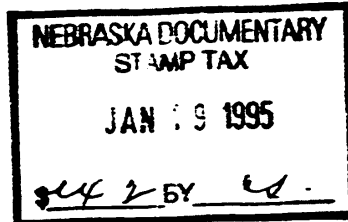


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QUITCLAIM DEED

UNION PACIFIC RAILROAD COMPANY, a Utah corporation, 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 PAPIO-MISSOURI RIVER NATURAL RESOURCES DISTRICT Grantee, whose address is 8901 South 154th Street, Omaha, Nebraska 68138-3621 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 consisting of 21.58 acres, more or less (hereinafter the "Property") situated in the SW $\frac{1}{4}$ of Section 22, in the NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$ and the SE $\frac{1}{4}$ of Section 21 and in the NE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 20, all in Township 14 North, Range 12 East of the Sixth Principal Meridian in Sarpy County, State of Nebraska, as more particularly described in Exhibit A, hereto attached and hereby made a part hereof.

This deed is made SUBJECT to the following:

- (a) That certain Mineral Deed dated as of April 1, 1971, from Union Pacific Railroad Company to Union Pacific Land Resources Corporation wherein Union Pacific Railroad Company conveyed all its right, title and interest in and to all minerals and mineral rights of every kind and character now known to exist or hereafter discovered in and underlying the Property, including, without limiting the generality of the foregoing, oil and gas and rights thereto, together with the sole, exclusive and perpetual right to explore for, remove and dispose of, said minerals by any means or methods suitable to Union Pacific Land Resources Corporation, 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 Union Pacific Railroad Company, its successors and assigns.
- (b) All taxes and all assessments, or, if payable in installments, all installments of assessments, levied upon or assessed against the Property which became or become due and payable in the year 1995 shall be prorated as of the date of delivery of this deed by

Grantor to Grantee, said date being the 10th day of JANUARY, 1995; and Grantee assumes and agrees to pay, or to reimburse Grantor for, if paid by it, all such taxes and assessments and installments of assessments applicable to the period subsequent to the date of delivery of this deed and assume all taxes and all assessments and all installments of assessments which may become due and payable after said year.

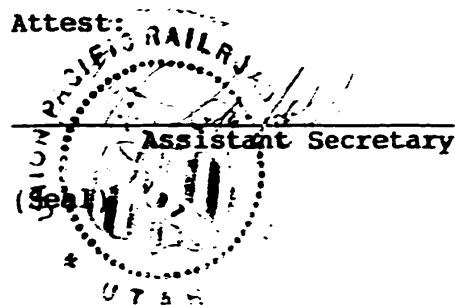
- (c) The terms and conditions in the Order from the Interstate Commerce Commission (the "Commission") in Docket No. AB-33 (Sub-No. 85X) that was served on April 29, 1994, that authorized the Grantor to discontinue operation over the Property. As part of the aforesaid authorization served by the Commission, the Commission imposed a rail-bank interim trail use condition pursuant to Section 8(d) of the National Trails System Act, 16 U.S.C. § 1247(d). By its acceptance of this Deed, the Grantee agrees to accept the conveyance of the Property pursuant to the Commission's Order referenced above and the conditions contained in Section 8(d) of the National Trails System Act, 16 U.S.C. § 1247(d). The Grantee agrees to assume full responsibility for the Property and all liability resulting from the Property and agrees to pay all taxes that may be levied or assessed against the Property.

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.

Grantor, Federal ID No. 13-6400825, 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 10th day of JANUARY, 1995.

Attest:



UNION PACIFIC RAILROAD COMPANY,

By

[Signature]
Title: EVP - FINANCE & INFO. TECH.

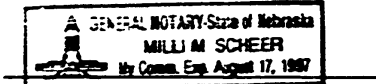
ACKNOWLEDGEMENT

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

The foregoing instrument was acknowledged on this 10th day of JANUARY, 1995, before me, a Notary Public duly commissioned, qualified and acting, within and for the said County and State, by J. J. KORALESKI and C. W. SAYLORS, to me personally known, who stated that they were the EVP-FINANCE & INFO. TECH. and Assistant Secretary, respectively, of Union Pacific Railroad Company, a Utah corporation, and were duly authorized in their respective capacities to execute the foregoing instrument for and in the name and behalf of said corporation, and further stated and acknowledged that they had so signed, executed and delivered said foregoing instrument for the consideration, uses and purposes therein mentioned and set forth.

Milli M. Scheer
Notary Public

My commission expires:



95-00764 C

UNION PACIFIC RAILROAD COMPANY
SARPY COUNTY, NEBRASKA

EXHIBIT "A"

A 100.0 foot wide strip of land situate in the SW $\frac{1}{4}$ of Section 22, in the NW $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{2}$ and SE $\frac{1}{4}$ of Section 21 and in the NE $\frac{1}{2}$ NE $\frac{1}{2}$ of Section 20, all in Township 14 North, Range 12 East of the Sixth Principal Meridian in Sarpy County, Nebraska, said strip of land being 50.0 feet on each side, measured at right angles and/or radially, from the hereinafter described centerline of the abandoned main track of the Old Main Line of the Union Pacific Railroad Company, as formerly constructed and operated, and extending northwesterly from a straight line drawn at right angles to the beginning said hereinafter described centerline of abandoned main track to the north line of said NE $\frac{1}{2}$ NE $\frac{1}{2}$ of Section 20.

Containing an area of 21.58 acres, more or less.

Said centerline of abandoned main track, hereinabove referred to, is described as follows:

Commencing at a point in the south line of said SW $\frac{1}{4}$ of Section 22 that is 277.0 feet distant westerly, measured along said south line, from the southeast corner thereof;
thence Northwesterly along a straight line which forms an angle of 25°45'30" from west to northwest with said south line, a distance of 339.9 to the beginning of said centerline being described;

thence continuing Northwesterly along the extension of the last described line, a distance of 2,013.3 feet to the beginning of a tangent curve to the right, having a radius of 5,729.65 feet;

thence Northwesterly along said curve, through a central angle of 10°22'30", a distance of 1,037.5 feet;

thence Northwesterly along a straight line tangent to the end of the last described curve, a distance of 6,625.6 feet to a point on said north line of the NE $\frac{1}{2}$ NE $\frac{1}{2}$ of Section 20, that is 489.9 feet distant westerly, measured along said north line, from the northeast corner thereof.

EXHIBIT B

CERTIFICATION OF NON-FOREIGN STATUS

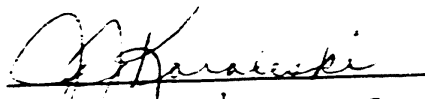
Under Section 1445(e) of the Internal Revenue Code, a corporation, partnership, trust, or estate must withhold tax with respect to certain transfers of property if a holder of an interest in the entity is a foreign person. To inform the transferee that no withholding is required with respect to UNION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

1. UNION PACIFIC RAILROAD 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. UNION PACIFIC RAILROAD COMPANY's U.S. employer identification number is 13-6400825; and
3. UNION PACIFIC RAILROAD COMPANY's office address is 1416 Dodge Street, Omaha, Nebraska 68179-1100, and state of incorporation is Utah.

UNION PACIFIC RAILROAD 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.

UNION PACIFIC RAILROAD 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 UNION PACIFIC RAILROAD COMPANY.



Title: EVP FINANCE & INFO. TECH.

Date: JANUARY 10, 1995