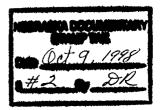
* 102 STATE OF NEBRASKA COUNTY OF OTOE, Filed for record in the REGISTER OF DEEDS OCT 9 19 98 at 4:30 P. M. recorded in Book # 197 of Deeds.

Page 239 , Jean Shayer , Register of Deeds, Fee: \$ 168.00 By: Debtota Riege , Deputy Entered Indexed Paged Compared



QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS, that THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, a Delaware corporation, Grantor, for Ten and no/100 Dollars (\$10.00) and other good and valuable consideration, to it duly paid, the receipt whereof is hereby acknowledged, has granted, conveyed, remised, released and quitclaimed, and by these presents does grant, convey, remise, release and forever quitclaim without any covenants of warranty whatsoever and without recourse to the Grantor, its successors and assigns, unto OMAHA PUBLIC POWER DISTRICT, a public corporation, Grantee, of 444 South 16th Street Mall, Omaha, Nebraska 68102-2247, and to its successors and assigns forever, all its right, title, interest, estate, claim and demand, if any, both at law and in equity of, in and to that certain strip or parcel of land located in Counties of Lancaster and Otoe, State of Nebraska, more particularly described as follows:

SEE EXHIBIT "A" ATTACHED HERETO AND BY THIS REFERENCE MADE A PART HEREOF.

SUBJECT, however, to all existing interests of third parties, including but not limited to all reservations, rights-of-way and easements of record or otherwise.

ALSO RESERVING, unto Grantor, its successors and assigns, fifty percent (50%) ownership interest in any future net income from the future construction, reconstruction, maintenance, use and/or operation of one or more pipelines or fiber optic communication lines, facilities and appurtenances in, under, across, along and through all or any portion of the premises herein to be conveyed, for the use or benefit of a party other then Grantee. Any agreements granting the rights to any such construction, reconstruction, maintenance, use, and/or operation to a Third Party ("Third Party Agreement") shall reference Grantor's rights hereunder and shall require recordation of Grantor's rights. Negotiation and implementation of such Third Party Agreements shall be subject to Grantee's sole discretion; provided, however, Grantee shall have a duty to act in good faith with respect to Grantor's retained interests. Where possible, Grantee shall make reasonable efforts to provide Grantor notice of pending negotiations for such a Third Party Agreements. Grantee shall overnight mail for execution by Grantor such Third Party Agreements which are negotiated in final form. and Seller shall execute and return to Buyer said Agreement(s) within 21 calendar days of receipt thereof.

GRANTEE has been allowed to make an inspection of the property and has knowledge as to the past use of the property. Based upon this inspection and knowledge, GRANTEE is aware of the condition of the property and GRANTEE SPECIFICALLY ACKNOWLEDGES THAT GRANTEE IS PURCHASING THE PROPERTY IN AN "AS-IS WITH ALL FAULTS" BASIS WITH ANY AND ALL PATENT AND LATENT DEFECTS AND THAT GRANTEE IS NOT RELYING ON ANY REPRESENTATION OR WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND WHATSOEVER FROM GRANTOR AS TO ANY MATTERS CONCERNING THE PROPERTY

Notwithstanding any other provision in this Quitclaim Deed, Grantor shall be solely responsible for, and shall indemnify, defend and hold harmless Grantee (including its successors and assignees) fully against, Losses

BNSF 01032/OPPD/REVISED 09/24/98

incurred due to any claim, demand or litigation concerning violation of any applicable statute, ordinance, rule, regulation, order or decision in any way concerning any of the following: (i) any chemical, material or substance that is now, or at the time in question is, regulated or governed by any law, the release of which creates any liability under any applicable law; or (ii) any other material which, when released, would cause significant ecological damage or pose a threat to human health or the environment (items described by (i) or (ii) above are referenced hereinafter as "Hazardous Materials") located on, under or near the Rail Line prior to the date of Closing, or released by Grantor on the Rail Line after the Closing.

