

Michigan Electric Transmission Company, LLC
Attn: Executive Vice President and Chief Operating Officer
C/O NSI Consulting & Development, Inc.
26657 Woodward Avenue, Suite 100
Huntington Woods, MI 48070

SUBJECT:

REFERENCE: Amended and Restate Easement Agreement (the "Agreement") dated April 29, 2002, between Consumers Energy Company ("Consumers") and Michigan Electric Transmission Company, now Michigan Electric Transmission Company, LLC ("METC")

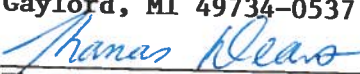
We, the Otsego County Road Commission has acquired or is seeking to acquire rights from Consumers on certain land in which METC has an interest in under the Agreement. The location of said land is set forth on "Annex A", attached to this letter.

Pursuant to Section 7.1 of the Agreement, we hereby notify METC that we intend to construct a thirty (30') foot wide (road surface) access road On said land. A further description of the intended use is also set forth on Exhibit A to this letter.

Under said Section 7.1 of the Agreement, METC must within 30 days of this notice notify us, as "Initiating User", of whether or not METC approves the proposed use as a Compatible Use. If METC does not notify us either way within 30 days of this notice, then, as provided in said Section 7.1, METC will be deemed to have approved the proposed use as being a Compatible Use. We would appreciate, however, receiving METC's express approval of the proposed use as be a Compatible Use as soon as possible.

This letter is being sent to you in triplicate. If METC agrees that the proposed use is a Compatible Use, please indicate that by signing and returning one copy of this letter to us as soon as possible. As called for in Section 7.1 of the Agreement, please also send one signed copy of this letter to Consumers Energy Company, at One Energy Plaza, Jackson, MI 49201. The last copy should be retained by METC for its records.

Otsego County Road Commission
P.O. Box 537
Gaylord, MI 49734-0537


Thomas Deans, P.E.

APPROVED:

MICHIGAN ELECTRIC TRANSMISSION COMPANY, LLC

By:  Date: 6/10/04

ANNEX A

LAND TO BE IMPACTED: PID: 010-009-200-100-00, This property is located in the NW 1/4 of Section 9, T30N-R3W, Bagley Township, Otsego County, Michigan
Owner: County of Otsego

