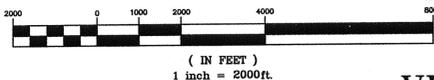


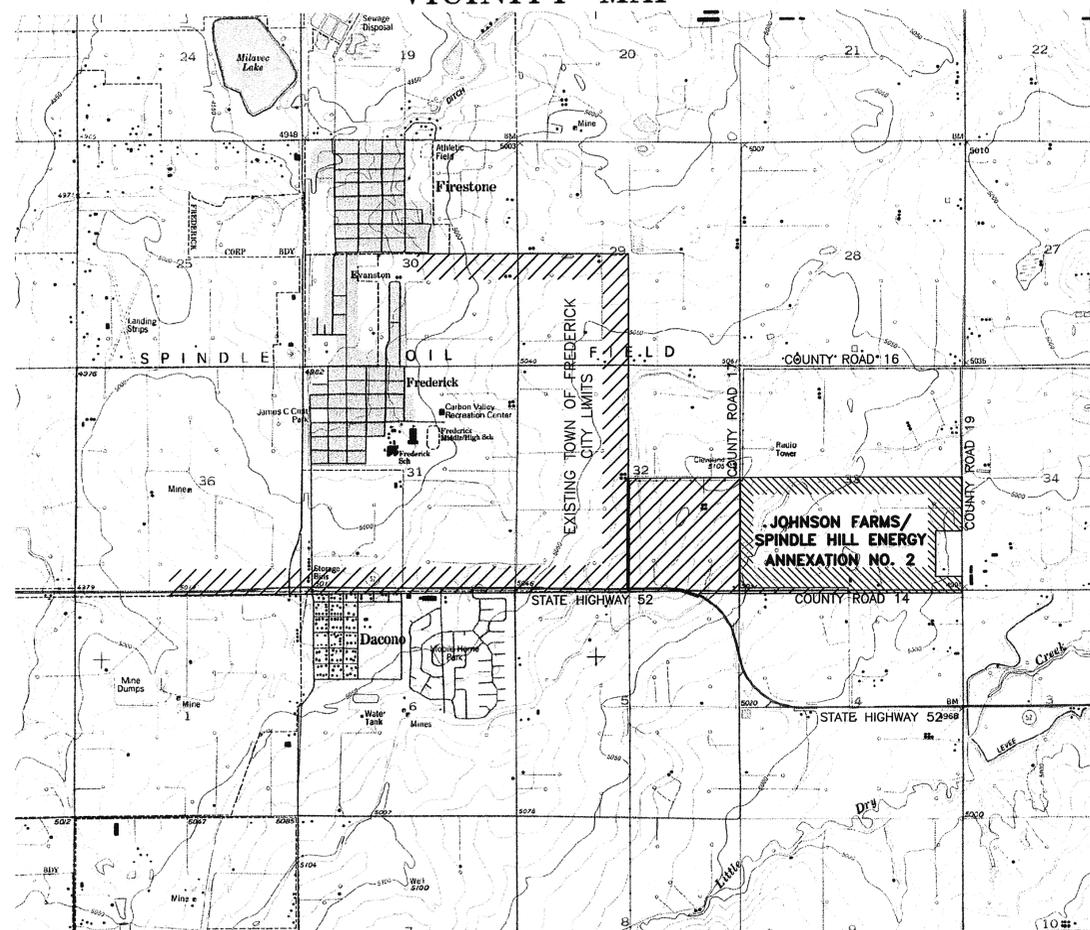


GRAPHIC SCALE



3408520 06/02/2006 04:02P Weld County, CO
1 of 2 R 21.00 D 0.00 Steve Moreno Clerk & Recorder

VICINITY MAP



NOTES:

