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MEMORANDUM NOTICE OF OPTION

NOTICE IS HEREBY GIVEN by M. J. Diehl & Sons, Inc., a Colorado corporation, Howard M. Diehl, and Donna E. Diehl (collectively, Owners/Sellers) of the granting of an option to Powertech (USA) Inc., a South Dakota corporation (Purchaser) to purchase real property identified in Exhibit A, attached and incorporated herein by reference, in accordance with the terms of a Real Estate Purchase Contract of even date (Option).

Additional information concerning the Option may be obtained by contacting:

Powertech (USA) Inc.
c/o Leonard N. Waldbaum, Esq.
John J. Coates, Esq.
DILL DILL CARR STONBRAKER & HUTCHINGS, P.C.
455 Sherman Street, Suite 300
Denver, Colorado 80203
Tel: 303-777-3737
Fax: 303-777-3823

Effective July 1, 2011, this Memorandum Notice and the Option referenced herein shall be of no further force and effect whatsoever and without the necessity of any further action or release by the parties.

Dated this 30th day of June, 2009.

PURCHASER:

POWERTECH (USA) INC.,
a South Dakota corporation

By: Wallace M. Mays

Wallace M. Mays
Its Chairman of the Board

OWNERS / SELLERS:

M. J. DIEHL & SONS, INC.,
a Colorado corporation

By: Howard M. Diehl

Howard M. Diehl
Its President

Howard M. Diehl
Howard M. Diehl, Individually
Donna E. Diehl
Donna E. Diehl, Individually

After recording return to:


Powertech (USA) Inc., c/o
Leonard N. Waldbaum, DILL DILL CARR STONBRAKER & HUTCHINGS, P.C., 455 Sherman St., #300, Denver, CO 80203

STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

SUBSCRIBED, SWORN TO and ACKNOWLEDGED before me this 30th day of June, 2009, by Wallace M. Mays in his capacity as Chairman of the Board for Powertech (USA) Inc., a South Dakota corporation.
Witness my hand and seal.
My commission expires: 11/10/10

Lori K. Hanson

Notary Public




STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

SUBSCRIBED, SWORN TO and ACKNOWLEDGED before me this 30th day of June, 2009, by Howard M. Diehl, Individually, and in his capacity as President of M. J. Diehl & Sons, Inc. a Colorado corporation.
Witness my hand and seal.
My commission expires: 11/10/10

Lori K. Hanson

Notary Public



STATE OF COLORADO)
) ss.
COUNTY OF LARIMER)

SUBSCRIBED, SWORN TO and ACKNOWLEDGED before me this 30th day of June, 2009, by Donna E. Diehl, Individually.
Witness my hand and seal.
My commission expires: 11/10/10

Lori K. Hanson

Notary Public

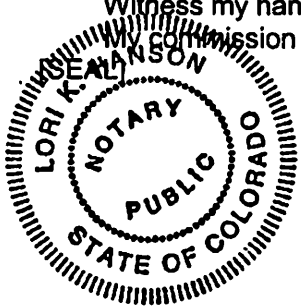


EXHIBIT A
To Diehl Memorandum Notice of Option

LEGAL DESCRIPTION

Property owned by M. J. Diehl & Sons, Inc.:

Township 9 North, Range 67 West of the 6th P.M.

Section 4: NE $\frac{1}{4}$, E $\frac{1}{4}$ SE $\frac{1}{4}$, excepting any portions thereof lying within road right of ways;

Township 10 North, Range 67 West of the 6th P.M.

Section 20: N $\frac{1}{2}$, SW $\frac{1}{4}$, excepting any portions thereof lying within road right of ways;

Section 29: All, excepting any portions thereof lying within road right of ways, as set forth in Deed recorded May 5, 1917, in Book 471 at Page 385;

Section 33: All, excepting that portion conveyed and described in Deed recorded December 1, 1916, in Book 459 at Page 218; also excepting any portions thereof lying within road right of ways, as set forth in Deed recorded April 3, 1916, in Book 429 at Page 586;

County of Weld, State of Colorado

Property owned by Howard M. Diehl and Donna E. Diehl:

Township 10 North, Range 67 West of the 6th P.M.

Section 20: SE $\frac{1}{4}$, excepting any portions thereof lying within road right of ways;

County of Weld, State of Colorado

TOGETHER WITH all rights, title, and interest of M. J. Diehl & Sons, Inc., Howard M. Diehl, and Donna E. Diehl in and to the following:

1. All adjudicated water rights, non-adjudicated water rights, well permits, ditches, ditch shares, ditch rights, and other rights in water conveyance facilities, and all other water associated with the above-described property, including all rights to, and consents to, withdraw ground water, whether tributary or not nontributary.

2. All minerals and mineral rights located in, on, or under the surface of the above-described property, including, without limitation, all rights, title, and interest of M. J. Diehl & Sons, Inc., Howard M. Diehl, and Donna E. Diehl in and to all oil, gas, coal, and associated liquid hydrocarbons, precious stones or metals, sand, gravel, uranium, thorium, and all other minerals.