

MEMORANDUM OF LEASE AGREEMENT

NAME AND ADDRESS OF LESSOR: COUNTY OF ROCKLAND
INDUSTRIAL DEVELOPMENT AGENCY
ONE BLUE HILL PLAZA
PEARL RIVER, NEW YORK 10965

NAME AND ADDRESS OF LESSEE: MIRANT LOVETT, LLC
37 ELM STREET
TOMKINS COVE, NEW YORK 10986

DATE OF EXECUTION OF LEASE: June ____, 2006

DESCRIPTION OF LEASED PREMISES: See Exhibit "A" annexed hereto

TERM OF LEASE: The lease shall be for a term of seven years, and commences on June 30, 2006, and shall terminate no later than December 31, 2013.

IN WITNESS WHEREOF, the parties hereto have respectively executed this Memorandum of Lease this ____ day of June, 2006.

**COUNTY OF ROCKLAND INDUSTRIAL
DEVELOPMENT AGENCY**

By: _____
Eric Dranoff, Chairperson

MIRANT LOVETT, LLC,
a Delaware limited liability company

By: Mirant New York, Inc., its sole member

By: _____
Jeffrey R. Perry, President

STATE OF NEW YORK)
) ss:
COUNTY OF ROCKLAND)

On the ____ day of _____ in the year 2006 before me, the undersigned, a notary public in and for said state, personally appeared ERIC DRANOFF, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF NEW YORK)
) ss:
COUNTY OF ROCKLAND)

On the ____ day of _____ in the year 2006 before me, the undersigned, a notary public in and for said state, personally appeared JEFFREY R. PERRY, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public