REGISTERED

UNITED STATES OF AMERICA

STATE OF IOWA

REGISTERED

Note Number
CLN-1

County of Madison

GENERAL OBLIGATION CAPITAL LOAN NOTE
TAXABLE SERIES 1995B
ESSENTIAL COUNTY PURPOSE
(TAXABLE FOR FEDERAL INCOME TAX PURPOSES)
(DHS Building Project)

SATISFIED IN FULL

Principal Amount
$200,000

RATE	MATURITY DATE	NOTE DATE
6.00%	January 1, 2005	MAY 16, 1995

The County of Madison, State of Iowa, a political subdivision organized and existing under and by virtue of the Constitution and laws of the State of Iowa (the "Issuer"), for value received, promises to pay from the source and as hereinafter provided, on the maturity date indicated above, to the owner of record of this Note (noted on the reverse hereof) or registered assigns the principal sum of

TWO HUNDRED THOUSAND DOLLARS ($200,000)

in lawful money of the United States of America, on the maturity date shown above, only upon presentation and surrender hereof at the office of the Treasurer, Paying Agent of this issue, or its successor, with interest on said sum from the date hereof until paid at the rate per annum specified above, payable as follows:

Interest only shall be payable annually on January 1, 1996 and thereafter principal of and interest on the Note shall become due in installments of $13,956 on January 1, 1997 and annually thereafter on January 1 until the principal of the entire balance of principal and interest, if not sooner paid, shall become due and payable on January 1, 2005.

Interest and principal shall be paid to the registered holder of the Note as shown on the records of ownership maintained by the Registrar as of the 15th day of the month next preceding such interest payment date.

THE ISSUER DOES NOT INTEND OR REPRESENT THAT THE INTEREST ON THE NOTE WILL BE EXCLUDED FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES UNDER SECTION 103 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND THE ISSUER IS NOT OBLIGATED TO TAKE ANY ACTION TO ATTEMPT TO SECURE ANY SUCH EXCLUSION. THE HOLDER OF THIS NOTE SHOULD TREAT THE INTEREST THEREON AS SUBJECT TO FEDERAL INCOME TAXATION.

This Note is issued pursuant to the provisions of Sections 331.402 and 331.445 of the Code of Iowa, as amended, for the purpose of paying costs of acquiring a public building, including the site or grounds of the same, and the alteration and reconstruction of the building for use by the Department of Human Services and other County purposes, and in order to evidence the obligations of the Issuer under a certain Loan Agreement dated the date hereof, in conformity to a Resolution of the Board of the Issuer duly passed and approved. For a complete statement of the revenues and funds from which and the conditions under which this Note is payable, a statement of the conditions under which additional Notes of equal standing may be issued, and the general covenants and provisions pursuant to which this Note is issued, reference is made to the above described Loan Agreement and Resolution.

Notes that are held or insured by the Government, including the respective installments of principal corresponding thereto in the case of a Note, the principal of and interest on which are payable in installments, shall be subject to redemption and prepayment prior to maturity, in whole or in part at the option of the County, on any date upon payment of the par value of the principal amount of Notes to be redeemed and prepaid, plus accrued interest thereon to the date fixed for redemption and prepayment, without premium.

Notes not held or insured by the Government, are not subject to redemption prior to January 1, 2000. Such Notes, including installments of principal in the case of a Note, the principal of and interest on which are payable in installments maturing in the years 2000-2005, inclusive, are subject to redemption and payment at the option of the County, in whole or in part on January 1, 2000, or on any date thereafter, in the principal amount thereof plus accrued interest thereof to date fixed for redemption and payment, without premium. Notice of prepayment of this Note or any installment of principal shall be given by registered mail deposited in the United States mail not less than thirty (30) days prior to prepayment date, postage prepaid, to the registered owner of this Note at the address of such owner as shown on the books of the Registrar.

This Note is registered as to ownership of principal and interest in the name of the holder on the books of the Issuer in the office of the Registrar, such registration to be endorsed by notation on the back hereof by the Registrar, after which no transfer shall be valid unless made on said books and similarly noted hereon. The Treasurer of Madison County, Iowa has been appointed to serve as Registrar of this Note. All Notes shall be negotiable as provided in Article 8 of the Uniform Commercial Code and Section 384.83(5) of the Code of Iowa, subject to the provisions for registration and transfer contained in the Notes and in the Note Resolution.

