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**Land's End Corporation**

3042 Concession 3 Adjala  
RR1, Hockley Valley  
Palgrave, Ontario  
L0N 1P0



## Memorandum of Understanding (the "MOU")

**1. Parties:** Dan Elliott Construction, RR2, Ohsweken, Ontario N0A 1M0 (the "Contractor") and Grand Valley Wind Farms Inc. (the "Developer")

**2. Project:** Ashton Ridge Golf Course, East Luther Grand Valley Township (the "Project")

**3. Scope:** The Project shall consist of a minimum of six (6), up to a maximum of twenty-four (24), wind turbines infrastructure excavations to include foundation excavation and backfill, service road construction and electrical conduit trenching.

**4. Contract Preference:** Subject to the receipt by the Developer of all government approvals (including, without limitation, municipal, provincial, federal and First Nations) in time to undertake construction of Phase I of the Project (up to a maximum of twelve (12) wind turbines), on or before June 1, 2007:

- 1) Conditional on the Contractor assisting the Developer to obtain required Six Nations "Clearance Certificate(s)" for the Project;
- 2) The Developer will accord bidding preference to the Contractor for the contract for a minimum of six turbine foundations for Phase I (the "Contract"), which shall include the service road and conduit trenching at the mean price between the highest and lowest qualified bidders on the same terms and construction completion conditions as the alternative bidding contractors; and
- 3) In the event that Phase II is commenced by June 1, 2008, the Developer will provide a Contract to the Contractor, for all of the turbine foundations, service road and conduit trenching at the mean price between the highest and lowest qualified bidders on the same terms and construction completion conditions as the alternative bidding contractors.

**5. Negotiation Confidentiality:** By accepting the terms of this MOU, the Contractor shall not disclose the terms and provisions of the proposed Contract or information relating thereto and all activities and business dealings of the Developer and the Project under or in connection with a proposed Contract (the "Confidential Information"), except as generally available to and known by the public (other than as a result of disclosure directly or indirectly by a party in breach of this Agreement).

**6. Binding Agreement:** It is the intention that the Parties shall negotiate and execute the Contract on terms and conditions acceptable to the Parties no later than May 31, 2007.

AGREED to in the City of \_\_\_\_\_, Province of Ontario, this \_\_\_\_ day of January, 2007

Grand Valley Wind Farms Inc.

Dan Elliott Construction

\_\_\_\_\_  
J. C. Pennie, President  
Authorized Signing Officer

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Dan Elliott, President  
Authorized Signing Officer