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LISA SMITH, COUNTY RECORDER
MADISON COUNTY IOWA

Prepared by: Kathleen Law, 700 Walnut, Suite 1600, Des Moines, Iowa 50309; 515-283-3116
Return to: Stephen F. Dryden, 4800 Mills Civic Parkway, Suite. 207, West Des Moines, IA 50265

FIRST AMENDMENT TO MACKSBURG WIND FARM OPTION FOR EASEMENT AGREEMENT AND MEMORANDUM

Macksburg Wind Energy LLC, an Iowa limited liability company (“Macksburg”), and Curtis G. Downing and Michelle L. Downing, trustees of The Curtis G. Downing and Michelle L. Downing Revocable Trust dated June 24, 2010 a Macksburg Wind Farm Option Agreement (the “Agreement”), a memorandum of which is recorded in Book 2013, Page 1416 of the Madison County Records (the “Memorandum”), concerning certain real property described on Exhibit A to the Agreement and to the Memorandum

This First Amendment to the Agreement and Memorandum (“First Amendment”) is made for the sole purpose of amending Exhibit A to the Agreement and Exhibit A to the Memorandum to correctly reflect the property subject to the Agreement.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree to amend the Agreement and the Memorandum as follows:

1. Exhibit A to the Agreement and Exhibit A to the Memorandum are deleted in their entirety and Exhibit A attached to this First Amendment is inserted in lieu thereof.

In all other respects the Agreement and Memorandum are unchanged and the Agreement remains in full force and effect.

[SIGNATURES BEGIN ON FOLLOWING PAGE]

MACKSBURG WIND ENERGY LLC, an Iowa limited liability company

By: *James T. Diamond*
James T. Diamond, Authorized Representative

STATE OF IOWA, Madison COUNTY, ss:

This record was acknowledged before me on June 27, 2013, by
James T. Diamond as Authorized Representative of Macksburg Wind
Energy LLC, an Iowa limited liability company.

Matthew C. Garwood
Matthew C. Garwood, Notarial Officer
My commission expires: March 3, 2016

STAMP



[SIGNATURES CONTINUE ON NEXT PAGE]

OWNERS:

Signature: Curtis G. Downing
Curtis G. Downing (spouse of Michelle L. Downing), individually and as Trustee of The Curtis G. Downing and Michelle L. Downing Revocable Trust dated June 24, 2010

Signature: Michelle L. Downing
Michelle L. Downing (spouse of Curtis G. Downing), individually and as Trustee of The Curtis G. Downing and Michelle L. Downing Revocable Trust dated June 24, 2010

STATE OF Iowa, Madison COUNTY, ss:

This record was acknowledged before me on June 27, 2013, by Curtis G. Downing (spouse of Michelle L. Downing), individually and as Trustee of The Curtis G. Downing and Michelle L. Downing Revocable Trust dated June 24, 2010 and Michelle L. Downing (spouse of Curtis G. Downing), individually and as Trustee of The Curtis G. Downing and Michelle L. Downing Revocable Trust dated June 24, 2010.

Matthew C Garwood
Matthew C Garwood Notarial Officer

My commission expires: March 8, 2016

STAMP

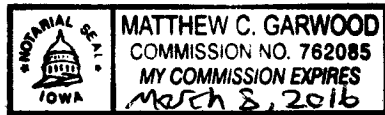


EXHIBIT A

LEGAL DESCRIPTION OF OWNER'S PROPERTY

Parcel 052:

The Southeast Quarter ($\frac{1}{4}$) of Section Twenty-three (23) in Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa.

Net Acreage of Owner's Property per County Assessor's Records: 156.00

Parcel 054:

The Southwest Quarter ($\frac{1}{4}$) AND the West Half ($\frac{1}{2}$) of the Southeast Quarter ($\frac{1}{4}$) of Section Twenty-four (24) in Township Seventy-four (74) North, Range Twenty-nine (29) West of the 5th P.M., Madison County, Iowa, EXCEPT Parcel "B" located in the Southwest Quarter ($\frac{1}{4}$) of the Southeast Quarter ($\frac{1}{4}$) of said Section Twenty-four, containing 4.025 acres, as shown in Plat of Survey filed in Book 3, Page 188 on February 17, 1998, in the Office of the Recorder of Madison County, Iowa.

Net Acreage of Owner's Property per County Assessor's Records: 230.92