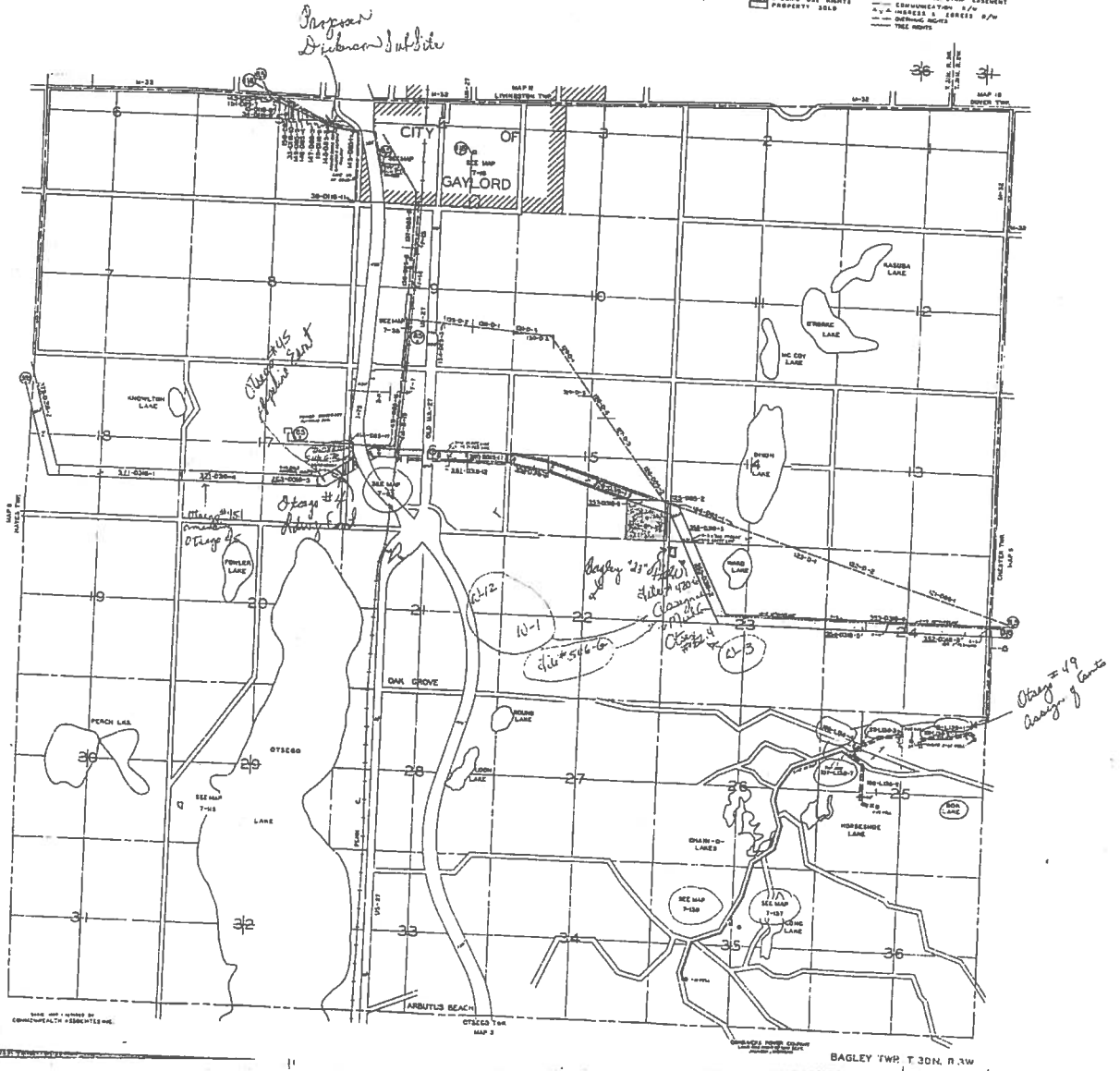
PROPOSED USE: We propose to construct a 30' to 34' foot wide (roadway surface), county public road from Springwood Ave (Maple Grove Estates) to Gornick Avenue. The proposed access road will be hard surfaced and some ditching may be performed for surface runoff. We intend to install guardrail at various locations along the project including the Paxton well head building and the power pole located just east (66') of the Paxton building. Our proposed improvements will be performed within a sixty-six (66') foot right-of-way by O.C.R.C. representatives. Construction is scheduled for mid-summer. We plan to center the road between the Paxton building and the power pole to the east and a small portion of the road will be constructed under the power lines leading south from this power pole. Our grade change will be minimal from existing conditions. Vegetative cover will be reestablished along all areas disturbed by our earthwork. This road will be maintained by the O.C.R.C. upon completion of the proposed project.

