

RESOLUTION NO. 105 - 10

SECOND AMENDMENT TO THE PURCHASE AGREEMENT  
BY AND BETWEEN  
HOTEL IOWANA LIMITED PARTNERSHIP  
AND  
THE CITY OF CRESTON, IOWA

THIS SECOND AMENDMENT TO THE PURCHASE AGREEMENT BY AND BETWEEN HOTEL IOWANA LIMITED PARTNERSHIP AND THE CITY OF CRESTON, IOWA (the "Second Amendment") is made and entered into effective as of February 2, 2010 by and between the undersigned parties.

RECITALS

WHEREAS, Hotel Iowa Limited Partnership ("Buyer") and the City of Creston, Iowa ("Seller") entered into a Purchase Agreement (the "Agreement") on May 6, 2008 for the building commonly known as The Hotel Iowa, located in Creston, Iowa (the "Real Property"), as described in Exhibit A attached hereto; and

WHEREAS, Buyer and Seller amended the Agreement on June 16, 2009 (the "First Amendment") to allow longer timeframes under Section 3 of the Agreement; and

WHEREAS, Buyer and Seller desire to further modify the Agreement to allow extended timeframes under Section 3 of the Agreement.

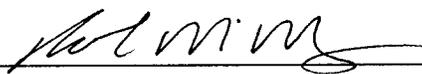
NOW THEREFORE, in consideration of the foregoing, of the mutual promises of the parties hereto, and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Replace June 1, 2010 with December 31, 2010 in Section 3 of the Agreement.
2. All other terms and conditions in the Agreement shall remain in full force and effect, pending future amendments to the Agreement, if any.

IN WITNESS WHEREOF, this Second Amendment has been executed as of February 2, 2010.

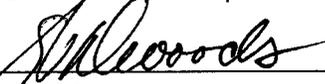
BUYER:

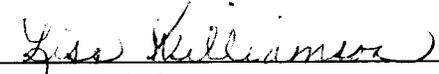
Hotel Iowa Limited Partnership,  
an Iowa limited partnership  
MetroPlains Partners, LLC  
Its General Partner

BY:   
Its: Co-President

SELLER:

City of Creston,  
an Iowa municipal corporation

BY:   
Its: Mayor

BY:   
Its: City Clerk

**EXHIBIT A**

**Real Property  
Legal Description**

O.P. Sub Div 218-219-220 Lots 1-2-3. 203 West Montgomery Street, Creston, Iowa.