

MIDWEST POWER SYSTEMS INC.

SUPPLEMENT TO OPTION AGREEMENT

This Supplement to Option Agreement is entered into as of this 2nd day of September 1992 by and between Conrad L. Jungman ("Grantor") and Midwest Power Systems Inc. ("Grantee").

WHEREAS, on July 22, 1992, Iowa Power Inc. merged with and into Midwest Power Systems Inc; and

WHEREAS, Midwest Power Systems Inc. is acting as successor to Iowa Power Inc. in this matter; and

WHEREAS, the Grantor and the Grantee entered into that certain Option Agreement dated October 31, 1990; and

WHEREAS, Grantee has not exercised the Option to Purchase as therein provided and Grantor, by these presents, acknowledge the fact that Grantee has not exercised the Option; and

WHEREAS, Grantor and Grantee wish to extend the Option Agreement and to enter into further agreements with respect to the Option Agreement.

NOW, THEREFORE, it is agreed by and between Grantor and Grantee as follows:

1. The expiration date of the Supplement to Option Agreement shall be October 31, 1993.
2. The grant of such extension is made in consideration of the sum of One Thousand and no/100---Dollars, the receipt of which is hereby acknowledged.
3. At the time of closing the Purchase Price payable to Grantor will be credited with the sum paid by Grantee to secure and extend the Option Agreement. Such payoff amount is \$43,000.00. A closing statement will be prepared by Grantee and delivered at the time of closing which shall in all respects be subject to Grantor's and Grantee's approval.
4. Except as herein stated the Option Agreement remains in full force and effect according to its terms.

MIDWEST POWER SYSTEMS INC.

By: [Signature] Secretary

[Signature]  
Conrad L. Jungman

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COMPLETED

ACKNOWLEDGMENT

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State of Iowa )  
County of ) ss.

Fee \$5.00

MICHELLE UTSLER  
RECORDER  
MADISON COUNTY, IOWA

On this 2nd day of September, 1992, before me, a Notary Public in and for the State of Iowa, personally appeared P. G. Leighton, to me personally known, who, being by me duly sworn did say that he/she is the Secretary of said corporation executing the within and foregoing instrument, ~~that 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 Secretary as such officer acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him/her voluntarily executed.

State of Iowa )  
County of Polk ) ss.

[Signature]  
Notary Public in and for the State of Iowa  
JULIE A. WILLIAMS  
MY COMMISSION EXPIRES 7/1/94

On this 2nd day of September, 1992, before me, the undersigned, a Notary Public in and for the State of Iowa, personally appeared Conrad L. Jungman to me known to be the identical persons named in and who executed the within and foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

[Signature]  
Notary Public in and for the State of Iowa

JEAN E. MOUREAU  
MY COMMISSION EXPIRES  
12-12-94