

After recording please return to:

Tenaska, Inc.
Attn: Mark Mowat
1044 N. 115th St. Suite 400
Omaha, NE 68154

State of Oregon, County of Klamath
Recorded 08/22/00, at 2:02 p.m.
In Vol. M00 Page 30691
Linda Smith,
County Clerk Fee\$ 91⁰⁰

[Space Above This Line For Recording Data]

CORPORATION WARRANTY DEED

TENASKA POWER PARTNERS, L.P., a limited partnership organized and existing under the laws of Nebraska, GRANTOR, conveys to GRANTEE, TENASKA, INC., a Delaware corporation, the following described real estate:

The S ½ SE ¼ Section 21, Township 40 South, Range 12 East of the Willamette Meridian, and the SE ¼ SE ¼; N ½ SE ¼ and the NE ¼ Section 28, Township 40 South, Range 12 East of the Willamette Meridian, in the County of Klamath, State of Oregon.

TOGETHER WITH an easement for roadway purposes as shown in Easement recorded April 23, 1979 in Book M-79 at Page 8118.

TOGETHER WITH an easement for use as a roadway as shown in Easement recorded August 25, 1980 in Book M-80 at Page 16053.

CODE 15 & 16 MAP 4012 TL 6500
CODE 16 & 15 MAP 4012 TL 6500
CODE 15 MAP 4012-2100 TL 600

GRANTOR covenants with GRANTEE that GRANTOR:

- (1) is lawfully seised of such real estate and that it is free from encumbrances except those of record;
- (2) has legal power and lawful authority to convey the same;
- (3) warrants and will defend title to the real estate against the lawful claims of all persons.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930.

The true consideration paid for this conveyance is an equitable exchange.

Executed August 9, 2000.

TENASKA POWER PARTNERS, L.P.

By: TENASKA, INC., Partner

By: Larry V. Pearson
Title: LARRY V. PEARSON
VICE PRESIDENT

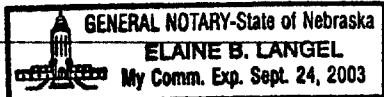
By: EMPECO II, INC., Partner

By: J. L. Williams
Title: PRESIDENT

This instrument is being recorded as an accommodation only, and has not been examined as to validity, sufficiency or effect it may have upon the herein described property. This courtesy recording has been requested of ASPEN TITLE & ESCROW, INC.

STATE OF NEBRASKA)
) SS.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged before me on August 9, 2000 by Larry V. Pearson, Vice President of Tenaska, Inc., a Delaware corporation, on behalf of the corporation.
My commission expires _____



E. Langel
Notary Public

STATE OF Montana)
) SS.
COUNTY OF Jefferson)

The foregoing instrument was acknowledged before me on August 10, 2000 by J. L. Williams, President of Empeco II, Inc., a Montana corporation, on behalf of the corporation.
My commission expires 10/16/02

Karen Eide
Notary Public