



No.	Gen.	Num.	Paged	
#5	✓	✓	✓	
Register of Deeds				

From and Return to:  
 Abstract & Title Inc.  
 P. O. Box 246  
 Fairbury, NE 68352  
 Fee: \$27.00 Paid

STATE OF NEBRASKA } ss  
 SALINE COUNTY  
 Entered in numerical index and filed on  
 record, the 13 day of August  
 2004 at 9:00 o'clock A M. and recorded  
 in Book 331 of Records Page 975-979  
*Phillip Bipes*  
 County Clerk

State of Nebraska, Jefferson County) § 84855  
 Entered in Numerical Index and filed for record the 5th day of August  
 A.D. 2004 at 4:05 o'clock P. M. and recorded in MISC.  
 Record No. 22 Page 24  
 Sandra Stelling, County Clerk by M Cynthia Newman Deputy ✓✓

**ASSIGNMENT AND ASSUMPTION AGREEMENT**

FOR VALUE RECEIVED, MID-STATES PORT AUTHORITY, a joint port authority formed under the laws of Kansas as a public body corporate and politic ("Assignor") has ASSIGNED AND TRANSFERRED, and by these presents does ASSIGN AND TRANSFER unto the UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("Assignee"), all of Assignor's right, title and interest in and to the leases, licenses and other agreements (collectively, the "Leases and Licenses") affecting the real property (the "Property") described in **Attachment 1**, which Leases and Licenses, and all amendments thereto, are described on **Attachment 2**, together with all security deposits and other deposits held by Assignor under the terms of said Leases and Licenses.

TO HAVE AND TO HOLD the Leases and Licenses unto Assignee, its successors and assigns. This Assignment is made and accepted without recourse against Assignor as to the performance by any party under such Lease.

Assignee agrees to perform all of the obligations of Assignor pursuant to the Leases and Licenses accruing after the date hereof.

This Assignment and Assumption Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

This Assignment and Assumption Agreement shall be construed in accordance with, and governed by, the laws of the State of Nebraska, and any action or proceeding, including arbitration, brought by any party in which this Agreement is subject, shall be brought in the county in which the Property is located.

All exhibits attached to this Agreement are incorporated herein for all purposes.

This Assignment and Assumption Agreement shall inure to and be binding upon the parties, their successors and assigns.

Dated the 30th day of June, 2004.

MID-STATES PORT AUTHORITY, a joint port authority created under the provisions of Kansas law as a body corporate and politic

By: *John Golden*  
 John Golden

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation

By: *James K. Love*  
 Title: GENERAL MANAGER-REAL ESTATE

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ATTACHMENT 1

All right of way, trackage and appurtenances of Mid-States Port Authority, being the former Chicago, Rock Island & Pacific Railroad Company's Fairbury to Hallam line in, over and across the following sections and subdivisions thereof, in the Sixth Principal Meridian in the State of Nebraska:

<u>SUBDIVISION</u>	<u>SECTION</u>	<u>TOWNSHIP</u>	<u>RANGE</u>	<u>COUNTY</u>
W $\frac{1}{2}$	13	2N	2E	Jefferson
W $\frac{1}{2}$ and NE $\frac{1}{4}$	12	"	"	"
SE $\frac{1}{4}$ SE $\frac{1}{4}$	1	"	"	"
S $\frac{1}{2}$	6	"	3E	"
W $\frac{1}{2}$ and NE $\frac{1}{4}$	5	"	"	"
NW $\frac{1}{4}$	4	"	"	"
S $\frac{1}{2}$	33	3N	"	"
W $\frac{1}{2}$ and N $\frac{1}{2}$ NE $\frac{1}{4}$	34	"	"	"
E $\frac{1}{2}$	27	"	"	"
NW $\frac{1}{4}$	26	"	"	"
S $\frac{1}{2}$ and N $\frac{1}{2}$	23	"	"	"
SE $\frac{1}{4}$	14	"	"	"
W $\frac{1}{2}$	13	"	"	"
S $\frac{1}{2}$ and NE $\frac{1}{4}$	12	"	"	"
E $\frac{1}{2}$	1	"	"	"
NW $\frac{1}{4}$	6	"	4E	"
S $\frac{1}{2}$ and NE $\frac{1}{4}$	31	4N	"	"
NW $\frac{1}{4}$	32	"	"	"
W $\frac{1}{2}$ and NE $\frac{1}{4}$	29	"	"	"
SE $\frac{1}{4}$	20	"	"	"
W $\frac{1}{2}$	21	"	"	"
SW $\frac{1}{4}$ and E $\frac{1}{2}$	16	"	"	"
NW $\frac{1}{4}$	15	"	"	"
S $\frac{1}{2}$ and NE $\frac{1}{4}$	10	"	"	"
SE $\frac{1}{4}$	3	"	"	"
W $\frac{1}{2}$ and NE $\frac{1}{4}$	2	"	"	"
E $\frac{1}{2}$	35	5N	"	Saline
NW $\frac{1}{4}$	36	"	"	"
S $\frac{1}{2}$ and NE $\frac{1}{4}$	25	"	"	"
SE $\frac{1}{4}$	24	"	"	"
W $\frac{1}{2}$	19	"	5E	Gage
SW $\frac{1}{4}$ and E $\frac{1}{2}$	18	"	"	"
NW $\frac{1}{4}$	17	"	"	"
W $\frac{1}{2}$	8	"	"	"
SW $\frac{1}{4}$ and E $\frac{1}{2}$	5	"	"	"