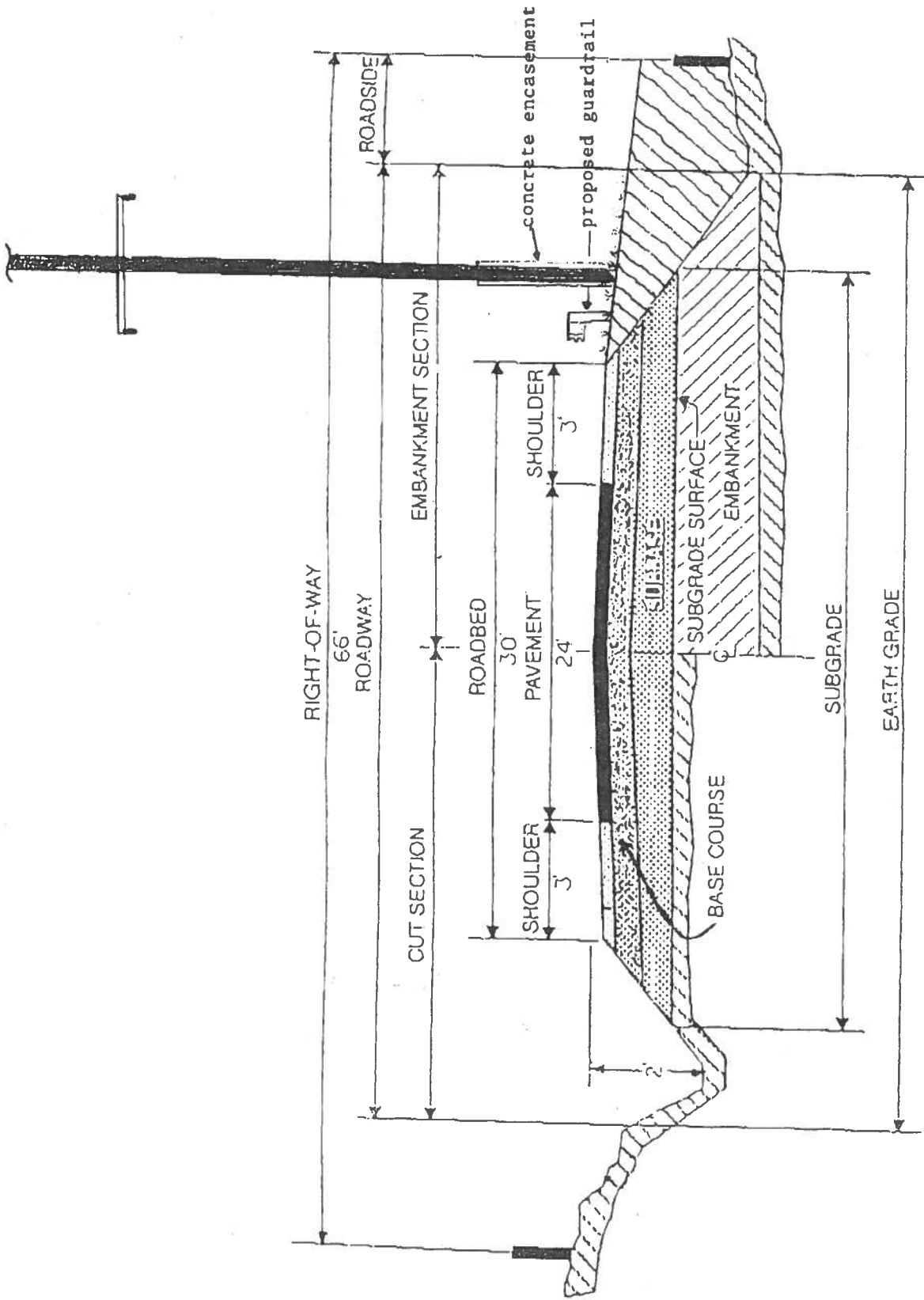
SCALE 1" = 1000'
REDUCED SCALE 1" = 2000'

OTSEGO CO. T.30N. R.3W. 10-94
BAGLEY TWP. Map No. 7

SEE TITLE
EASEMENTS
SPECIAL USE RIGHTS
PROPERTY SOLD

TRUNK S/W
TRUNK STOP EASEMENT
CONVEYANCE S/W
INTERESTS EASEMENTS S/W
DRAINAGE RIGHTS
TREE RIGHTS





Road Section Nomenclature

Typical Cross Section At The MBIC Pole Location



OCRCEUGENE S. FLEMING, CHAIRMAN
JACK DEMING, VICE CHAIRMAN
DONALD R. HUFF, MEMBER
MICHAEL A. ROPER, MANAGING DIRECTOR
ROBERTA M. THOLL, OFFICE MANAGER

FACSIMILE TRANSMISSION

TO: FernandoMETC(Company)FROM: Tom DeansDATE: 6/2NUMBER OF PAGES (INCLUDING COVER SHEET): 3

SPECIAL INSTRUCTIONS:

I checked our records and we do not have record of traffic counts for Gornick Ave or the Maple Grove subdivision. There are ten commercially developed properties north of the Sportsplex that access Gornick Ave to Wisconsin Ave and we would expect this traffic to continue to access to Wisconsin Ave. We also do not plan to utilize this access road except in emergency situations so we envision the % commercial traffic to be low. As mentioned, the Sportsplex traffic will utilize this access road, especially during events (hockey, swimming events) along with the subdivision residents. As noted on the cross section drawing, the existing pole is encased with concrete and we plan to install a guardrail barrier around this pole. We expect the edge of pavement to be min. 12' to a max. 21' from the existing METC pole. The overhead line is approx. 35' above the existing ground elevation. Hope this information is of use and please feel to call if you have any questions. As mentioned, Mr. Feare of Consumers Power has recently visited the site. Your other pole is located 610' south of the above mentioned pole and 67' from the proposed road centerline.

