

EXHIBIT "A"

RESOLUTION NO. 10A-96

WHEREAS, The City of St. Charles, Iowa, proposes to convey all of its right, title and interest in and to the following described real estate:

That part of the former Chicago and North Western Transportation Company's railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa, Recorder's Office, located in the Town of West St. Charles (Hanley), Iowa, and in the Southeast Quarter of the Southwest Quarter and the Southwest Quarter of the Southeast Quarter of Section 15, Township 75 North, West of the Fifth Principal Meridian, Madison County, Iowa, (Parcel B),

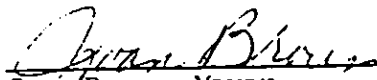
to Ben and Janice Howell by quit claim deed; and

WHEREAS, The City of St. Charles, Iowa, proposes to make said conveyance to said purchaser for a price of Seventy-five dollars (\$75.00).

NOW THEREFORE, Be It Resolved by the City Council of the City of St. Charles, Iowa:

1. The City of St. Charles, Iowa, proposes to sell said real estate to said purchaser upon the terms and conditions set forth above.
2. Hearing on said proposal to sell said real estate shall be held on the 4th day of November, 1996, at 7:00 o'clock P.M., before the City Council at the City Hall in St. Charles, Iowa. Notice of hearing shall be given by publication as required by law.

APPROVED this 7th day of October, 1996.


Joan Brown, Mayor

Attest:

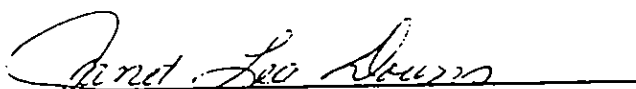

Janet Lea Downs, Clerk

EXHIBIT "B"

NOTICE OF PROPOSAL
TO DISPOSE OF REAL ESTATE

TO WHOM IT MAY CONCERN:


NOTICE IS HEREBY GIVEN that the City of St. Charles, Iowa, hereby proposes to sell the following described real estate:

That part of the former Chicago and North Western Transportation Company's railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa, Recorder's Office, located in the Town of West St. Charles (Hanley), Iowa, and in the Southeast Quarter of the Southwest Quarter and the Southwest Quarter of the Southeast Quarter of Section 15, Township 75 North, West of the Fifth Principal Meridian, Madison County, Iowa, (Parcel B),

to Ben and Janice Howell, for the price of \$75.00.

NOTICE IS FURTHER GIVEN that a public hearing on said proposal will be held on the 4th day of November, 1996, at 7:00 P.M., at the City Hall in St. Charles, Iowa.

Dated this 7th day of October, 1996.


Joan Brown, Mayor

ATTEST:


Janet Lea Downs, City Clerk

AFFIDAVIT OF PUBLICATION

STATE OF IOWA
SS.
Madison County

TED GORMAN BEING DULY SWORN
SAYS HE IS PUBLISHER OF THE
WINTERSET MADISONIAN, a once weekly
newspaper of general circulation,
published in Winterset, Iowa, and that
the notice, a copy which is annexed and
made part hereof, was correctly published
in said newspaper

**Notice Of Proposal
To Dispose Of Real Estate**

TO WHOM IT MAY CONCERN:

NOTICE IS HEREBY GIVEN that the City of St. Charles, Iowa, hereby proposes to
sell the following described real estate:

That part of the former Chicago and North Western Transportation Company's
railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa,
Recorder's Office, located in the Town of West St. Charles (Hanley), Iowa, and in
the Southeast Quarter of the Southwest Quarter and the Southwest Quarter of
the Southeast Quarter of Section 15, Township 75 North, West of the Fifth
Principal Meridian, Madison County, Iowa, (Parcel B),

to Ben and Janice Howell, for the price of \$75.00.

NOTICE IS FURTHER GIVEN that a public hearing of said proposal will be held on
the 4th day of November, 1996, at 7:00 P.M., at the City Hall in St. Charles, Iowa.

Dated this 7th day of October, 1996.

Joan Brown, Mayor

ATTEST:

Janet Lea Downs, City Clerk

for the period of one consecutive
weeks, the last publication thereof being

on the 23rd day of October, 1996.

Ted Gorman

Subscribed and sworn to before me this

22 23rd day of October, 1996.

