



United States Department of the Interior

BUREAU OF OCEAN ENERGY MANAGEMENT
WASHINGTON, DC 20240-0001

MAY 10 2016

NOTICE

Assignor:
RES America Developments Inc.
11101 W. 120th Avenue, Suite 400
Broomfield, Colorado 80021

Assignee:
Ocean Wind LLC
c/o DONG Energy Wind Power (U.S.) Inc
One International Place
100 Oliver Street, Suite 1400
Boston, Massachusetts 02110

: Lease Number: OCS-A 0498
: Assignment Filed: April 14, 2016
: Assignment Effective Date: May 10, 2016
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Assignment of Lease Approved

Please find enclosed a copy of the above-referenced Outer Continental Shelf (OCS) Renewable Energy Assignment of Interest in Lease affecting lease OCS-A 0498. The Assignee must comply with all terms and conditions of the lease and the regulations in 30 C.F.R. Part 585.

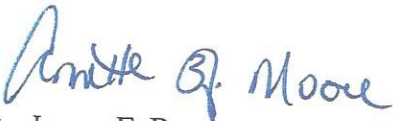
Bureau of Ocean Energy Management records reflect the following ownership, including all right, title and interest, of the subject lease:

Ocean Wind LLC – 100%

Ocean Wind LLC has designated the representatives identified below to update the Lessee Contact Information included in Addendum "A" of lease OCS-A 0498.

| | Lease Representative | Operations Representative |
|---------|--|----------------------------------|
| Name | Thomas Brostrøm | Same as Lease Representative |
| Title | President | |
| Address | One International Place 100 Oliver Street, Suite 1400 Boston, MA 02110 | |
| Phone | (857) 800-2900 | |
| Fax | +44 207 822 5298 | |
| Email | THBRO@dongenergy.co.uk | |

For further information regarding this notice, please contact Ms. Gina Best at (703) 787-1341 or gina.best@boem.gov.

acting for 
James F. Bennett
Program Manager
Office of Renewable Energy Programs

Enclosure

OUTER CONTINENTAL SHELF (OCS) RENEWABLE ENERGY
ASSIGNMENT OF INTEREST IN LEASE

RECEIVED

APR 14 2016

Office of Renewable
Energy Programs

OCS-A 0498

Lease No.

March 1, 2016

Lease Effective Date

New Lease No. (BOEM Use Only)

Sterling, VA

BOEM Regional Office

Part A: Assignment

This assignment is made with respect to the block(s) and/or aliquot part(s) described in Exhibit "A" attached hereto and made a part hereof.

Assignor(s) does hereby sell, assign, transfer and convey unto Assignee(s) the following undivided right, title and interest:

Insert name and Company number of each Assignor and Assignee.

Assignor(s):

Percentage Interest Conveyed

100%

Company Number: 15021

Company Name: RES America Developments Inc.

Assignee(s):

Percentage Interest Received

100%

Company Number: 15057

Company Name: Ocean Wind LLC

Exhibit "B," which sets forth other provisions between Assignor(s) and Assignee(s), is attached to and made a part of this assignment.

For BOEM Use only – Do Not Type Below This Line

This Assignment of Record Title Interest has been filed as of the date stamped on this document and hereby approved by the Bureau of Ocean Energy Management on the date below.

By Annelle B. Moore
Authorized Official for BOEM

Acting Program Manager
Title

MAY 10 2016
Approval Date

Date

Paperwork Reduction Act of 1995 (PRA) Statement: The PRA (44 U.S.C. 3501 et seq.) requires us to inform you that we collect this information to use in the adjudication process involved in leasing and lease operations. The BOEM uses the information to track ownership of leases in the OCS. Responses are required to obtain or retain a benefit. Release of such data and information is covered under 30 CFR 585.113. An agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a currently valid OMB Control Number. Public reporting burden of this form is estimated to average 30 minutes per response, including the time for reviewing instructions, gathering and maintaining data, and completing and reviewing the form. Direct comments regarding the burden estimate or any other aspect of this form to the Information Collection Clearance Officer, Bureau of Ocean Energy Management, 45600 Woodland Road, Sterling, Virginia 20166.