And it is hereby represented and certified that all acts, conditions and things requisite, according to the laws and Constitution of the State of Iowa, to exist, to be had, to be done, or to be performed precedent to the lawful issue of this Note, have been existent, had, done and performed as required by law; that provision has been made for the levy of a sufficient continuing annual tax on all the taxable property within the territory of the Issuer for the payment of the principal and interest of this Note as the same will respectively become; that the faith, credit, revenues and resources and all the real and personal property of the Issuer are irrevocably pledged for the prompt payment hereof, both principal and interest; and the total indebtedness of the Issuer including this Note, does not exceed the constitutional or statutory limitations.

IN TESTIMONY WHEREOF, the Issuer by its Board, has caused this Note to be signed by the manual signature of its Chairperson and attested by the manual signature of its County Auditor, with the seal of said County impressed hereon, and to be authenticated by the manual signature of an authorized representative of the Registrar, the Treasurer, Madison County, State of Iowa.

MADISON COUNTY, STATE OF IOWA

Date of Authentication: May 16, 1995

This is one of the Notes described in the within mentioned Resolution, as registered by the Treasurer.

TREASURER

By Becky McDonald
Registrar

Registrar and Transfer Agent: Treasurer
Paying Agent: Treasurer

SEAL

Attest: Joan Welch

By: Dean Lauer

County Auditor

Chairperson

STATE OF IOWA, ss.
MADISON COUNTY,

Inst. No. 5178 Filed for Record this 2nd day of November A.D. 2004 at 1:59 PM
Book 2004 Page 5178 Recording Fee $ No Fee Michelle Utsler, Recorder, By Lisa K. Smith
Deputy

BANKNOTE PRINTING, INC. • ANKENY, IOWA

Assignment of this Note may be made in writing substantially in the form below:

ASSIGNMENT

For value received, the undersigned hereby sells, assigns and transfers unto _____ (Name of Transferee)

(Social Security or Tax Identification No. _____) the within Note and does hereby irrevocably constitute and appoint the Treasurer of Madison County, State of Iowa, attorney in fact to transfer the said Note on the books kept for registration of the within Note, with full power of substitution in the premises.

Dated _____ (Date) .

_____ (Signature of registered owner(s))

SIGNATURE GUARANTEED } _____ (See note below)

_____ (Person(s) executing this Assignment sign(s) here)

IMPORTANT – READ CAREFULLY

The signature(s) to this Power must correspond with the name(s) as written upon the back of the Certificates(s) or Note(s) in every particular without alteration or enlargement or any change whatever. Signature guarantee must be provided in accordance with the prevailing standards and procedures of the Registrar and Transfer Agent. Such standards and procedures may require signature to be guaranteed by certain eligible guarantor institutions that participate in a recognized signature guarantee program.

REGISTRATION OF OWNERSHIP

DATE OF REGISTRATION	IN WHOSE NAME REGISTERED	SIGNATURE OF REGISTRAR
May 16, 1995	UNITED STATES OF AMERICA	Becky McDonald

INFORMATION REQUIRED FOR REGISTRATION OF TRANSFER

Name of Transferee(s) _____

Address of Transferee(s) _____

Social Security or Tax Identification Number of Transferee(s) _____

Transferee is a(n):

Individual* _____ Corporation _____

Partnership _____ Trust _____

*If the Note is to be registered in the names of multiple individual owners, the names of all such owners and one address and social security number must be provided.

The following abbreviations, when used in the inscription on the back of this Note, shall be construed as though written out in full according to applicable laws or regulations:

TEN COM	– as tenants in common
TEN ENT	– as tenants by the entireties
JT TEN	– as joint tenants with right of survivorship and not as tenants in common

IA UNIF TRANS MIN ACT – ..... Custodian .....
(Cust) (Minor)
under Iowa Uniform Transfers to Minors Act .....
(State)

AHLERS, COONEY, DORWEILER, HAYNIE, SMITH & ALLBEE, P.C.