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<u>SUBDIVISION</u>	<u>SECTION</u>	<u>TOWNSHIP</u>	<u>RANGE</u>	<u>COUNTY</u>
SE $\frac{1}{4}$	32	6N	5E	Gage
W $\frac{1}{2}$ and NE $\frac{1}{4}$	33	6N	5E	"
E $\frac{1}{2}$	28	"	"	"
W $\frac{1}{2}$	27	"	"	"
S $\frac{1}{2}$	22	"	"	"
W $\frac{1}{2}$ and NE $\frac{1}{4}$	23	"	"	"
SE $\frac{1}{4}$	14	"	"	"
SW $\frac{1}{4}$ and N $\frac{1}{2}$	13	"	"	"
SE $\frac{1}{4}$	12	"	"	"
W $\frac{1}{2}$	7	"	6E	"
W $\frac{1}{2}$	6	"	"	"
W $\frac{1}{2}$ and E $\frac{1}{2}$	31	7N	"	Lancaster
E $\frac{1}{2}$	30	"	"	"
E $\frac{1}{2}$	19	"	"	"

ALSO, all right of way, trackage and appurtenances of Mid-States Port Authority, being that part of the former Chicago, Rock Island & Pacific Railroad Company's Fairbury to Hallam line in, over and across the S $\frac{1}{2}$  of Section 14, in Section 15, in the N $\frac{1}{2}$  of Section 23 and in the SW $\frac{1}{4}$  of Section 10 (if any), T. 2 N., R. 2 E. of the Sixth Principal Meridian in Jefferson County, Nebraska, lying northeasterly of the centerline of the main track of The St. Joseph and Grand Island Railway Company as now constructed and operated in said Sections 10, 14, 15 and 23.

Office of Contracts and Real Estate  
 Omaha, Nebraska May 17, 2004  
 Written by fjj  
 Hallam.ne

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**ATTACHMENT 2**

**LIST OF LEASES AND LICENSES TO BE ASSIGNED**

**Leases:**

Seller's Lease No. 314204  
Lessee – Consolidated Sand & Gravel Co.  
Location of Leased Premises – Fairbury, NE

Seller's Lease No. 315082  
Lessee – Westin, Inc. d/b/as Fairbury Food Products  
Location of Leased Premises-- Fairbury, NE

Seller's Lease No. 315083  
Lessee – Farmers Cooperative Elevator Company of Plymouth, NE  
Location of Leased Premises – Jansen, NE

Seller's Lease No. 315085  
Lessee – Preston Oil Company  
Location of Leased Premises-- Fairbury, NE

Seller's Lease No. 318088  
Lessee – Hallam Grain Company  
Location of Leased Premises – Hallam, NE

Seller's Lease No. 315169  
Lessee – Ed Kujath  
Location of Leased Premises – Fairbury, NE

Seller's Lease No. 315222  
Lessee – Dennis J. Janecek  
Location of Leased Premises – Clatonia, NE

**Licenses:**

Licensee – City of Fairbury, NE  
Location of Licensed Premises-- Fairbury, NE

**Easements:**

Grantee--Village of Hallam  
Location--Village of Hallam  
Purpose--Limited-use, public roadway across right-of-way to provide access  
to sewer lagoon

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Grantee--Village of Hallam  
Location--Village of Hallam  
Purpose--Water pipeline undercrossing of right-of-way

Grantee--Nebraska Department of Roads  
Location--Sections 16 & 21, T4N, R4E, Jefferson County  
Purpose--Right-of-way crossing by Highway No. 4

Grantee--Nebraska Department of Roads  
Location--Section 34, T3N, R2E, Jefferson County  
Purpose--Improvement of U.S. Highway No. 136 crossing of right-of-way

**Right-of-Way Agreements:**

Grantee—Norris Public Power District, upon assignment from Nebraska Public Power District  
Location—Section 19, T7N, R6E, Lancaster County  
Purpose—Overhead right-of-way crossing by 34.5 kV electric transmission line

Grantee—Northern Natural Gas Company  
Location—Section 16, T4N, R4E, Jefferson County  
Purpose—Uncased natural gas pipeline undercrossing of right-of-way

Grantee—Village of DeWitt  
Location—Village of DeWitt  
Purpose—Water pipeline undercrossing of right-of-way

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