FAXFORM.RMT

FROM OUR FAX #989-732-6775

TITLE DATA
Gaylord Manufacturing Co., a Corp. (13)

690005

CONSUMERS POWER COMPANY 16

TRACT 137-085-6
MAP 7

Easement 1-10-51 5-23-51 J 2021
DATE OF INSTRUMENT DATE OF RECORD LIBER PAGE

Parcel No. 105.

RIGHT OF WAY

Recorded 1st 1951 at order 11187
11/19/51 at order 11187
Register of Deeds

Gaylord Manufacturing Company, a corporation,
1111 East Main Street, Gaylord, Michigan (1100) to
1111 East Main Street, Gaylord, Michigan (1100) to

All that part of the Northeast one-quarter (1/4) of Section nine (9), Township thirty (30) North, Range three (3) West, lying westerly of the Michigan Central Railroad right of way.

The poles to be taken by said lines of xxxxxx poles, wires, cables and conduits across, over and under said xxxxxx

Second party may locate said route westerly of and along and not more than sixty (60) feet from the westerly line of the Michigan Central Railroad right of way.

Note: In the event of future construction, second party agrees to alleviate or relocate to accommodate said construction.

with full right and authority to the second party, its successors, licensees, lessees of easements, and its and their agents and employees, to enter at all times upon said premises for the purpose of construction, erection, re-erecting, replacing, improving, enlarging and maintaining such cables, conduits and xxxxxx poles and supports, with all necessary braces, guys, anchors, saddles and transformers, and termination thereon and supporting and suspending therefrom lines of wires, cables or other conductors for the transmission of electrical energy and/or communication, and to trim or remove any trees which at any time may interfere or threaten to interfere with the maintenance of such lines. It is especially understood that no buildings or other structures shall be placed under such wires and/or over such cables without the written consent of said second party. It is further understood that the second party shall not be liable for any damage to crops or other property of the first party from taking use of the easement to the full extent herein authorized.

Witness my hand and the corporate seal of the said party on this 10th day of January, 1951.
Donald F. McDonald
Jacob Veen

WITNESSES:
William J. Meyer
L. E. Moulton

STATE OF MICHIGAN)
County of Otsego) ss.
On this 10th day of January 1951,
I, William J. Meyer, Notary Public for the County of Otsego, Michigan, acting in and to be known, who being by me duly sworn, did say that he is the Vice-President of the Gaylord Manufacturing Company, a corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that the same was signed and sealed on behalf of said corporation by Donald F. McDonald, Secretary, and Jacob Veen, Vice-President of the said corporation, and that the free act and deed of said corporation.

Notary Public, Donald F. McDonald
Shawassee
April 13, 1953.

ACCOUNT NO. 100,110,340,000
Michigan STATE Otsego COUNTY 9 SECTION 130E TOWN 137-085-6 MAP 7

DATE	JOURNAL ENTRY	ITEMS OF COST	AMOUNT	TRANSFERS	BALANCE
Dec 1951	200)	Original Cost (See Vol LR4, Exhibit R5a,			
Dec 1952	200)	Working Papers)	\$ 168 10		\$ 168 10

