

MARSH VALLEY DEVELOPMENT, INC.

5203 South 11th East
Idaho Falls, Idaho 83404

Phone: (208) 522-8069
Fax: (208) 522-8223
e-mail: ted@tsorenson.net

December 8, 2005

Roger Johnson
3369 East Highway 30
McCammon ID 83250

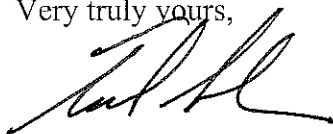
RE: Cutler Ditch

Dear Mr. Johnson:

Marsh Valley Development, Inc. owns and controls the hydroelectric plant. We hereby give permission to you to use our penstock and diversion to route water for the Cutler Ditch from the new point of diversion based upon the following conditions:

1. It is understood that the penstock will be shut down as needed by Marsh Valley Development for maintenance of the power plant.
2. That Cutler Ditch pay all costs associated with tapping into our penstock, both initial and maintenance, and maintain the river crossing in good working order, i.e. without leaks.

Very truly yours,



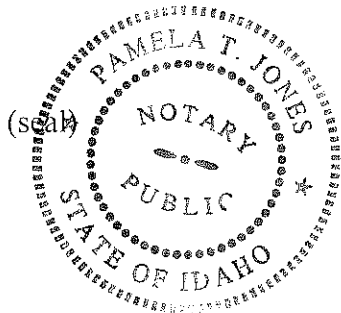
Ted S. Sorenson

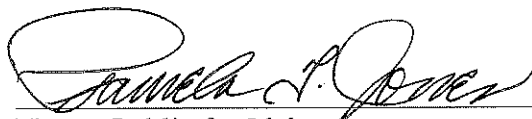
TSS/ptj

STATE OF IDAHO)
)ss.
County of Bonneville)

On the 8th day of December, 2005, before me, the undersigned, a notary public, in and for said State, personally appeared Ted S. Sorenson known or identified to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, the day and year in this certificate first above written.





Notary Public for Idaho
Residing at Idaho Falls, Idaho
My Commission Expires: 11/01/2006