Notwithstanding any other provision in this Quitclaim Deed, except to the extent caused or contributed to by Grantor, Grantee shall be responsible for, and shall indemnify, defend, and hold harmless Grantor fully against, Losses arising under or related to applicable statute, ordinance, rule, regulation, order or decision in any way concerning any Hazardous Materials which become located on, under or near the Rail Line after the date of Closing.

The term "Losses" shall have the meaning set forth in the Purchase Agreement between Grantor and Grantee, dated March 11, 1997.

TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, the said Grantor has caused this instrument to be signed by its authorized representative, attested by its Assistant Secretary, and its corporate seal to be affixed hereto, effective on the 1st day of October, 1998.

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY

Bv:

Douglas J. Pab

Senior Vic

Pesident Merchandis

ATTEST:

Assistant Secretary

ACCEPTED:

OMAHA PUBLIC POWER DISTRICT

BY:) () tttk

ATTEST:

BY:

Assistant Secretary



STATE OF NEBRASKA)	
COUNTY OF Saufa) ss.	
On this <u>That</u> day of <u>Lystember</u> Public in and for said County, personally came	1998, before me, the undersigned a Notary
rubic in and for said county, personally-came	of Omaha Public Power District (a corporation), to m
personally known to be the	and the identical perso
deed as such officer and the voluntary act and deed of corporation was thereto affixed by its authority.	acknowledged the execution thereof to be his voluntary act an of said corporation and that the Corporate seal of the said
Witness my hand and Notarial Seal at	in said county the day and year last above
written.	Notary Public.
GENERAL NOTARY-Sinks of Nebrasics CAPICL J. KELLEY My Gomm. Esp. May 2, 2002	My commission expires the 311 day of

BNSF 01032/OPPD/REVISED 09/24/98

STATE OF TEXAS) ss.
COUNTY OF TARRANT)

On this 25th day of September, 1998, before me, the undersigned, a Notary Public in and for said County, personally came Douglas J. Babb, of The Burlington Northern and Santa Fe Railway Company, to me personally known to be the Senior Vice President Merchandise and the identical person whose name is affixed to the above conveyance, and acknowledged the execution thereof to be his voluntary act and deed as such officer and the voluntary act and deed of said corporation and that the Corporate seal of the said corporation was thereto affixed by its authority.

Witness my hand and Notarial Seal at Fort Worth in said county the day and year last above written.

PATRICIA ZBICHORSKI Notary Public STATE OF TEXAS My Comm. Exp. 07/17/99 Patricia Zbrchorski Notary Public

My commission expires: 7-17-99

EXHIBIT "A"

To Quitclaim Deed from The Burlington Northern and Santa Fe Railway Company to Omaha Public Power District, dated October_____, 1998, Pages 1 through 13.

All that portion of The Burlington Northern and Santa Fe Railway Company's (formerly Chicago, Burlington & Quincy Railroad Company) Arbor (Milepost 6.0) to College View (Milepost 56.3), Nebraska, Branch Line right of way, varying in width on each side of said Railway Company's Main Track centerline, as now located and constructed upon, over and across Otoe County and Lancaster County, Nebraska, more particularly described as follows, to-wit:

OTOE COUNTY

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the N½N½ of Section 1, Township 7 North, Range 14 East, the W½ of Section 36, the SW¼SW¼ of Section 25, the E½ of Section 26, the W½SE¼, the E½NE¼SW¼ and the E½NW¼ of Section 23, all in Township 8 North, Range 14 East, bounded on the South by a line drawn at right angles to said Main Track centerline at a point distant 1,026.0 feet Southerly, as measured along said Main Track centerline from the North line of said Section 1, Township 7 North, Range 14 East, being at Milepost 6.0, and bounded on the North by the North line of said Section 23, Township 8 North, Range 14 East; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, varying in width on each side of said Main Track centerline upon, over and across the SW¼ of Section 14, Township 8 North, Range 14 East, being the same 100.0 foot wide right of way appropriated to the Midland Pacific Railway Company by the Probate Judge of Otoe County, Nebraska on October 17, 1874, and the same 100.0 foot wide strip of land described in Warranty Deed from Herman Beuter, et ux, to the Nebraska Railway Company filed for record January 3, 1877 in Book 2, page 621 in the office of the Register of Deeds, Otoe County, Nebraska, bounded on the Northwest by the North and West line of said SW¼ and bounded on the South by the South line of said SW¼ and lying Southwesterly of the West bank of the Missouri River; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the SW¼NW¼ of Section 14, and the SE¼NE¼ of Section 15, all in Township 8 North, Range 14 East, bounded on the South by the South line of said SW¼NW¼ of Section 14, and bounded on the North by the Southwesterly extension of a line drawn parallel with and 100.0 feet Northwesterly, as measured at right angles from an existing wood pile dike, said parallel line bearing South 55° 43' West from a concrete cylinder monument located 700 feet, more or less, North and 200 feet, more or less, West of the Southeast corner of said NE¼ of Section 15; also,

