

MEMORANDUM OF OPTION

THIS DOCUMENT PREPARED BY, AND
AFTER RECORDING RETURN TO:

Grain Belt Express Clean Line LLC
c/o Clean Line Energy Partners LLC
1001 McKinney, Suite 700
Houston, Texas 77002
Attn: Cary Kottler & Deann Lanz

(This space reserved for recording information)

MEMORANDUM OF OPTION AGREEMENT

STATE OF MISSOURI

COUNTY OF RALLS

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KNOW ALL MEN BY THESE PRESENTS:

EXECUTED as of February 7 2014 (the "Effective Date"). By that certain Option Agreement dated January 29, 2014 (the "Option Agreement"), by and among James Michael Moomaw and Virginia Doris Moomaw, husband and wife, as tenants by the entirety (collectively, "Grantor" or "Owner") and Grain Belt Express Clean Line LLC, an Indiana limited liability company ("Grantee" or "Purchaser"), Owner has granted to Purchaser an option to purchase fee simple title to that certain tract or tracts of real property consisting of approximately forty-seven (47) acres, situated in Ralls County, Missouri, as more particularly described on Exhibit A and Exhibit A-1 attached hereto and incorporated herein, together with (1) all buildings, structures, fixtures and other improvements located, if any, on the Land; and (2) all other appurtenances pertaining to the Land, including, without limitation, all development rights, entitlements, water rights, claims, strips and gores, easements benefiting the Land, and rights in and to adjoining roadways. The option period is for five (5) years from the Effective Date.

The purpose of this memorandum is to give notice of the existence of Purchaser's option rights granted in the Option Agreement, to which Option Agreement reference is made for a full description of the terms and conditions thereof. In the event any of the terms and provisions of this memorandum conflict with the terms and provisions of the Option Agreement, the terms and provisions of the Option Agreement shall control.

This Memorandum of Option Agreement may be executed in multiple counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

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