

CALIFORNIA STATE LANDS COMMISSION

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March 2, 2007

File Ref: PRC 8620.9

Chris Huntley
Senior Associate / Biologist
Aspen Environmental Group
30423 Canwood Street, Suite 215
Agoura Hills, CA 91301-4316

RE: Aspen Environmental Group Monitor

Dear Mr. Huntley:

This letter is written to inform you of our agreement with Monterey Bay Aquarium Research Institute (MBARI) as to the conduct of Aspen Environmental Group (Aspen) during the upcoming cable laying project. As we have discussed, due to the time lag in the project, while MBARI secured the services of a cable laying ship, our contract with Aspen expired. Unfortunately this was not discovered until we were recently notified by MBARI that the work was to commence March 9, 2007. The short notice did not provide us enough time to enter into a new contract and secure approval by the California Department of General Services. As a result, we will need to terminate our contract and refund to MBARI the monies we hold in the reimbursable account to cover your cost for the monitoring.

MBARI has acknowledged, through a separate letter agreement (copy attached), that Aspen will be invoicing MBARI directly while retaining a reporting obligation to State Lands and NOAA as described below.

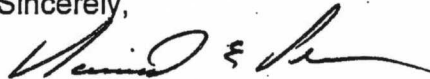
Monterey Bay Aquarium Research Institute (MBARI) agrees to contract the services of Aspen Environmental Group (Aspen), naming the California State Lands Commission (CSLC) as a third-party beneficiary to the contract, for the purpose of carrying forward the Third - Party Monitoring for the duration of the MARS Cable Observatory project. MBARI agrees that Aspen would maintain their existing role as the Third - Party Monitor providing compliance

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inspections as the Authorized Representative for the CSLC, and NOAA'S Monterey Bay National Marine Sanctuary (MBNMS). Aspen will adequately monitor and inspect project implementation, independently evaluate MBARI compliance with all environmental requirements, including permit conditions required by other agencies, and report directly to the CSLC and the MBNMS.

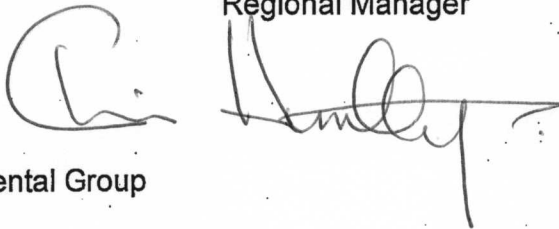
Please countersign this letter to verify your acceptance and agreement to its terms and promptly return to my attention, in order to ensure that this project may proceed in the timeframes proposed.

Sincerely,



Dave Plummer
Regional Manager

Countersigned:



Aspen Environmental Group

By: CHRIS HUNTLEY

Date: 2 MAR 2007