THIS INDENTURE, Made as of this first day of April, 1971 between UNION PACIFIC RAILROAD COMPANY, a corporation of the State of Utah, GRANTOR, and UNION PACIFIC LAND RESOURCES CORPORATION, a corporation of the State of Nebraska (through merger, successor in interest to Union Pacific Land Resources Corporation, a corporation of the State of Utah), GRANTEE,

That GRANTOR does hereby quitclaim as a contribution, without consideration, to the capital of GRANTEE, and by these presents does REMISE, RELEASE and QUITCLAIM unto GRANTEE, its successors and assigns, forever, all of GRANTOR's right, title, interest, estate, claim and demand, both at law and in equity, in and to the land described in Exhibit A attached hereto and by this reference made a part

THIS INDENTURE, Made as of this first of 1971 between UNION PACIFIC RALLROAD COMPANY, a cothe State of Utah, GRANTOR, and UNION PACIFIC LAN CORPORATION, a corporation of the State of Nebras merger, successor in interest to Union Pacific Lan Corporation, a corporation of the State of Utah, 302 South 36th Street, Omaha, Nebraska 68131:

WITNESSEH: That GRANTOR does hereby of a contribution, without consideration, to the car GRANTEE, and by these presents does REMISE, RELLER QUITCLAIM unto GRANTEE, tis successors and assignal of GRANTOR's right, title, interest, estate, mand, both at law and in equity, in and to the lain Exhibit A attached hereto and by this reference hereof.

GRANTOR's right, title and interest in scribed in Exhibit A was derived by deed from Ore Line Railroad Company, a Utah corporation, and it is subject to the exception and reservation set it deed, excepting unto Oregon Short Line Railroad Company, across the land described in Exhibit B attached it his reference made a part hereof, and reserving Short Line Railroad Company a perpetual easement tenance, operation, repair, renewal and reconstruction time Railroad trackage and appurtenances in their previupon, along and across the land described in Exhibit B attached it his reference made a part hereof, and reserving Short Line Railroad Company a perpetual easement tenance, operation, repair, renewal and reconstruction to the company and across the land described in Exhibit B attached in Exhibit B attached by the Street Vice Presiduates de vice Presiduates de vice and presents of the first day of April, 1971.

UNION PACIFIC RAIL AND ACRES AND A PRIL 1971. GRANTOR's right, title and interest in the land described in Exhibit A was derived by deed from Oregon Short Line Railroad Company, a Utah corporation, and this conveyance is subject to the exception and reservation set forth in said deed, excepting unto Oregon Short Line Railroad Company railroad trackage and appurtenances now located upon, along and across the land described in Exhibit B attached hereto and by this reference made a part hereof, and reserving unto Oregon Short Line Railroad Company a perpetual easement for the maintenance, operation, repair, renewal and reconstruction of said railroad trackage and appurtenances in their present location upon, along and across the land described in Exhibit B.

TOGETHER with all water rights, rights of way, easements, tenements, hereditaments and appurtenances thereunto

IN WITNESS WHEREOF, GRANTOR has caused these presents to be executed by its Exec. Vice President and attested by its Assistant Secretary thereunto duly authorized,

UNION PACIFIC RAILROAD COMPANY

Vice President

STATE OF NEBRASKA) COUNTY OF DOUGLAS)

On this 14th day of February, 1984, before me, a Notary Public in and for said County in the personally appeared J. R. Davis to me personally known, and to me personally known to be Executive Vice President of UNION PACIFIC RAILROAD COMPANY, and to be the same person whose name is subscribed to the foregoing instrument, and who, being by me duly sworn, did say that he is Executive Vice President of Union Pacific Railroad Company; that the seal affixed to said instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its board of directors; and the said J. R. Davis acknowledged said instrument to be his free and voluntary act and deed, and the free and voluntary act and deed of said corporation, by it voluntarily executed, for the uses specified therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year last above written.

My commission expires Warch 14 189

Od Hollorf Notary Mublic

Residing at Omaha, Nebraska

(SEAL)



thence continuing along said 900 West Street centerline and along the east boundary of said 84 Lumber Company parcel, South 01 degree 36 minutes West, 50.00 feet to the southeast corner of said parcel;

thence South 88 degrees 24 minutes East, 154.26 feet, to a point 28.0 feet normally distant westerly from the centerline of the main track of the Denver and Rio Grande Western Railroad Com-

pany, as now constructed and operated;

thence parallel with said track centerline, North Ol degree 29 minutes East, 1007.02 feet to a point 200.0 feet normally distant westerly from said centerline of the main track of the Cregon Short Line Railroad Company, as originally constructed and operated;

thence parallel with said centerline of the main track, North 7 degrees 44 minutes West, 314.34 feet to the beginning of a curve, concave easterly, having a radius of 3064.93 feet;

thence northerly, along said curve and concentric with said centerline of the main track, through a central angle of 3 degrees 58 minutes 55 seconds, 213.01 feet to the TRUE POINT OF BE-GINNING.

Said parcel contains an area of 189,398 square feet (4.348 acres), more or less.

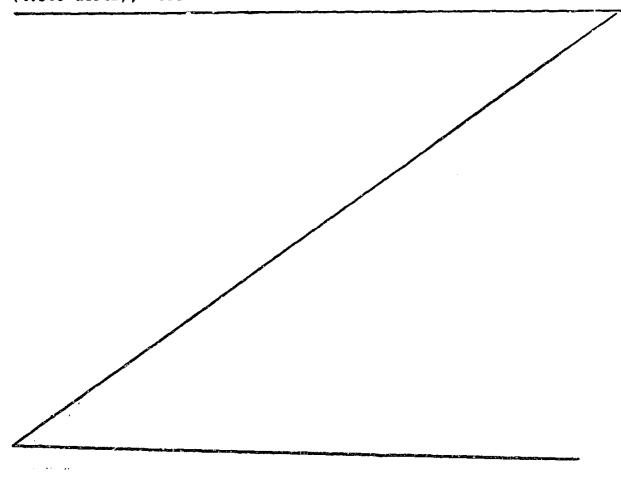


EXHIBIT B

A strip of land, 40.0 feet in width, being all of that portion of the parcel of land described in Exhibit A which lies between a line that is 15.0 feet normally distant westerly and northwesterly, and a line that is 25.0 feet normally distant easterly and southeasterly from the centerline of the Oregon Short Line Railroad Company's lead track No. A438, as now constructed and operated.