1. THE SUBJECT PARCEL TO BE ANNEXED SATISFIES THE 1/6th CONTIGUITY REQUIREMENT AS FOUND IN THE STATE STATUTES. THE PERIMETER OF THE PARCEL TO BE ANNEXED IS 19,443.8 FEET HAVING 5245.3 FEET CONTIGUOUS WITH THE CURRENT TOWN OF FREDERICK BOUNDARY, SATISFYING THE MINIMUM REQUIREMENT OF AT LEAST 3,240.6 FEET FOR THIS PARCEL.
2. THE BASIS OF BEARINGS FOR THIS SURVEY IS THE NORTH LINE OF THE SOUTH HALF OF SECTION 33, TOWNSHIP 2 NORTH, RANGE 67 WEST OF THE 6th PM BEARING NORTH 89°51'36" EAST FROM A FOUND 2" ALUMINUM CAP STAMPED "ALPHA ENGRG 1995" AT THE WEST QUARTER CORNER 5244.77 FEET TO A FOUND 2.5" ALUMINUM CAP IN A RANGE BOX STAMPED "PLS 12330" AT THE EAST QUARTER CORNER OF SAID SECTION 33.
3. THIS SURVEY DOES NOT CONSTITUTE A TITLE SEARCH OF PUBLIC OR PRIVATE RECORDS BY DAVID EVANS AND ASSOCIATES, INC. FOR THE DISCOVERY OR DETERMINATION OF TITLE, OWNERSHIP, RIGHTS-OF-WAY, EASEMENTS OR OTHER ENCUMBRANCES, DAVID EVANS AND ASSOCIATES, INC. RELIED UPON TITLE COMMITMENT NO. 32817-REVISION NO. 4 DATED APRIL 14, 2006 PREPARED BY LONGMONT TITLE HOLDINGS, INC.
4. THE SUBJECT PARCEL LIES WITHIN ZONE C, "AREAS OF MINIMAL FLOODING" ACCORDING TO THE FEDERAL EMERGENCY MANAGEMENT AGENCY'S FLOOD INSURANCE RATE MAP PANEL NO.'S 080266-0863 C AND 0864 C, DATED SEPTEMBER 28, 1982.

MINERAL RIGHTS:

ACCORDING TO THE MINERAL OWNERSHIP REPORT PROVIDED THE SURFACE RIGHTS TO MINERALS LOCATED IN THE SOUTH HALF OF SECTION 33 ARE AS FOLLOWS.

SUSAN JOHNSON TROUDT & GLENN TROUDT, INDIVIDUALLY AND JOINTLY HAVE A 33.33% INTEREST. (SUCCESSOR IN INTEREST TO JAMES S. HALEY, TRUSTEE OF THE CARL E. JOHNSON TRUST)

MARIAN J. BOTINELLI (DECEASED) INDIVIDUALLY AND JOINTLY HAVE A 33.33% INTEREST. (SUCCESSOR IN INTEREST TO JAMES S. HALEY, TRUSTEE OF THE CARL E. JOHNSON TRUST)

CARLA JOHNSON HOBBS AND ALAN L. HOBBS, INDIVIDUALLY AND JOINTLY HAVE A 33.34% INTEREST. (SUCCESSOR IN INTEREST TO JAMES S. HALEY, TRUSTEE OF THE CARL E. JOHNSON TRUST)

TOGETHER WITH THE FOLLOWING HAVING A LEASEHOLD INTEREST

KERR-McGEE ROCKY Mtn CORPORATION FOR THE SOUTHEAST QUARTER OF SECTION 33 AND

KP KAUFMANN FOR THE SOUTHWEST QUARTER OF SECTION 33.

