



2093 378 DEED



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RICHARD N. TAKECHI
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

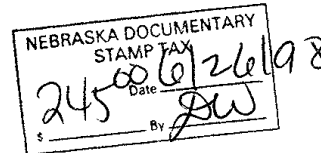
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After recording, return to:
Mark L. Brasee, Esq.
500 Energy Plaza
409 S. 17th St.
Omaha, NE 68102



466-89

QUITCLAIM DEED

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, Grantor, (successor in interest by merger to Union Pacific Railroad Company, a Utah corporation) 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 ASARCO INCORPORATED, a New Jersey corporation, Grantee, whose address is 180 Maiden Lane, New York, New York 10038 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 Omaha, Douglas County, State of Nebraska, as more particularly described in Exhibit A, hereto attached and hereby made a part hereof.

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

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 12th day of June, 19 98.

Attest:

UNION PACIFIC RAILROAD COMPANY

Barbara Holder
Assistant Secretary

By James V. D. Dan
Title: Vice President - Law



IMPRINTED CORPORATE SEAL
REGISTER OF DEEDS

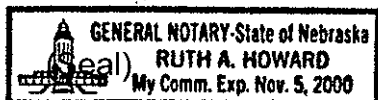
ACKNOWLEDGMENT

STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 12th day of June, 1998, before me, a Notary Public in and for said County and State, personally appeared John V. Dulan and Burton H. Helder who are the V.P. & Sec. 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.

Ruth A. Howard
Notary Public



CERTIFICATION OF NON-FOREIGN STATUS

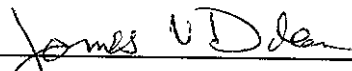
Under Section 1445(e) of the Internal Revenue Code, a corporation, partnership, trust, or estate must withhold tax with respect to certain transfers of property if a holder of an interest in the entity is a foreign person. To inform the transferee that no withholding is required with respect to UNION 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: Vice President - Law
Date: June 12, 1998

UNION PACIFIC RAILROAD COMPANY
Omaha, Douglas County, Nebraska

EXHIBIT "A"

A parcel of land being a portion of Block 32 of the original City of Omaha and a portion of vacated Cass Street in the City of Omaha, Douglas County, Nebraska, described as follows:

Beginning at the intersection of the south line of vacated Cass Street and the easterly right-of-way line of Abbott Drive, said point being 60.54 feet east of the northwest corner of Block 34;

thence along the easterly right-of-way line of Abbott Drive, North 11 degrees 20 minutes 27 seconds East, 158.13 feet;

thence continuing along said easterly line, North 20 degrees 39 minutes 50 seconds East, 95.67 feet to a point that is 12.00 feet normally distant southwesterly from the centerline of an existing railroad track;