Raye De Lynne Cook

NOTARY PUBLIC

In and for Madison County

Fee \$9.50

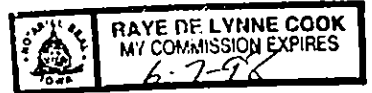


EXHIBIT "C"

RESOLUTION NO. 11A-96

WHEREAS, on October 7, 1996, the City Council of the City of St. Charles, Iowa, passed a resolution proposing to sell certain real estate described as follows:

That part of the former Chicago and North Western Transportation Company's railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa, Recorder's Office, located in the Town of West St. Charles (Hanley), Iowa, and in the Southeast Quarter of the Southwest Quarter and the Southwest Quarter of the Southeast Quarter of Section 15, Township 75 North, West of the Fifth Principal Meridian, Madison County, Iowa, (Parcel B).

WHEREAS, a hearing on said proposal to sell said real estate was held on November 4, 1996, at 7:00 P.M., before the City Council; and

WHEREAS, notice of such hearing was given by posting and publication as provided by law.

NOW, THEREFORE, BE IT RESOLVED by the City of St. Charles, Iowa:


1. That the proposed sale of real estate to Ben and Janice Howell as set forth in the resolution approving said sale is hereby approved.
2. The Mayor and City Clerk are authorized and directed to deliver a quit claim deed to the purchaser of said real estate.

APPROVED this 4th day of November, 1996.

CITY OF ST. CHARLES, IOWA


 Joan Brown, Mayor

Attest:


 Janet Lea Downs, Clerk

MORRISSEY SURVEYING, 1926 PAMMEL PARK ROAD, WINTERSET, IA 50273-8317, 515-462-2166

PLAT OF SURVEY

SW 1/4, SE 1/4, SEC. 15, T-75N, R-26W
NW 1/4, NE 1/4, SEC. 22, T-75N, R-26W
NE 1/4, NW 1/4, SEC. 22, T-75N, R-26W

TOWN OF WEST ST. CHARLES(HANLEY), MADISON COUNTY, IOWA

DESCRIPTION-PARCEL B

That part of the former Chicago and North Western Transportation Company's railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa, Recorder's Office, located in the Town of West St. Charles(Hanley), Iowa, and in the Southeast Quarter of the Southwest Quarter and the Southwest Quarter of the Southeast Quarter of Section 15, Township 75 North, Range 26 West of the Fifth Principal Meridian, Madison County, Iowa, described as follows:

Beginning at the northwest corner of Block 3, of said Town of West St. Charles, Iowa;
thence on an assumed bearing of South 26 degrees 47 minutes 14 seconds West along the westerly line of said Block 3 and the easterly line of the former Chicago and North Western Transportation Company railroad right of way a distance of 101.16 feet to the north line of the south 250 feet of the north 380 feet of said tract recorded in Book 54, Page 8;
thence North 79 degrees 42 minutes 21 seconds West 312.87 feet to the westerly line of the former Chicago and North Western Transportation Company railroad right of way;
thence North 26 degrees 47 minutes 14 seconds East along said westerly former railroad right of way 135.58 feet to the centerline of a Madison County, Iowa, highway;
thence South 79 degrees 42 minutes 21 seconds East along said centerline 312.87 feet;
thence South 26 degrees 47 minutes 14 seconds West 34.42 feet to the northwest corner of said Block 3 and the point of beginning.

Said tract contains 0.93 acres and is subject to a Madison County Highway Easement over the northerly 0.24 acres thereof.

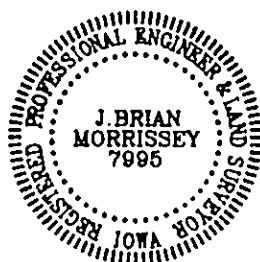
Area by 1/4 1/4 Sec.: SE 1/4 SW 1/4 SEC. 15= 0.02 Ac., SW 1/4 SE 1/4 Sec. 15= 0.91 AC.(R.O.W.=0.24 Ac.)