JOHNSON FARMS/SPINDLE HILL ENERGY ANNEXATION NO. 2

TO THE TOWN OF FREDERICK, COLORADO
 A PART OF THE SOUTH HALF OF SECTION 33, TOWNSHIP 2 NORTH, AND SECTION 4,
 TOWNSHIP 1 NORTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN
 COUNTY OF WELD, STATE OF COLORADO
 CONTAINING 305.48 ACRES MORE OR LESS
 SHEET 1 OF 2

CERTIFICATE OF OWNERSHIP EXCEPT THAT PORTION OF RIGHT-OF-WAY LOCATED IN SECTION 4 AND 5, TOWNSHIP 1 NORTH, RANGE 67 WEST

KNOW ALL MEN BY THESE PRESENTS THAT SUSAN J. TROUDT, THE ESTATE OF MARIAN J. BOTINELLI (DECEASED), CARLA JOHNSON HOBBS, SPINDLE HILL ENERGY, LLC AND WELD COUNTY BEING THE OWNER(S), MORTGAGEE OR LIENHOLDER OF CERTAIN LANDS IN THE TOWN OF FREDERICK, COLORADO DESCRIBED AS FOLLOWS:

A PORTION OF THE SOUTHWEST QUARTER AND THE SOUTHWEST QUARTER OF SECTION 33, TOWNSHIP 2 NORTH, RANGE 67 WEST OF THE 6TH P.M. AND A PORTION OF THE NORTHEAST QUARTER AND THE NORTHWEST QUARTER OF SECTION 4, TOWNSHIP 1 NORTH, RANGE 67 WEST OF THE 6TH P.M. COUNTY OF WELD, STATE OF COLORADO,

COMMENCING AT THE NORTHWEST CORNER OF THE SOUTHWEST QUARTER OF SAID SECTION 33;

THENCE ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, NORTH 89°51'36" EAST, A DISTANCE OF 30.00 FEET TO THE EAST RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 17, SAID POINT ALSO BEING THE POINT OF BEGINNING;

THENCE CONTINUING ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER AND ALONG THE NORTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, NORTH 89°51'36" EAST, A DISTANCE OF 5184.77 FEET TO THE WEST RIGHT-OF-WAY OF WELD COUNTY ROAD 19;

THENCE ALONG SAID WEST RIGHT-OF-WAY LINE, SOUTH 00°33'11" EAST, AND ALONG A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, A DISTANCE OF 1419.00 FEET TO THE NORTH LINE OF PARCEL #38 AS DESCRIBED IN DEED RECORDED OCTOBER 29, 1993 AT RECEPTION NO. 2357270;

THENCE ALONG SAID NORTH LINE, SOUTH 89°26'49" WEST, A DISTANCE OF 520.00 FEET TO THE NORTHEAST CORNER OF SAID PARCEL;

THENCE ALONG THE WEST LINE OF SAID PARCEL AND ALONG THE WEST LINE OF PARCEL #39 AND PARCEL #35 DESCRIBED ON SAID DEED, SOUTH 00°33'11" EAST, A DISTANCE OF 868.80 FEET TO THE SOUTHWEST CORNER OF PARCEL #35;

THENCE ALONG THE SOUTH LINE OF SAID PARCEL #35, NORTH 89°26'49" EAST, A DISTANCE OF 520.00 FEET TO THE WEST RIGHT-OF-WAY LINE OF SAID WELD COUNTY ROAD 19;

THENCE ALONG THE WEST RIGHT-OF-WAY LINE, SOUTH 00°33'11" EAST, AND ALONG A LINE 30.00 FEET WEST OF AND PARALLEL WITH THE EAST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, A DISTANCE OF 325.29 FEET TO THE NORTH RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 14;

THENCE SOUTH 00°09'38" EAST, A DISTANCE OF 60.00 FEET TO THE SOUTH RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 14;

THENCE ALONG THE SOUTH RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 14, SOUTH 89°50'22" WEST, AND ALONG A LINE 30.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHEAST QUARTER OF SAID SECTION 4, A DISTANCE OF 2610.11 FEET;

THENCE CONTINUING ALONG THE SOUTH RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 14 SOUTH 89°50'33" WEST, AND ALONG A LINE 30.00 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST QUARTER OF SAID SECTION 4, A DISTANCE OF 40.00 FEET;

