

Prepared by/return to: Adam C. Van Dike, 666 Grand Avenue, Suite 2000, Des Moines, IA 50309, (515) 242-2400

**MEMORANDUM OF REAL ESTATE CONTRACT
AND ESCROW FOR DEED**

Michael L. and Teresa Thompson, husband and wife, (collectively the "Seller") and **Hidden Valley Farms, Inc.**, an Iowa corporation, (the "Buyer"), have entered into that certain Real Estate Contract, dated August 16, 2016 (the "Agreement") for the purchase of the following described real estate located in Madison County, Iowa:

Parcel B as described in the Plat of Survey filed July 8, 2016 in Book 2016, Page 1945, being a part of the Southeast quarter of the Southwest quarter (SE ¼ SW ¼) of Section 3, Township 74 North, Range 29 West of the 5th P.M., Madison County, Iowa.

1. **TERM.** The Agreement provides for payment in full not later than January 1, 2017.
2. **PAYMENTS.** The payments under the Agreement are due on the first business day of each calendar month, commencing August 1, 2016.
3. **REMEDIES.** Seller is entitled to the remedy of forfeiture or foreclosure in accordance with Iowa law. Buyer and Seller have agreed to reduce Buyer's time for redemption in consideration of Seller's waiver of any deficiency judgment as set forth in Iowa Code Chapter 628 and the Agreement.
4. **ESCROW FOR DEED.** Seller hereby delivers to Adam C. Van Dike, Escrow Agent, in escrow, the following legal documents and papers:
 - a. Warranty Deed dated August 16, 2016, for said Real Estate from Seller to Buyer; and
 - b. Declaration of Value;
 - c. Groundwater Hazard Statement, and;
 - d. Abstract of Title for said Real Estate

THIS IS ONLY A MEMORANDUM OF THE AGREEMENT. THE COMPLETE AGREEMENT BETWEEN THE PARTIES IS CONTAINED IN THE AGREEMENT, EXECUTED BY BOTH PARTIES, AND ANY AMENDMENT THERETO.

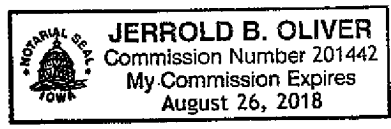
IN WITNESS WHEREOF, Seller and Buyer execute this Memorandum of Agreement as of the 16 day of August, 2016, to memorialize the Agreement.

Michael L. Thompson
Michael L. Thompson (Seller)

Teresa Thompson
Teresa Thompson (Seller)

STATE OF IOWA)
COUNTY OF Judson) ss:

This record was acknowledged before me on this 16 day of August, 2016, by Michael L. Thompson and Teresa Thompson, husband and wife.

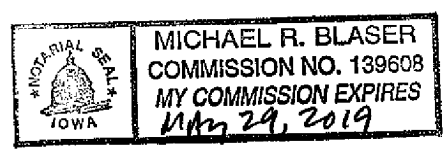


Jerrold B. Oliver
Notary Public in and for the State of Iowa

HIDDEN VALLEY FARMS, INC.
By: Debra Hansen
Its: PRESIDENT
DEBRA HANSEN

STATE OF IOWA)
COUNTY OF POLK) ss:

This record was acknowledged before me on this 19th day of August, 2016, by DEBRA HANSEN, as PRESIDENT, for Hidden Valley Farms, Inc.



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

The undersigned hereby acknowledges receipt of the legal documents and papers described in paragraph 4 above, agrees to act as Escrow Agent for said transaction, and to perform pursuant to instruction as above-directed.

Dated this 19th day of August, 2016.

BROWN, WINICK, GRAVES, GROSS,
BASKERVILLE & SCHOENEBAUM, P.L.C.

By: [Signature]
Adam C. Van Dike, Escrow Agent