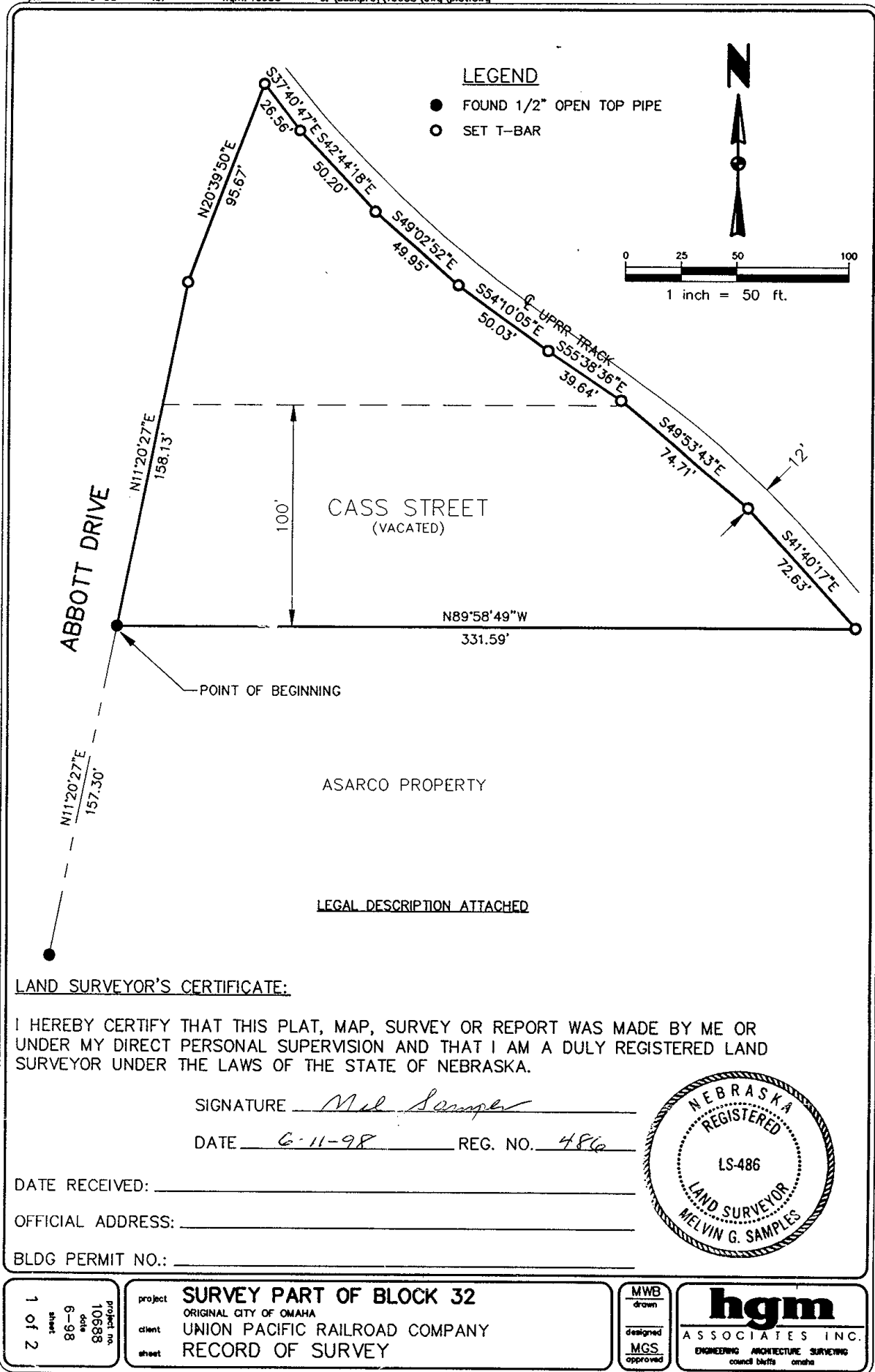
thence parallel with and/or concentric with and 12.00 feet southwesterly from said centerline of track, the following seven courses (which are chord bearings and lengths):

1. thence South 37 degrees 40 minutes 47 seconds East, 26.56 feet;
2. thence South 42 degrees 44 minutes 18 seconds East, 50.20 feet;
3. thence South 49 degrees 02 minutes 52 seconds East, 49.95 feet;
4. thence South 54 degrees 10 minutes 05 seconds East, 50.03 feet;
5. thence South 55 degrees 38 minutes 36 seconds East, 39.64 feet;
6. thence South 49 degrees 53 minutes 43 seconds East, 74.71 feet;
7. thence South 41 degrees 40 minutes 17 seconds East, 72.63 feet to the south line of said vacated Cass Street;

thence along said south line, North 89 degrees 58 minutes 49 seconds West, 331.59 feet to the Point of Beginning.

Said parcel contains an area of 0.953 acres, more or less.

File Against Lots 8, 9, 10 + 12



LAND SURVEYOR'S CERTIFICATE:

I HEREBY CERTIFY THAT THIS PLAT, MAP, SURVEY OR REPORT WAS MADE BY ME OR UNDER MY DIRECT PERSONAL SUPERVISION AND THAT I AM A DULY REGISTERED LAND SURVEYOR UNDER THE LAWS OF THE STATE OF NEBRASKA.

SIGNATURE Mel Samples

DATE 6-11-98 REG. NO. 486

DATE RECEIVED: _____

OFFICIAL ADDRESS: _____

BLDG PERMIT NO.: _____



1 of 2
sheet
6-98
date
10688
project no.

SURVEY PART OF BLOCK 32
ORIGINAL CITY OF OMAHA
client
UNION PACIFIC RAILROAD COMPANY
sheet
RECORD OF SURVEY

MWB
drawn
designed
MGS
approved

hgm
ASSOCIATES INC.
ENGINEERING ARCHITECTURE SURVEYING
council bluffs omaha