



Document 4898

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RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:

Nancy Tronsgard
Power Partners Midwest, LLC
625 – 8th Avenue SE
Minneapolis, MN 55414

KAREN KANTAK, RECORDER
HAMILTON COUNTY IOWA

(Space above this line for Recorder's use only)

MEMORANDUM OF WINDPARK EASEMENT AGREEMENT

THIS MEMORANDUM OF WINDPARK EASEMENT AGREEMENT is made and entered into as of Sept 12 20 03 by and between Jeffrey C. Nelson, married to Jerita K. Nelson; Carl M. Nelson, married to Melody A. Nelson; Mark E. Nelson, married to Korinne M. Nelson; Douglas A. Nelson, married to Debra K. Nelson; collectively, ("Owner"), and Power Partners Midwest, LLC, a Delaware limited liability company, ("Developer").

WHEREAS:

A. On the date hereof, the Parties have entered into a Windpark Easement Agreement (the "Agreement") which by its terms grants to Developer easements for wind energy development and related rights, transmission lines and facilities, wind and weather monitoring and access on, over, under and across that certain land described in Exhibit B-1 attached hereto and incorporated herein by this reference (the "Property");

B. The term of the Agreement commences on the date hereof and may continue for a period of up to thirty-five (35) years in accordance with the terms of the Agreement, unless earlier terminated as provided in the Agreement.

C. The Parties desire to enter into this Memorandum of Windpark Easement Agreement, which is to be recorded in order that third parties may have notice of the interests of Developer in the Property and of the existence of the Agreement and of certain easements and rights granted to Developer in the Property as part of the Agreement.

NOW, THEREFORE, in consideration of the payments and covenants provided in the Agreement to be paid and performed by Developer, Owner hereby grants to Developer the Easements (as that term is defined in the Agreement), on, over, under and across the Property, on the terms and conditions set forth in the Agreement. All of the terms, conditions, provisions and covenants of the Agreement are hereby incorporated into this Memorandum by reference as though fully set forth herein, and the Agreement and this Memorandum shall be deemed to constitute a single instrument or document. Should there be any inconsistency between the terms of this Memorandum and the Agreement, the terms of the Agreement shall prevail. The Agreement contains the entire agreement of the Parties with respect to the subject matter thereof, and any prior or contemporaneous agreements, discussions or understandings, written or oral (including without limitation any options or agreements for easements previously entered into by the Parties with respect to the Property), are superseded by the Agreement and shall be and hereby are released, revoked and terminated and, without limiting the generality of the foregoing, all rights and interests evidenced by the certain memorandum recorded in Hamilton County, Iowa, under Document No. 032548 and any notice imparted thereby are null and void and said

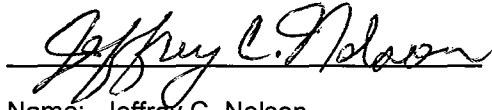


memorandum is hereby canceled and shall be of no further force or effect for any purpose whatsoever.

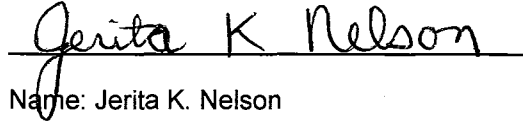
IN WITNESS WHEREOF, the Parties have executed this Memorandum of Windpark Easement Agreement as of the date set forth above.

"OWNER"

Spousal Consent:



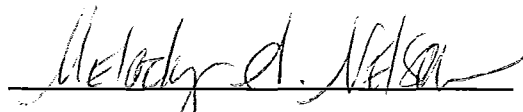
Name: Jeffrey C. Nelson



Name: Jerita K. Nelson



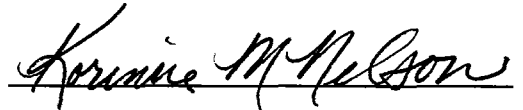
Name: Carl M. Nelson



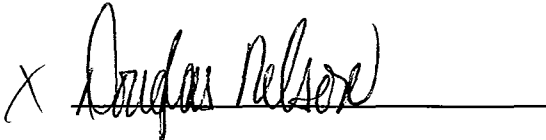
Name: Melody A. Nelson



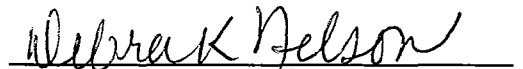
Name: Mark E. Nelson



Name: Korinne M. Nelson

X 

Name: Douglas A. Nelson

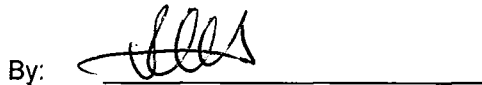


Name: Debra K. Nelson

"DEVELOPER"

