

Recorded at the Request of Metro National
Title, File No. 00025335

Original

WHEN RECORDED MAIL TAX NOTICE TO:

5600 WEST, L.L.C.
1132 South 500 West
Salt Lake City, UT 84101

7618194
04/14/2000 04:32 PM 16.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
METRO NATIONAL TITLE
BY: ZJM, DEPUTY - WI 4 P.

7618194

1864-70

QUITCLAIM DEED

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, successor in interest by merger to Union Pacific Railroad Company, a Utah corporation and Los Angeles & Salt Lake Railroad Company ("Grantor") in consideration of the sum of Ten Dollars (\$10.00), and other valuable consideration to it duly paid, the receipt whereof is hereby acknowledged, does hereby REMISE, RELEASE and forever QUITCLAIM unto 5600 WEST, L.L.C., ("Grantee") whose address is c/o Pacific Commercial Properties, 1132 South 500 West, Salt Lake city, Utah 84101 and unto its successors and assigns forever, all of Grantor's right, title, interest, estate, claim and demand, both at law and in equity, of, in, and to the real estate (hereinafter the "Property") situated in Salt Lake County, State of Utah, as more particularly described in Exhibit A, hereto attached and hereby made a part hereof.

Except as may be otherwise provided in a written assignment or other written agreement between Grantor and Grantee, Grantor reserves all income (including, without limitation, rentals, license fees and royalties from any license and other rights to use the Property) granted by Grantor or Grantor's predecessors in interest. Grantee agrees that if Grantee receives any such income, Grantee will promptly forward the income to Grantor.

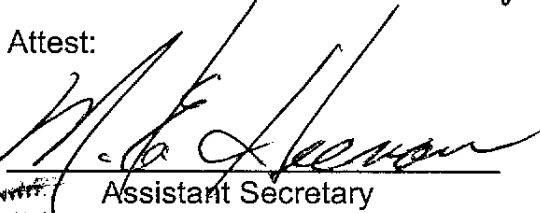
EXCEPTING from this quitclaim and RESERVING unto Grantor, its successors and assigns, forever, all minerals and all mineral rights of every kind and character now known to exist or hereafter discovered underlying the Property, including without limiting the generality of the foregoing, oil and gas and rights thereto, together with the sole, exclusive and perpetual rights to explore for, remove and dispose of said minerals by any means or methods suitable to the Grantor, its successors and assigns, but without entering upon or using the surface of the Property, and in such manner as not to damage the surface of the Property, or to interfere with the use thereof by the Grantee, its successors and assigns.

TOGETHER with all and singular the hereditaments and appurtenances thereunto belonging; TO HAVE AND TO HOLD, subject to the aforesaid provisions, the Property unto the said Grantee and unto its successors and assigns.

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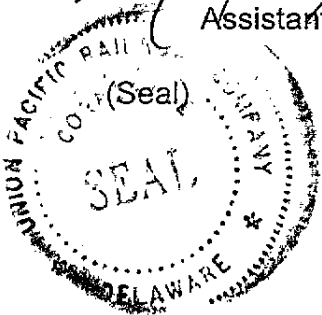
Grantor, Federal ID No. 94-6001323, is not a foreign corporation and withholding of Federal Income Tax from the amount realized will not be made by Grantee. A Certification prepared in conformance with IRS regulations under Section 1445 of the Internal Revenue Code is attached as Exhibit B.

IN WITNESS WHEREOF, the Grantor has caused this deed to be duly executed as of the 7th day of April, 2000.

Attest:

Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By 
Title: Assistant Vice President



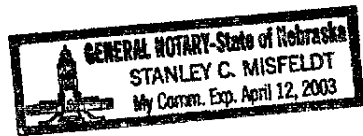
ACKNOWLEDGMENT

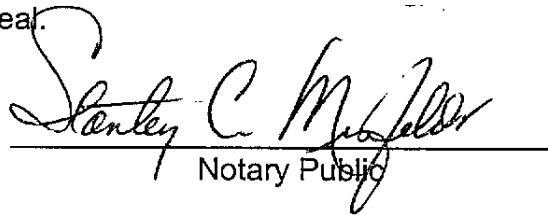
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 7th day of April, 2000, before me, a Notary Public in and for said County and State, personally appeared Dave Uhrich and Mike Heenan who are the Asst Vice President and the Assistant Secretary, respectively, of Union Pacific Railroad Company, a Delaware corporation, and who are personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to in the within instrument, and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

(Seal)




Notary Public

UNION PACIFIC RAILROAD COMPANY
Salt Lake County, Utah

EXHIBIT "A"

A parcel of land situate in the NE $\frac{1}{4}$ of Section 11, Township 1 South, Range 2 West of the Salt Lake Base and Meridian in Salt Lake County, Utah, more particularly described as follows:

COMMENCING at the E $\frac{1}{4}$ corner of said Section 11;

Thence North 89°54'54" West, along the east and west centerline of said Section 11, a distance of 40.00 feet,

Thence North 00°01'36" East, a distance of 304.47 feet, to the **POINT OF BEGINNING**;

Thence South 80°26'00" West, a distance of 98.43 feet, to the beginning of a curve to the left, concave southwesterly, with a radius of 930.37 feet, and a chord bearing North 45°51'40" West, a chord distance of 861.73 feet;

Thence Southwesterly, along said curve, through a central angle of 55°10'34", an arc distance of 895.95 feet;

Thence South 86°57'39" East, a distance of 716.74 feet;

Thence South 00°01'36" West, a distance of 545.75 feet, to the **POINT OF BEGINNING**.

Containing an area of 167,995 square feet, more or less.

Office of Real Estate
Omaha, Nebraska
April 3, 2000

Written by: LEF
1486-70-10.lgl.

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CERTIFICATION OF NON-FOREIGN STATUS

Under Section 1445(e) of the Internal Revenue Code, a corporation, partnership, trust, or estate must withhold tax with respect to certain transfers of property if a holder of an interest in the entity is a foreign person. To inform the transferee that no withholding is required with respect to UNION PACIFIC RAILROAD COMPANY's interest in it, the undersigned hereby certifies the following on behalf of UNION PACIFIC RAILROAD COMPANY (hereinafter the "COMPANY"):

1. The COMPANY is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those terms are defined in the Internal Revenue Code and Income Tax Regulations);
2. The COMPANY's U.S. employer identification number is 94-6001323; and
3. The COMPANY's office address is 1416 Dodge Street, Omaha, Nebraska 68179 and state of incorporation is Delaware.

The COMPANY agrees to inform the transferee if it becomes a foreign person at any time during the three year period immediately following the date of this notice.

The COMPANY understands that this certification may be disclosed to the Internal Revenue Service by the transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

Under penalties of perjury, I declare that I have examined this certification and to the best of my knowledge and belief it is true, correct, and complete, and I further declare that I have authority to sign this document on behalf of the COMPANY.



Title: Assistant Vice President

Date: April 7 2000

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