

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