Part B – Certification and Acceptance

1. Assignor(s) certifies it is the owner of the interest in the above-described lease that is hereby assigned to the Assignee(s) specified above.
2. **DEBARMENT COMPLIANCE:** Assignee shall comply with the Department of the Interior's nonprocurement debarment and suspension regulations as required by Subpart B of 2 CFR Part 1400 and shall communicate the requirement to comply with these regulations to persons with whom it does business related to this interest assignment by including this term in its contracts and transactions.
3. **EQUAL OPPORTUNITY AND AFFIRMATIVE ACTION COMPLIANCE CERTIFICATION:** Assignor(s) and Assignee(s) certify that they are in full compliance with Equal Opportunity Executive Order 11246, as amended, and the implementing regulations at 41 CFR 60-01 – Obligations of Contractors and Subcontractors; and 41 CFR 60-2 – Affirmative Action Programs. These requirements are for the purpose of preventing discrimination against persons on the basis of race, color, religion, sex, or national origin. These regulations have specific performance requirements.
4. Assignee's execution of this assignment constitutes acceptance of all applicable terms, conditions, stipulations and restrictions pertaining to the lease described herein. Applicable terms and conditions include, but are not limited to, an obligation to conduct all operations on the leasehold in accordance with the terms and conditions of the lease, to restore the leased lands upon completion of any operations as described in the lease, and to furnish and maintain bond(s) pursuant to regulations at 30 CFR Part 585. This assignment is subject to the Outer Continental Shelf Lands Act of August 7, 1953, 43 U.S.C. 1331 et seq., as amended (the "Act"), and Assignee(s) is subject to, and shall fully comply with, all applicable regulations now or to be issued under the Act. Notwithstanding any agreement between the Assignor(s) and Assignee(s), the parties' liability to the Bureau of Ocean Energy Management is governed by 30 CFR Part 585.

This Assignment of Interest will be made effective between the parties hereto as of _____, upon approval by the Bureau of Ocean Energy Management, United States Department of the Interior.

This instrument may be executed in any number of counterparts, each of which will be deemed an original instrument, but all of which together shall constitute but one and the same instrument provided, however, this instrument and any other counterpart hereof, will not be binding unless and until executed by all of the parties, and will not be accepted by the Bureau of Ocean Energy Management unless all counterparts are filed simultaneously.

I certify that the statements made herein by the undersigned are true, complete and correct to the best of my knowledge and belief and are made in good faith.

Title 18 U.S.C. 1001 makes it a crime for any person knowingly and willfully to make to any Department or agency of the United States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

ASSIGNOR

By: 
Name: Brian Evans
Title: President
Company Name: RES America Developments Inc.


ASSIGNOR

By: _____
Name: _____
Title: _____
Company Name: _____

April 13, 2016
Execution Date

Execution Date

ASSIGNEE

By: 
Name: Thomas Broström
Title: Director
Company Name: Ocean Wind LLC (by its sole member, DONG Energy Wind Power (U.S.) Inc)

ASSIGNEE

By: _____
Name: _____
Title: _____
Company Name: _____

April 13, 2016
Execution Date

Execution Date

Attach Notary Acknowledgement (not mandatory)

EXHIBIT "A"

**OUTER CONTINENTAL SHELF (OCS)
RENEWABLE ENERGY LEASE
ASSIGNMENT OF INTEREST**

The Assignment is made with respect to the following described block(s) and/or aliquot parts of the lease:

| Area Name or Protraction Diagram | Block | Subdivision or Aliquot Part (If entire block, enter "All") |
|---|--------------|---|
| <u>Wilmington NJ18-02</u> | <u>6833</u> | <u>E1/2, SE1/4 of NW1/4, SW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6834</u> | <u>NW1/4 of SW1/4, S1/2 of SW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6883</u> | <u>W1/2</u> |
| <u>Wilmington NJ18-02</u> | <u>6884</u> | <u>SW1/4 of NE1/4, NW1/4, S1/2</u> |
| <u>Wilmington NJ18-02</u> | <u>6885</u> | <u>SW1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6931</u> | <u>SE1/4 of NE1/4, SE1/4 of SW1/4, SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6932</u> | <u>N1/2</u> |
| <u>Wilmington NJ18-02</u> | <u>6933</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6934</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6935</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6936</u> | <u>SW1/4 of NW1/4, SW1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6982</u> | <u>S1/2</u> |
| <u>Wilmington NJ18-02</u> | <u>6983</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6984</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6985</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>6986</u> | <u>N1/2, SW1/4, N1/2 of SE1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>6987</u> | <u>SW1/4 of NW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7030</u> | <u>E1/2, NE1/4 of NW1/4, S1/2 of NW1/4, SW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7031</u> | <u>S1/2</u> |
| <u>Wilmington NJ18-02</u> | <u>7032</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7033</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7034</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7035</u> | <u>N1/2, SW1/4, N1/2 of SE1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7036</u> | <u>N1/2 of NW1/4, SW1/4 of NW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7080</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7081</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7082</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7083</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7084</u> | <u>N1/2, SW1/4, N1/2 of SE1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7085</u> | <u>N1/2 of NW1/4, SW1/4 of NW1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7131</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7132</u> | <u>All</u> |
| <u>Wilmington NJ18-02</u> | <u>7133</u> | <u>N1/2, SW1/4, N1/2 of SE1/4, SW1/4 of SE1/4</u> |
| <u>Wilmington NJ18-02</u> | <u>7134</u> | <u>N1/2 of NW1/4, SW1/4 of NW1/4</u> |
| <u>Salisbury NJ18-05</u> | <u>6031</u> | <u>All</u> |
| <u>Salisbury NJ18-05</u> | <u>6032</u> | <u>All</u> |
| <u>Salisbury NJ18-05</u> | <u>6081</u> | <u>All</u> |