DESCRIPTION-PARCEL C

That part of the former Chicago and North Western Transportation Company's railroad right of way as recorded in Book 54, Page 8, Madison County, Iowa, Recorder's Office, located in the Town of West St. Charles(Hanley), Iowa, and in the Northeast Quarter of the Northwest Quarter of Section 22, Township 75 North, Range 26 West of the Fifth Principal Meridian, Madison County, Iowa, described as follows:

Beginning at the southwest corner of Block 4, of said Town of West St. Charles, Iowa;
thence southwesterly 40.00 feet along the easterly line of the former Chicago and North Western Transportation Company railroad right of way and on a nontangential curve, concave to the southeast and having a radius of 5579.58 feet, a central angle of 00 degrees 24 minutes 39 seconds and a chord 40.00 feet in length, on an assumed bearing of South 20 degrees 28 minutes 52 seconds West;
thence South 86 degrees 40 minutes 00 seconds West 325.82 feet to the westerly line of the former Chicago and North Western Transportation Company railroad right of way;
thence northeasterly 396.95 feet along said westerly line on a nontangential curve concave to the southeast and having a radius of 5879.58 feet, a central angle of 03 degrees 52 minutes 05 seconds and a chord 396.87 feet in length bearing North 20 degrees 56 minutes 17 seconds East to the south line of the north 726 feet of said tract recorded in Book 54, Page 8;
thence South 79 degrees 42 minutes 21 seconds East along said south line 307.79 feet to the easterly line of the former Chicago and North Western Transportation Company railroad right of way;
thence southwesterly 279.88 feet along said easterly line and on a nontangential curve concave to the southeast and having a radius of 5579.58 feet, a central angle of 02 degrees 52 minutes 27 seconds and a chord 279.85 feet in length bearing South 22 degrees 07 minutes 24 seconds West to the point of beginning.

Said tract contains 2.47 acres and is subject to a Madison County Highway Easement over the southeasterly 0.0019 acre thereof.



I hereby certify that this plan, specification, plat, map, survey, or report was prepared by me or under my direct personal supervision and that I am a duly Registered Professional Engineer and Land Surveyor under the laws of the State of Iowa. My registration renewal date is 12/31/97.

Signed J. Brian Morrissey Date 10/1/96
J. Brian Morrissey Iowa Reg. No. 7995

SURVEY FOR AND OWNER: CITY OF ST. CHARLES, CITY HALL, ST. CHARLES, IA, 50240

PROJ. NO. 152-96

DATE OF SURVEY: 8/31/96, 9/7/96

PAGE 2

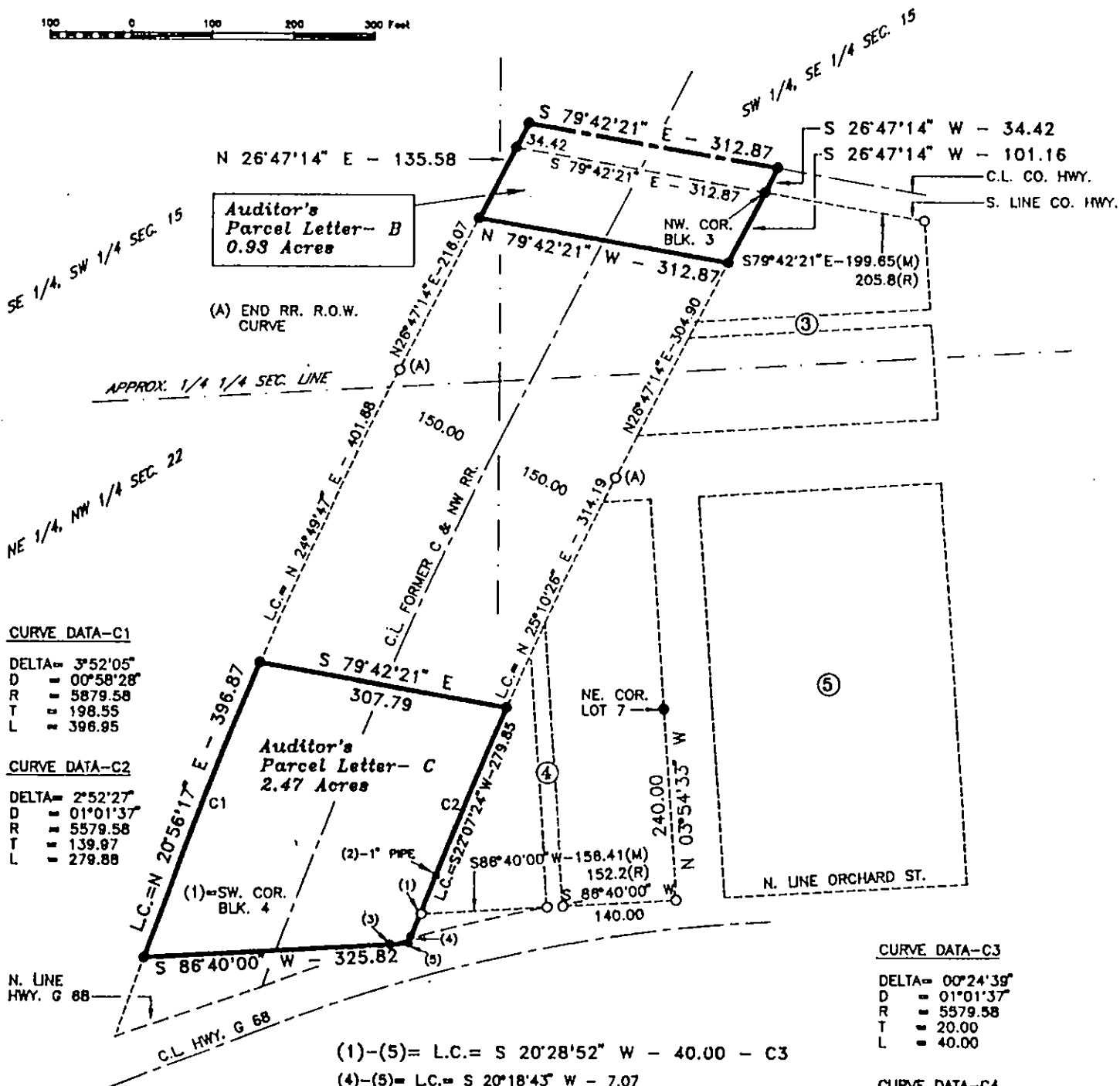
MORRISSEY SURVEYING, 1926 PAMMEL PARK ROAD, WINTERSET, IA 50273-8317, 515-462-2166

