

**RELEASE AND QUITCLAIM DEED**

THIS DEED is made as of September 28, 1995 (the "Effective Date"), between UNION PACIFIC RAILROAD COMPANY, a Utah corporation ("Railroad") and UNION PACIFIC LAND RESOURCES CORPORATION, a Nebraska corporation ("Resources").

**RECITALS:**

A. By deed(s) filed in the deed records of Morgan County, Utah, on April 16, 1971, in Book M-7 at Page 248, Railroad quitclaimed to Resources all of Railroad's right, title and interest in and to the lands described in Exhibit A attached hereto and made a part hereof (the "Property"), and reserved unto itself, its successors and assigns, the following:

"...its railroad operating rights of way, together with all its right, title and interest in the lands upon which any such rights of way are located, and in and to any and all lands used or held for use in transportation service, ...".

B. Resources desires that the reservation recited in Paragraph A above (the "General Railroad Reservation") be modified by the cancellation and release of the General Railroad Reservation as to any and all portions of the Property which are owned of record in fee on the Effective Date by Resources, Union Pacific Resources Group Inc., Union Pacific Resources Company or Rock Springs Royalty Company, and the substitution of certain other rights to be granted by Resources to Railroad by separate instruments of even date herewith.

C. Railroad is agreeable to such cancellation and release of the General Railroad Reservation.

09/21/95  
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BRENDA D. NELSON, MORGAN CO. RECORDER  
1999 JAN 25 11:30 AM FEE 1380.00 BY BDN  
REQUEST: UNION PACIFIC RESOURCES CO

**RELEASE AND QUITCLAIM:**

Railroad, for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, **REMISES, RELEASES AND QUITCLAIMS** to Resources, its successors and assigns, all of Railroad's right, title and interest which Railroad has in the Property by virtue of the General Railroad Reservation, excepting from this Release and Quitclaim and reserving unto Railroad, its successors and assigns, (1) the General Railroad Reservation in and to any and all portions of the Property which are not owned of record in fee by Resources on the Effective Date, and (2) Railroad's right, title and interest in the Property, if any, which Railroad has other than by virtue of the General Railroad Reservation.

**TO HAVE AND TO HOLD** such right, title and interest in and to the Property attributable to the General Railroad Reservation unto Resources, its successors and assigns, forever.

**IN WITNESS WHEREOF**, Grantor has executed this Release and Quitclaim as of the Effective Date.

**UNION PACIFIC RAILROAD COMPANY**

By: *[Signature]*  
Title: **Assistant Vice President**

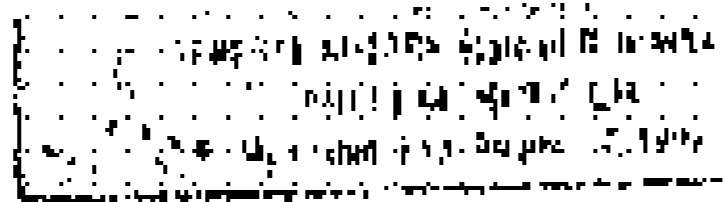
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STATE OF NEBRASKA )  
                          ) ss:  
COUNTY OF DOUGLAS )

On September 28, 1995, before me, a Notary Public in and for said County and State, personally appeared R. D. Ulrich, Assistant Vice President of Union Pacific Railroad Company, a Utah corporation, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



*William M. Schwen*  
Notary Public

(SEAL)

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