Tom Harrison

DELAWARE COUNTY IOWA
FILED
2001 SEP 20 PM 3:15
BOOK 2001 PAGE 3377
DEBORAH L. FITCH
DELAWARE COUNTY RECORDER
16.00

WHEN RECORDED, RETURN TO:

David V. Fowler, Esq.
Fennemore Craig
3003 North Central Avenue, Suite 2600
Phoenix, Arizona 85012

AMENDMENT TO MEMORANDUM OF OPTION

THIS AMENDMENT TO MEMORANDUM OF OPTION ("**Amendment**") is made effective as of the 19th day of September, 2001, by and between Randy Harbach, also known as Randy R. Harbach ("**Optionor**") and BFI Waste Services, LLC, a Delaware limited liability company ("**Optionee**").

RECITALS

A. Optionor and Optionee entered into that certain Memorandum of Option, dated July 25, 2001, and recorded August 1, 2001 in the Official Records of Delaware County, Iowa in Book 2001, Page 2760 (the "**Option Memorandum**"), with respect to that certain real property described on Exhibit A attached hereto and incorporated herein by this reference (the "**Property**").

B. The Option Memorandum contains a scriveners error and the parties desire to correct such error through this Amendment.

AGREEMENTS

NOW, THEREFORE, for good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The first paragraph of the Option Memorandum is hereby deleted in its entirety and the following is hereby inserted in its place:

> **THIS MEMORANDUM OF OPTION** ("**Memorandum**") is made effective as of the 25th day of July, 2001, by and between Randy Harbach, also known as Randy R. Harbach ("**Optionor**") and BFI Waste Services, LLC, a Delaware limited liability company ("**Optionee**").

2. Except as amended hereby, the Option Memorandum shall remain in full force and effect.

3. This Amendment may be executed in any number of counterparts, all of which taken together shall constitute a single document.

IN WITNESS WHEREOF, the parties have executed this Amendment to become effective as of the 19th day of September, 2001.

OPTIONOR:

Randy Harbach, also known as Randy R. Harbach

OPTIONEE:

BFI WASTE SERVICES, LLC,
a Delaware limited liability company

By: JoLynn White
Name: JoLynn White
Its: Secretary

STATE OF Iowa)
) ss.
County of Delaware)

The foregoing instrument was acknowledged before me this 19th day of September, 2001, by Randy Harbach, also known as Randy R. Harbach.

Tracy L. Fonck
Notary Public

My Commission Expires:

7-8-02

TRACY L. FONCK
COMMISSION # 223445
MY COMMISSION EXPIRES
7-8-02

STATE OF Arizona)
) ss.
County of Maricopa)

The foregoing instrument was acknowledged before me this 10th day of September, 2001, by JoLynn White, as Secretary on behalf of BFI Waste Services, LLC, a Delaware limited liability company.

Catherine Childress
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
Catherine Childress
Notary Public-Arizona
Maricopa County
My Commission Expires 6/29/2004

EXHIBIT A

Legal Description

The land referred to is situated in the State of Iowa, County of Delaware, and is described as follows:

Parcel "E", Section 32, Township 89 North, Range 04 West, Delaware County, Iowa, according to plat recorded in Book 2001, page 1142.