THENCE NORTH 00°09'27" WEST, A DISTANCE OF 60.00 FEET TO THE NORTH RIGHT-OF-WAY LINE OF SAID WELD COUNTY ROAD 14;

THENCE ALONG THE NORTH RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 14 SOUTH 89°50'33" WEST, AND ALONG A LINE 30.00 FEET NORTH OF AND PARALLEL WITH THE SOUTH LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, A DISTANCE OF 2570.52 FEET TO THE EAST RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 17;

THENCE ALONG THE EAST RIGHT-OF-WAY LINE OF WELD COUNTY ROAD 17, NORTH 00°13'59" EAST, AND ALONG A LINE 30.00 FEET EAST OF AND PARALLEL WITH THE WEST LINE OF THE SOUTHWEST QUARTER OF SAID SECTION 33, A DISTANCE OF 2614.81 FEET TO THE POINT OF BEGINNING.

HAVE LAID OUT THIS ANNEXATION MAP OF THE ABOVE DESCRIBED LAND UNDER THE NAME AND STYLE OF SPINDLE HILL ENERGY CENTER ANNEXATION NO. 2. THUS DESCRIBED TRACT CONTAINS 305.48 ACRES AS MEASURED, MORE OR LESS, TOGETHER WITH AND SUBJECT TO ALL EASEMENTS AND RIGHTS-OF-WAY EXISTING AND/OR OF PUBLIC RECORD.

EXECUTED THIS 3RD DAY OF MAY, 2006.

CERTIFICATE OF APPROVAL BY THE BOARD OF TRUSTEES

THIS ANNEXATION MAP OF THE "JOHNSON FARMS/SPINDLE HILL ENERGY ANNEXATION NO. 2 TO THE TOWN OF FREDERICK" IS APPROVED AND ACCEPTED BY ORDINANCE NO. 836, PASSED AND ADOPTED AT THE REGULAR (SPECIAL) MEETING OF THE BOARD OF TRUSTEES OF FREDERICK, COLORADO, HELD ON MAY 11, 2006, AND RECORDED ON _____ AT RECEPTION NO. _____, IN THE RECORDS OF THE CLERK AND RECORDER OF WELD COUNTY, COLORADO, BY THE BOARD OF TRUSTEES OF FREDERICK, COLORADO.

ATTEST:
TOWN CLERK



| | | | | | | |
|-----------|--|--|----------------|---------|--------------------------------|-----|
| OWNER | SUSAN J. TROUDT | 14491 WELD CR 5, LONGMONT, CO | (303)-776-6195 | 7/10/06 | ADDRESS CITY COMMENTS | BSS |
| OWNER | CARLA JOHNSON HOBBS | 14491 WELD CR 5, LONGMONT, CO | (303)-776-3200 | 6/14/06 | ADDRESS CITY COMMENTS | BSS |
| OWNER | PERSONAL REPRESENTATIVE OF MARIAN J. BOTINELLI | 14491 WELD CR 5, LONGMONT, CO | (303) 444-9060 | 5/18/06 | ADDRESS CITY COMMENTS | BSS |
| DEVELOPER | SPINDLE HILL ENERGY, LLC | 1 SOUTH WACKER SUITE 2020, CHICAGO, IL | (312)-224-1400 | 5/1/06 | ADDRESS CITY ATTORNEY COMMENTS | BSS |
| ENGINEER | AMEC | 1979 LAKESIDE PARKWAY, STE 500, TUCKER, GA | (770)-668-2524 | 4/3/06 | ADDRESS CITY COMMENTS | BSS |
| SURVEYOR | DAVID EVANS AND ASSOCIATES, INC. | 1331 17th ST, SUITE 900, DENVER, CO | (720) 946-0969 | 3/15/06 | ADDRESS ATTORNEY COMMENTS | BSS |
| | | | | 3/1/06 | ADD EASEMENTS & ROW DEDICATION | BSS |
| | | | | 1/28/06 | PREPARE ANNEXATION MAP | BSS |
| | | | | | DATE | BY |