PLAT OF SURVEY



SW 1/4, SE 1/4, SEC. 15, T-75N, R-26W
 SE 1/4, SW 1/4, SEC. 15, T-75N, R-26W
 NE 1/4, NW 1/4, SEC. 22, T-75N, R-26W

TOWN OF WEST ST. CHARLES(HANLEY), MADISON COUNTY, IOWA



CURVE DATA-C1

DELTA= 3°52'05"
 D = 00°58'28"
 R = 5879.58
 T = 198.55
 L = 396.95

CURVE DATA-C2

DELTA= 2°52'27"
 D = 01°01'37"
 R = 5579.58
 T = 139.97
 L = 279.88

CURVE DATA-C3

DELTA= 00°24'39"
 D = 01°01'37"
 R = 5579.58
 T = 20.00
 L = 40.00

CURVE DATA-C4

DELTA= 00°50'41"
 D = 02°55'20"
 R = 1980.71
 T = 14.46
 L = 28.91

- (1)-(5) = L.C. = S 20°28'52" W - 40.00 - C3
- (4)-(5) = L.C. = S 20°18'43" W - 7.07
- (5)-(3) = S 86°40'00" W - 25.34
- (4)-(3) = L.C. = S 73°43'29" W - 28.91 - C4
- (1)-(2) = N 21°39'28" E - 51.24

MEASURED DISTANCE = (M)
 RECORDED DISTANCE = (R)
MONUMENTS

- ▲ - found sec. cor. (pipe, stone, etc.)
- - set - 5/8" rebar with cap
R.L.S. 7995
- - no monument found or set
- - found lot cor. (pipe, stone, etc.)



I hereby certify that this plan, specification, plat, map, survey, or report was prepared by me or under my direct personal supervision and that I am a duly Registered Professional Engineer and Land Surveyor under the laws of the State of Iowa. My registration renewal date is 12/31/97.

Signed *J. Brian Morrissey* Date 10/1/96
 J. Brian Morrissey Iowa Reg. No. 7995

SURVEY FOR AND OWNER: CITY OF ST. CHARLES, CITY HALL, ST. CHARLES, IA, 50240

PROJ. NO. 152-96

DATE OF SURVEY: 8/31/96, 9/7/96

PAGE 1