

**PROMISSORY NOTE**

West Perth Power Inc. hereby agrees to pay to the Municipality of West Perth the sum of One Million, One Hundred and Eighty-Three Thousand, Three Hundred and Ninety-One Dollars (\$1,183,391.00) in consideration for the redemption of Five Hundred and Fifty (550) Common Shares of the Corporation at Two Thousand, One Hundred and Fifty-One---62/100 Dollars (\$2,151.62) per share.

Interest on the outstanding amount will be subject to the approval of the Ontario Energy Board but in any event will not exceed seven and one-quarter percent (7.25%) per annum. The interest rate will be subject to review on an annual basis and will conform with any orders of the Ontario Energy Board.

This Note is payable on demand at any time.

DATED at Mitchell, Ontario, this 1<sup>st</sup> day of January, 2002.

WEST PERTH POWER INC.

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