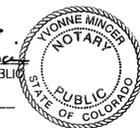
Susan J. Troud
OWNER, MORTGAGEE OR LIENHOLDER

STATE OF COLORADO)
COUNTY OF WELD)

THE FOREGOING CERTIFICATE OF OWNERSHIP WAS ACKNOWLEDGED BEFORE ME BY *Susan Troud* THIS 27 DAY OF July, 2006

WITNESS MY HAND AND SEAL *John Mince* NOTARY PUBLIC

MY COMMISSION EXPIRES 6-30-07



John R. Haley as AIF
OWNER, MORTGAGEE OR LIENHOLDER

STATE OF COLORADO)
COUNTY OF WELD)

THE FOREGOING CERTIFICATE OF OWNERSHIP WAS ACKNOWLEDGED BEFORE ME BY *John Haley* AND _____ THIS 27 DAY OF July, 2006

WITNESS MY HAND AND SEAL *John Mince* NOTARY PUBLIC

MY COMMISSION EXPIRES 6-30-07



Mark Lamm
OWNER, MORTGAGEE OR LIENHOLDER

STATE OF COLORADO)
COUNTY OF WELD)

THE FOREGOING CERTIFICATE OF OWNERSHIP WAS ACKNOWLEDGED BEFORE ME BY *Mark Lamm* AND _____ THIS 27 DAY OF July, 2006

WITNESS MY HAND AND SEAL *John Mince* NOTARY PUBLIC

MY COMMISSION EXPIRES 3-2-10 My Commission Expires 03/02/2010



SURVEYING CERTIFICATE

I, GARY LEAK, A REGISTERED PROFESSIONAL LAND SURVEYOR IN THE STATE OF COLORADO, DO HEREBY CERTIFY THAT THE ANNEXATION MAP SHOWN HEREON IS A CORRECT DELINEATION OF THE ABOVE DESCRIBED PARCEL OF LAND AND THAT AT LEAST ONE-SIXTH (1/6) OF THE PERIPHERAL BOUNDARY OF SAID PARCEL IS CONTIGUOUS TO THE PRESENT BOUNDARY OF THE TOWN OF FREDERICK, 5245.3 FEET CONTIGUOUS, PERIMETER 16,793.3 FEET.

I FURTHER CERTIFY THAT THIS MAP AND LEGAL DESCRIPTION WERE PREPARED UNDER MY PERSONAL SUPERVISION ON THIS 25TH DAY OF JULY, 2006



PLANNING COMMISSION CERTIFICATE

APPROVED BY THE FREDERICK PLANNING COMMISSION THIS 4th DAY OF May, 2006

Kathy Larson
CHAIRMAN
PLANNING COMMISSION SECRETARY

RECORDER'S CERTIFICATE

STATE OF COLORADO
COUNTY OF WELD
I HEREBY CERTIFY THAT THIS INSTRUMENT WAS FILED FOR RECORD IN

MY OFFICE ON THE _____ DAY OF _____, 2006

AT _____ O'CLOCK _____ M., FILE _____ MAP _____

RECEPTION NUMBER _____

CLERK AND RECORDER

BY: _____



DAVID EVANS AND ASSOCIATES, INC.
1331 17th Street, Suite 900
Denver, CO
Tel: 720-946-0969
Fax: 720-946-0973
Engineers • Surveyors • Planners

