST; THENCE NORTH 0° 10' 35" EAST 1270.15 FEET TO A POINT IN CURVE CONCAVE TO THE SOUTHWEST WITH A RADIUS OF 1000 FEET, A RADIAL TO SAID POINT BEARS NORTH 8° 35' 13" EAST; THENCE SOUTHEASTERLY ALONG SAID CURVE AN ARC DISTANCE OF 235.88 FEET TO THE POINT OF TANGENCY, A RADIAL TO SAID POINT OF TANGENCY BEARS NORTH 22° 06' 07" EAST; THENCE SOUTH 67° 53' 53" EAST 1116.32 FEET TO THE MOST NORTHERLY CORNER OF THE TRACT OF LAND DESCRIBED IN SAID DEED, SAID MOST NORTHERLY CORNER BEING THE BEGINNING OF A CURVE CONCAVE TO THE SOUTHWEST AND HAVING A RADIUS OF 3760 FEET, A RADIAL THROUGH SAID MOST NORTHERLY CORNER BEARS NORTH 22° 06' 07" EAST, SAID RADIAL BEING THE NORTHWESTERLY LINE OF THE TRACT OF LAND DESCRIBED IN SAID DEED; THENCE SOUTH 22° 06' 07" WEST 1060 FEET ALONG SAID RADIAL TO THE POINT OF BEGINNING.

PARCEL 2:

THAT PORTION OF SECTION 32, TOWNSHIP 1 SOUTH, RANGE 12 WEST, S. B. M., ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND, ON FILE IN THE BUREAU OF LAND MANAGEMENT, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEASTERLY CORNER OF LOT 12 OF TRACT NO. 12791, AS PER MAP RECORDED IN BOOK 272 PAGES 3 AND 4 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY; THENCE NORTH 0° 10' 20" EAST,

ALONG THE EASTERLY LINE OF SAID LOT, A DISTANCE OF 1250.77 FEET, MORE OR LESS, TO THE NORTHEASTERLY CORNER OF SAID LOT; THENCE SOUTH 89° 54' 25" EAST 657.10 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 89° 54' 25" EAST 263.69 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 1970 FEET; THENCE EASTERLY, ALONG SAID CURVE, 264.71 FEET, MORE OR LESS, TO THE WESTERLY LINE OF THE LAND FIRST DESCRIBED IN DEED TO LOS ANGELES CITY JUNIOR COLLEGE DISTRICT OF LOS ANGELES COUNTY, RECORDED AS INSTRUMENT NO. 568 ON APRIL 8, 1949 IN BOOK 29790 PAGE 313, OFFICIAL RECORDS OF SAID COUNTY; THENCE SOUTH 0° 10' 35" WEST, ALONG SAID WESTERLY LINE, 1233.99 FEET, MORE OR LESS, TO A POINT IN THE NORTHERLY LINE OF BROOKLYN AVENUE, 80 FEET WIDE, AS DESCRIBED IN DEEDS RECORDED IN BOOK 12265 PAGE 22, AND BOOK 12331 PAGE 328, OFFICIAL RECORDS, OF SAID COUNTY, A RADIAL LINE OF THE CURVE IN SAID NORTHERLY LINE BEARS SOUTH 3° 10' 33" WEST FROM SAID LAST MENTIONED POINT; THENCE WESTERLY, ALONG SAID NORTHERLY LINE, ON A CURVE, CONCAVE, TO THE SOUTH, HAVING A RADIUS OF 2700 FEET, A DISTANCE OF 153.13 FEET, MORE OR LESS, TO THE END OF SAID CURVE; THENCE SOUTH 89° 55' 35" WEST, ALONG SAID NORTHERLY LINE, 374.39 FEET, MORE OR LESS, TO A POINT WHICH BEARS SOUTH 0° 10' 20" WEST FROM THE TRUE POINT OF BEGINNING; THENCE NORTH 0° 10' 20" EAST 1248.86 FEET, MORE OR LESS, TO THE TRUE POINT OF BEGINNING.

PARCEL 3:

THAT PORTION OF SECTION 32, TOWNSHIP 1 SOUTH, RANGE 12 WEST, S. B. M., ACCORDING TO THE OFFICIAL PLAT OF THE SURVEY OF SAID LAND, ON FILE IN THE BUREAU OF LAND MANAGEMENT, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEASTERLY CORNER OF LOT 12 OF TRACT NO. 12791, AS PER MAP RECORDED IN BOOK 272 PAGES 3 AND 4 OF MAPS, RECORDS OF SAID COUNTY; THENCE NORTH 0° 10' 20" EAST, ALONG THE EASTERLY LINE OF SAID LOT, A DISTANCE OF 1250.77 FEET, MORE OR LESS, TO THE NORTHEASTERLY CORNER OF SAID LOT; THENCE SOUTH 89° 54' 25" EAST 920.79 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE TO THE SOUTH HAVING A RADIUS OF 1970 FEET, SAID BEGINNING OF CURVE BEING HEREINAFTER REFERRED TO AS "POINT A"; THENCE EASTERLY ALONG SAID CURVE, 264.71 FEET, MORE OR LESS, TO A POINT IN THE WESTERLY LINE OF THE LAND FIRST DESCRIBED IN DEED TO LOS ANGELES CITY JUNIOR COLLEGE DISTRICT OF LOS ANGELES COUNTY, RECORDED AS INSTRUMENT NO. 568 ON APRIL 8, 1949 IN BOOK 29790 PAGE 313, OF OFFICIAL RECORDS OF SAID COUNTY, SAID LAST MENTIONED POINT BEING THE TRUE POINT OF BEGINNING; THENCE WESTERLY, ALONG SAID CURVE, 264.71 FEET, MORE OR LESS, TO THE HEREINBEFORE MENTIONED, "POINT A"; THENCE NORTH 89° 54' 25" WEST 263.69 FEET; THENCE NORTH 0° 10' 20" EAST 30 FEET; THENCE SOUTH 89° 54' 45" EAST 371.55 FEET, MORE OR LESS, TO THE BEGINNING OF A TANGENT CURVE, CONCAVE TO THE SOUTH, HAVING A RADIUS OF 1055.88 FEET, WHICH SAID CURVE, PASSES THROUGH THE NORTHWESTERLY CORNER OF

SAID LAND FIRST DESCRIBED IN SAID DEED; THENCE EASTERLY, ALONG SAID CURVE, 156.65 FEET, MORE OR LESS, TO SAID NORTHWESTERLY CORNER; THENCE SOUTH 0° 10' 35" WEST ALONG THE WESTERLY LINE OF SAID LAND, 36.16 FEET TO THE TRUE POINT OF BEGINNING.

APN: 5251-002-901

**EXHIBIT C
TO
MEMORANDUM OF LEASE**

DESCRIPTION OF THE SYSTEM

Lessee will install a 1190 kWp Photovoltaic Panel System at the Los Angeles Community College District (LACCD) East Los Angeles College (ELAC) campus. The System will consist of: 5952 multicrystal photovoltaic panels on eight steel carport structures constructed on the Northwest parking lot on campus, plus associated electrical equipment and monitoring devices.