MAPPED AND CHECKED

7

GENERAL ENGINEERING MAP REFERENCES

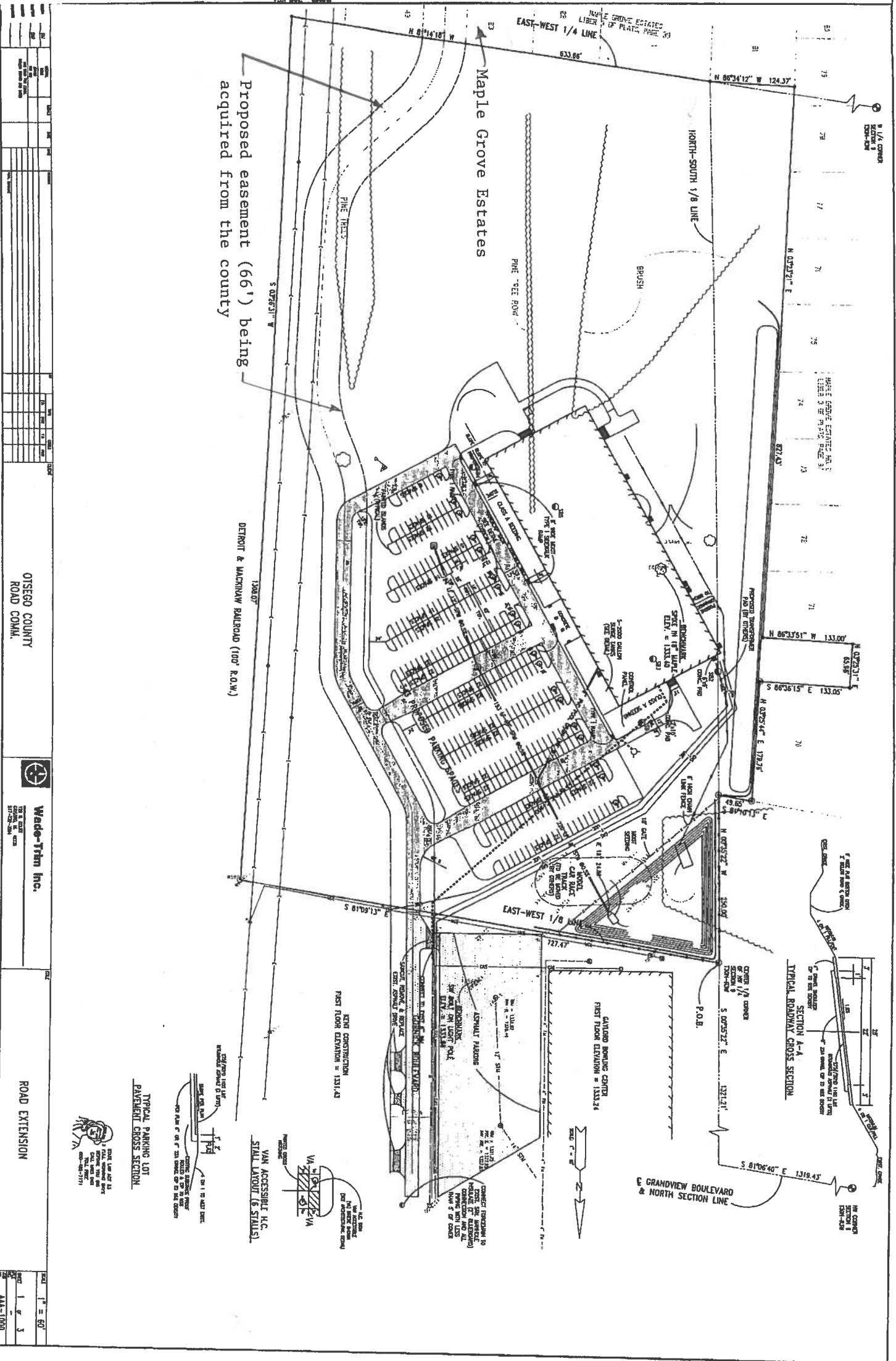
Line Map No. 14896 Sheet 7 of 8 Sheets
Plan & Profile No. P14896L Sheet 32 of _____ Sheets
Survey Map No. _____ Sheet _____ of _____ Sheets

DOCUMENTS FILED WITH ORIGINAL INSTRUMENTS

- 1. Abstract _____
- 2. Opinions of Title _____
- 3. Title Search Yes
- 4. Mortgage Release _____
- 5. Tree Voucher Yes

TITLE HISTORY

- 1. Gaylord Manufacturing Co., a Corp.
1-10-51 5-23-51 J-202 Esmt
- 2. Consumers Power Company



Proposed easement (66') being acquired from the county

DETROIT & MACQUINAW RAILROAD (100' R.O.W.)

OTSEGO COUNTY ROAD COMM.



Wade-Trim Inc.

ROAD EXTENSION

TYPICAL PARKING LOT PAVEMENT CROSS SECTION

VAN ACCESSIBLE R.C. STALL LAYOUT (6 STALLS)

ICEM CONSTRUCTION FIRST FLOOR ELEVATION = 1311.43

CAVALON BUILDING CENTER FIRST FLOOR ELEVATION = 1313.24

TYPICAL ROADWAY CROSS SECTION



DATE	1" = 60'
NO.	1
REV.	3
PROJECT	AAA-1000