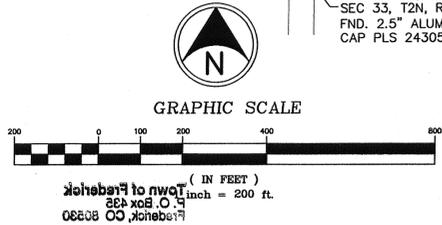
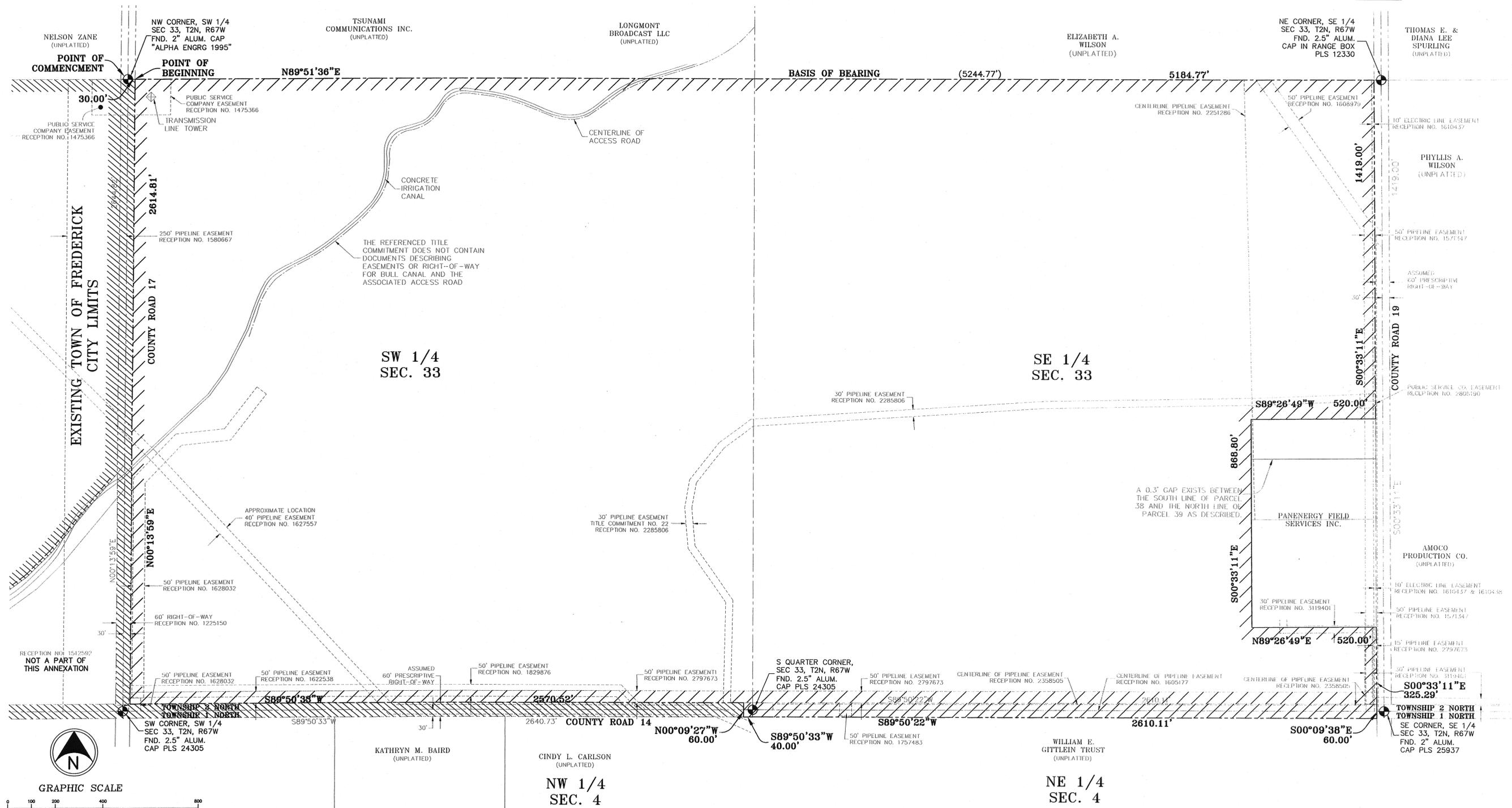
JOHNSON FARMS/SPINDLE HILL ENERGY ANNEXATION NO. 2