ATTORNEYS AT LAW

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DEBRA TOWNSEND LIND

STEVEN M. NADEL
MERLE WILNA FLEMING

OF COUNSEL
PAUL F. AHLERS
JAMES EVANS COONEY

We hereby certify that we have examined a certified transcript of the proceedings of the Board of Supervisors and acts of administrative officers of Madison County, State of Iowa (the "Issuer"), relating to the issuance of a General Obligation Capital Loan Note, Taxable Series 1995B, by the Issuer, dated as of the date hereof, in the principal amount of $200,000 (the "Note").

We have examined the law and such certified proceedings and other papers as we deem necessary to render this opinion as bond counsel.

As to questions of fact material to our opinion, we have relied upon representations of the Issuer contained in the Resolution authorizing the Loan Agreement and issuance of the Note (the "Resolution"), the Loan Resolution FmHA form 1942-47 (the "Loan Resolution") and in the certified proceedings and other certifications of public officials furnished to us, without undertaking to verify the same by independent investigation.

We have not been engaged to or undertaken to review the accuracy, completeness or sufficiency of any offering material relating to the Note and we express no opinion relating thereto.

Based on our examination and in reliance upon the certified proceedings and other certifications described above, we are of the opinion, under existing law, as follows:

1. The Issuer is duly created and validly existing as a body corporate and politic and political subdivision of the State of Iowa with the corporate power to adopt and perform the Resolution and Loan Agreement and issue the Note.

2. The Loan Agreement and Note are valid and binding general obligations of the Issuer. The Loan Agreement and Note are valid and binding direct general obligations of the Issuer payable from the General Fund of the Issuer. The Issuer's General Fund is the source of payment of general governmental operations of the Issuer, with certain exceptions. All taxable property in the territory of the Issuer is subject to ad valorem taxation, within the limit

prescribed by law, to pay the Note and other obligations of the General Fund. By statute, the annual tax levy for the General Fund (with exceptions not including debt service on the Note) may not exceed $3.50 per $1,000 of the assessed value of all taxable property within the territory of the Issuer for general county services and $3.95 per $1,000 of assessed value of taxable property within the territory of the Issuer and outside of incorporated city areas for rural county services; provided, however, (with exceptions not including the debt service on the Note) that the maximum amount of property tax dollars which may be certified by the Issuer for taxes payable in each the fiscal years beginning July 1, 1995, July 1, 1996 and July 1, 1997 shall not exceed the amount in property tax dollars certified by the Issuer for taxes payable in the preceding fiscal year, with respect to each of the foregoing levies, except to the extent authorized in Sections 444.25A(1) and 444.25B of the Code of Iowa, 1995, as amended.

3. The interest on the Note is not excluded from gross income for federal income tax purposes under Section 103(a) of the Internal Revenue Code of 1986, as amended. THE HOLDER OF THE NOTE THEREFORE SHOULD TREAT THE INTEREST THEREON AS SUBJECT TO FEDERAL INCOME TAXATION. We express no opinion regarding other federal income tax consequences caused by the receipt or accrual of interest on the Note.

The Issuer has through the adoption of a certain Loan Resolution (Exhibit A to the Resolution) agreed that it will refinance the unpaid balance of the Note if, at any time, it should appear to the Government that the Issuer is able and authorized by law and the provisions of parity legislation, if any, to refinance the Note by paying the loan for such purposes at reasonable rates and terms as required by 7 U.S.C. 1938(3). In addition, if the Note is acquired by the federal government and sold on an insured basis from the Agriculture Credit Insurance Fund, or the Rural Development Insurance Fund, the interest on the Note must be included in gross income under present federal income tax statements. [7 U.S.C. 1926(A)(1) War 1929a(h)]. The provisions of the Resolution and the Loan Resolution are to be construed wherever possible so that they will not be in conflict. In the event such construction is not possible the provisions of the Loan Resolution shall prevail.

It is to be understood that the rights of the holders of the Note and the enforceability thereof may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that their enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Respectfully submitted,

AHLERS, COONEY, DORWEILER, HAYNIE,
SMITH & ALLBEE, P.C.

By:

MAY 16, 1995

Return To:
Bob Frazier - mailbox