

PROMISSORY NOTE

FOR VALUE RECEIVED, Clinton Power Corporation (the "Corporation") hereby promises to pay to or to the order of The Corporation of the Municipality of West Perth (the "Holder") the principal sum (the "Principal") of Nine Hundred Thousand dollars (\$900,000.00) with interest at the rate of seven percent per annum (7%) (the "Interest Rate") on a date which is no later than six (6) months from the date of demand in writing by the Holder (the "Maturity Date").

The outstanding principal sum of this Promissory Note shall bear interest monthly at the Interest Rate calculated monthly. Interest at the Interest Rate shall accrue from the date on which the Principal is advanced to the Corporation (the "Interest Commencement Date") until the principal sum is paid in full, with interest on overdue interest at the said rate. Interest at the Interest Rate shall be payable in monthly instalments with the first of such payments commencing one (1) month following the Interest Commencement Date, provided that the Holder may elect to waive payment of interest in its sole discretion.

The right is reserved to the Corporation to purchase this Promissory Note at any time or times by tender or by private contract provided that the Holder is given six (6) months notice in writing.

At the option of the Corporation, on six (6) months prior written notice to the Holder, the Maturity Date and any of the terms of this Promissory Note may be revised, changed or restated by the Corporation.

This Promissory Note is not assignable by the Holder without the consent of the Corporation.

DATED as of this 16th day of January, 2010.

CLINTON POWER CORPORATION

By: 
Authorized Signing Officer

By: 
Authorized Signing Officer