Power Partners Midwest, LLC

A Delaware Limited Liability Company

By: 

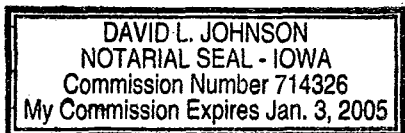
Name: Paul White

Title: Manager MIDWEST PROJECT DIRECTOR

ACKNOWLEDGMENTS

STATE OF IOWA, COUNTY OF Hamilton, ss:

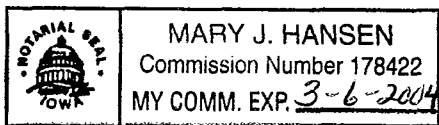
On this 12 day of September, 2003 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Jeffrey C. Nelson and Jerita K. Nelson, husband and wife, to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.



David L. Johnson
Notary Public, State of Iowa.

STATE OF IOWA, COUNTY OF _____, ss:

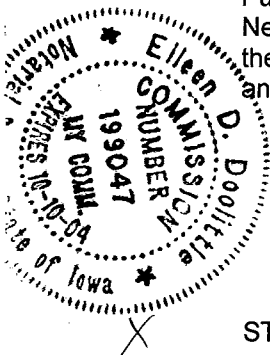
On this 26th day of September, 2003 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Carl M. Nelson and Melody A. Nelson, husband and wife, to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.



Mary J. Hansen
Notary Public, State of Iowa.

STATE OF IOWA, COUNTY OF Hamilton ss:

On this 26 day of Sept, 2003 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Mark E. Nelson and Korinne M. Nelson, husband and wife, to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.

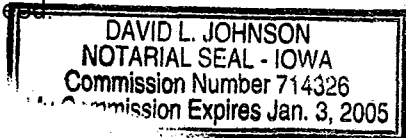


Eileen D. Doolittle
Notary Public, State of Iowa.

10-10-04

STATE OF IOWA, COUNTY OF Hamilton, ss:

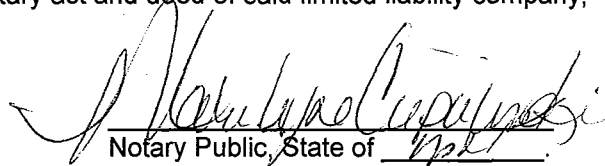
On this 13 day of September, 2003 before me, the undersigned, a Notary Public in and for said County and State, personally appeared Douglas A. Nelson and Debra K. Nelson, husband and wife, to me known to be the identical persons named in and who executed the foregoing instrument, and acknowledged that they executed the same as their voluntary act and deed.



David L. Johnson
Notary Public, State of Iowa.

STATE OF Minnesota, COUNTY OF Henrieville, ss:

On this 6 day of October, 2003, before me personally appeared Paul White, to me personally known, who being by me duly sworn did say that the person is the Manager of said limited liability company, and that said instrument was signed on behalf of the said limited liability company by authority of its members and the said Paul White acknowledged the execution of said instrument to be the voluntary act and deed of said limited liability company, by it voluntarily executed.


Notary Public, State of Ind.

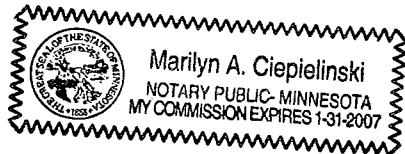


Exhibit B-1

DESCRIPTION OF THE PROPERTY

PROPERTY DESCRIPTION: The Southeast Quarter (SE1/4) of Section Fifteen (15), and the Southwest Quarter of the Southwest Quarter (SW1/4 SW1/4) of Section Fourteen (14), all in Township Eighty-nine (89) North, Range Twenty-four (24) West of the 5th P.M., Hamilton County, Iowa, subject to roads and easements.

38.37 Acres (S14)

137.88 Acres (S15)