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1977 JUN 22 PM 1:48
MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
Fee
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RESIGNATION OF R. H. LONG AS INDIVIDUAL TRUSTEE AND APPOINTMENT AND ACCEPTANCE OF R. S. STAM AS INDIVIDUAL TRUSTEE UNDER INDENTURE OF MORTGAGE AND DEED OF TRUST OF IOWA POWER AND LIGHT COMPANY TO HARRIS TRUST AND SAVINGS BANK AND HAROLD ECKHART AS TRUSTEES (R. H. LONG SUCCESSOR INDIVIDUAL TRUSTEE) DATED AS OF AUGUST 1, 1943, AS AMENDED AND SUPPLEMENTED.

Compared

W I T N E S S E T H:

WHEREAS, Iowa Power and Light Company, an Iowa corporation (Iowa Power), has heretofore executed and delivered to Harris Trust and Savings Bank (the "Corporate Trustee"), an Illinois corporation, and Harold Eckhart (the "Individual Trustee"), as Trustees, an Indenture of Mortgage and Deed of Trust (the "Indenture"), dated as of August 1, 1943, to secure the First Mortgage Bonds of Iowa Power, and a Supplemental Indenture of the same date; and

WHEREAS, Iowa Power has heretofore executed and delivered to the Trustees thirteen Supplemental Indentures relating to outstanding bonds (all of such Supplemental Indentures being referred to as the Supplemental Indentures); and

WHEREAS, R. H. Long has since June 26, 1961, been the duly appointed and acting Individual Trustee under the Indenture as amended and supplemented by the Supplemental Indentures, and

WHEREAS, it is provided in Section 6 of Article XII of the Indenture that in the event of the resignation of the Individual Trustee and until a successor Individual Trustee shall be appointed by the holders of the bonds issued under the terms of and secured by the Indenture, the Corporate Trustee shall, by an instrument in writing in any such case, appoint a successor to the Individual Trustee,

NOW THEREFORE, the undersigned R. H. Long does hereby resign as Individual Trustee under the Indenture effective May 2, 1977, or on such earlier date as his

successor shall have been appointed and does hereby give this written notice of such resignation to the Corporate Trustee and Iowa Power, and

WHEREAS, the Corporate Trustee and Iowa Power have received written notice from R. H. Long of his resignation as Individual Trustee and the Corporate Trustee now desires to make the appointment of a successor Individual Trustee pursuant to such provisions,

NOW, THEREFORE, the Corporate Trustee hereby appoints R. S. Stam as Individual Trustee under the Indenture effective this First day of April, 1977, and R. S. Stam hereby acknowledges and accepts his appointment as Individual Trustee under the Indenture effective this First day of April, 1977; and

R. H. Long hereby acknowledges receipt from R. S. Stam of his acceptance of his appointment as Individual Trustee, and Iowa Power acknowledges receipt of the resignation of R. H. Long and appointment and acceptance of R. S. Stam as Individual Trustee under the Indenture.

R. H. Long

Dated: April 1, 1977

HARRIS TRUST AND SAVINGS BANK
as Trustee

By
J. L. Spreng, Vice President

Attest:
R. G. Mason, Assistant Secretary

(SEAL)

R. S. Stam

IOWA POWER AND LIGHT COMPANY

By
D. H. Swanson, President

Attest:
Guy G. Gilchrist, Secretary

(SEAL)

State of Illinois )
) SS.
County of Cook )

On this First day of April A. D., 1977, before me, a Notary Public in and for said County, personally appeared J. L. Spreng and R. G. Mason, to me personally known, who being by me duly sworn did say that they are, respectively, a Vice President of HARRIS TRUST AND SAVINGS BANK, an Illinois corporation, and an Assistant Secretary of said corporation; that the seal affixed to the foregoing instrument is the seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and the said J. L. Spreng and R. G. Mason, each acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by each of them and by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year aforesaid.

NOTARY PUBLIC COOK COUNTY, ILL.

Lavette C. Seay

Notary Public in and for said County.
My commission expires NOVEMBER 29, 1980

[Notarial Seal]

State of Illinois )
) SS.
County of Cook )

On this First day of April A. D., 1977, before me, a Notary Public in and for said County, personally appeared R. H. Long and R. S. Stam to me personally known to be the identical persons named in and who executed the foregoing instrument, who, being by me duly sworn, acknowledged that they executed said instrument as their free and voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year aforesaid.

LAVETTE C. SEAY NOTARY PUBLIC

Lavette C. Seay

Notary Public in and for said County.
My commission expires NOVEMBER 29, 1980

[Notarial Seal]

State of Iowa )
) SS.
County of Polk )

On this First day of April A. D., 1977, before me, a Notary Public in and for said County, personally appeared D. H. Swanson and Guy G. Gilchrist, to me personally known, who being by me duly sworn did say that they are, respectively, President of IOWA POWER AND LIGHT COMPANY, an Iowa corporation, and Secretary of said corporation; that the seal affixed to the foregoing instrument is the seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and the said D. H. Swanson and Guy G. Gilchrist each acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by each of them and by it voluntarily executed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal the day and year aforesaid.

M L Blecher

Notary Public

My commission expires

[Notarial Seal]

M. L. BLECHER
MY COMMISSION EXPIRES
September 30, 1977