TO THE TOWN OF FREDERICK, COLORADO
 A PART OF THE SOUTH HALF OF SECTION 33, TOWNSHIP 2 NORTH, AND SECTION 4,
 TOWNSHIP 1 NORTH, RANGE 67 WEST OF THE 6TH PRINCIPAL MERIDIAN
 COUNTY OF WELD, STATE OF COLORADO
 CONTAINING 305.48 ACRES MORE OR LESS
 SHEET 2 OF 2

3408520 09/02/2006 04:02P Weld County, CO
 2 of 2 R 21.00 D 0.00 Steve Moreno Clerk & Recorder

LEGEND

- ◆ FOUND SECTION CORNER
- SECTION LINE
- - - RIGHT-OF-WAY LINE
- EASEMENT LINE
-  JOHNSON FARMS/SPINDLE HILL ENERGY ANNEXATION NO. 2
-  EXISTING TOWN OF FREDERICK CITY LIMITS



NOTICE: ACCORDING TO COLORADO LAW YOU MUST COMMENCE ANY LEGAL ACTION BASED UPON ANY DEFECT IN THIS SURVEY WITHIN THREE (3) YEARS AFTER YOU FIRST DISCOVER SUCH DEFECT. IN NO EVENT MAY ANY ACTION BASED UPON ANY DEFECT IN THIS SURVEY BE COMMENCED UPON MORE THAN TEN (10) YEARS FROM THE DATE OF THE CERTIFICATION SHOWN HEREON. C.R.S.13-80-105(3)(a).

THIS MAP OR PLAT WAS PREPARED FOR THE EXCLUSIVE USE OF THE PERSON, PERSONS OR ENTITY NAMED IN THE SURVEYOR'S STATEMENT HEREON. SAID STATEMENT DOES NOT EXTEND TO ANY UNNAMED PERSON WITHOUT AN EXPRESS RE-STATEMENT BY THE SURVEYOR.

| OWNER | ADDRESS | CITY | STATE | PHONE | DATE | DESCRIPTION | BY |
|-----------|--|---------------------------------|--------------|----------------|---------|--------------------------------|-----|
| OWNER | SUSAN J. TROUDT | 14491 WELD CR 5, | LONGMONT, CO | (303)-776-6195 | 5/1/06 | ADDRESS CITY ATTORNEY COMMENTS | BSS |
| OWNER | CARLA JOHNSON HOBBS | 14491 WELD CR 5, | LONGMONT, CO | (303)-776-3200 | 4/3/06 | ADDRESS CITY COMMENTS | BSS |
| OWNER | PERSONAL REPRESENTATIVE OF MARIAN J. BOTINELLI | 14491 WELD CR 5, | LONGMONT, CO | (303) 444-9060 | 3/15/06 | ADDRESS CITY COMMENTS | BSS |
| DEVELOPER | SPINDLE HILL ENERGY, LLC | 1 SOUTH WACKER SUITE 2020, | CHICAGO, IL | (312)-224-1400 | 3/1/06 | ADD EASEMENTS & ROW DEDICATION | BSS |
| ENGINEER | AMEC | 1979 LAKESIDE PARKWAY, STE 500, | TUCKER, GA | (770)-668-2524 | 1/28/06 | PREPARE ANNEXATION MAP | BSS |
| SURVEYOR | DAVID EVANS AND ASSOCIATES, INC. | 1331 17th ST, SUITE 900, | DENVER, CO | (720) 946-0969 | DATE | DESCRIPTION | BY |

DAVID EVANS AND ASSOCIATES, INC.
 1331 17th Street, Suite 900
 Denver, CO
 Tel: 720-946-0969
 Fax: 720-946-0973
 Engineers • Surveyors • Planners