DELAWARE COUNTY IOWA
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DELAWARE COUNTY RECORDER

Prepared by and return to:
Dennis L. Puckett
801 Grand Ave., Suite 3500
Des Moines, Iowa 50309
515-244-3500

ASSIGNMENT OF RIGHT-OF-WAY AGREEMENT

For valuable consideration, the receipt of which is hereby acknowledged, Central Iowa Power Cooperative, does hereby sell, assign, transfer and set over unto IES Utilities, Inc., all of Central Iowa Power Cooperative's right, title and interest as Grantee under a Right-of-Way Agreement executed March 13, 1961 and filed of record in the records of the Delaware County Recorder on June 9, 1961 in Book J at Page 297.

This Assignment shall be effective from and after the date hereof; assignee shall be entitled to all rights granted to the Grantee under said Agreement; and assignee, by acceptance of this Assignment, assumes and agrees to perform all of the terms, covenants, and conditions and provisions of the above described Right-of-Way Agreement, therein provided to be observed and performed by the Grantee from and after the date hereof.

Dated at CEDAR RAPIDS, IA, Iowa on this 13TH day of DEC., 2001.

CENTRAL IOWA POWER COOPERATIVE

By: Richard D. Erdmann

By: _____

SEAL

STATE OF IOWA, Linn COUNTY, SS:

On this 13th day of December, 2001, Richard Anderson, before me, the undersigned, a Notary Public in and for said State, personally appeared ——— and Richard Anderson to me personally known, who being by me duly sworn, did say that they are the Vice President and ———, respectively, of said corporation; that ~~(no seal has been procured by the said)~~ (the seal affixed thereto is the seal of said) corporation that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and that the said Vice President and ——— as such officers, acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Michelle M. Sutton

NOTARY PUBLIC IN AND FOR THE STATE OF IOWA

IOWA NOTARIAL SEAL MICHELLE M. DIRKS

CENTRAL IOWA POWER COOPERATIVE CORPORATE -o- SEAL IOWA

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ACCEPTANCE OF ASSIGNMENT

The undersigned assignee hereby accepts the above and foregoing Assignment of Right-of-Way Agreement upon all of its terms and conditions, and hereby assumes and agrees to perform all of the terms, covenants, and conditions and provisions of said Right-of-Way Agreement from and after the date hereof.

Dated at Cedar Rapids, Iowa on this 31 day of December, 2001.

IES UTILITIES, INC.

By: Dundeana Langer

By: _____

STATE OF IOWA, Linn COUNTY, SS:

On this 31st day of December, 2001, Dundeana Langer, before me, the undersigned, a Notary Public in and for said State, personally appeared _____ and _____ to me personally known, who being by me duly sworn, did say that She is the V.P. Customer operations, of said corporation; that ~~(no seal has been procured by the said)~~ (the seal affixed thereto is the seal of said) corporation that said instrument was signed (and sealed) on behalf of said corporation by authority of its Board of Directors; and that the said Dundeana Langer as such officer , acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.

Denise Wheatley
NOTARY PUBLIC IN AND FOR THE STATE OF IOWA

DENISE WHEATLEY
COMMISSION NUMBER 703622
MY COMMISSION EXPIRES
Aug 17, 2003

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