Arbor to College View, NE (Revised 9/29/98)

All that portion of said Railway Company's Branch Line right of way, varying in width on each side of said Railway Company's Main Track centerline, as now located and constructed upon, over and across the S½ of Section 10, and the NE¼ of said Section 15, all in Township 8 North, Range 14 East, described as follows:

Beginning at a point on the Northeasterly line of Block 2 of Kearney, now a part of Nebraska City, Nebraska, distant 20.0 feet Northeasterly, as measured at right angles from said Main Track centerline; thence Southeasterly along the Northeasterly lines of Blocks 2 and 3 of Kearney, now a part of Nebraska City, Nebraska, a distance of 535 feet, more or less, to the West line of the E½SW¼ of said Section 10; thence South along said West line 36.0 feet; thence Southeasterly along a straight line 300.0 feet to a point being 100.0 feet Southwesterly, as measured at right angles from said Main Track centerline; thence Northeasterly at right angles to said Main Track centerline 25.0 feet; thence Southeasterly parallel with and distant 75.0 feet Southwesterly, as measured at right angles from said Main Track centerline to the South line of said Section 10, said Main Track centerline intersects the South line of said Section 10 at a point being 471.4 feet East of the Southwest corner of the SE¼ of said Section 10 at Railway Chaining Station 34+50.0; thence continuing Southeasterly along a line drawn parallel and concentric with and distant 75.0 feet Southwesterly, as measured at right angles and radially from said Main Track centerline, to a point being 75.0 feet Southwesterly, as measured at right angles from Railway Chaining Station 42+19.9; thence Northeasterly at right angles to said Main Track centerline 25.0 feet; thence continuing Southeasterly along a line drawn parallel and concentric with and distant 50.0 feet Southwesterly, as measured at right angles and radially from said Main Track centerline, to a point bearing South 55° 43' West 150.0 feet from a concrete cylinder monument located 700 feet, more or less, North and 200 feet, more or less, West of the Southeast corner of the NE¼ of Section 15; thence North 55° 43' East 150.0 feet to said concrete cylinder monument and the most Southerly corner of that certain tract of land described in Quitclaim Deed from the Chicago, Burlington & Quincy Railroad Company to Abel Investment Company dated January 28, 1966; thence Northwesterly along the Southwesterly line of said Abel Investment Company tract and along a line drawn parallel and concentric with and 100.0 feet Northeasterly, as measured at right angles and radially from said Main Track centerline to the intersection with a line bearing North 21° 30' West from a point on the South line of said Section 10 distant 379.4 feet East of the Southwest corner of the SE¼ of said Section 10; thence North 21° 30' West to the West bank of the Missouri River; thence Northwesterly along said West bank of the Missouri River to the intersection with the Northeasterly extension of the Northwesterly line of Block 3 of Kearney, now a part of Nebraska City, Nebraska; thence Southwesterly along said Northeasterly extension to a point being 20.0 feet Northeasterly, as measured radially from said Main Track centerline; thence Northwesterly along a line drawn concentric with said Main Track centerline to the Point of Beginning.

ALSO,

All that portion of said Railway Company's 40.0 foot wide Branch Line right of way, being 20.0 feet wide on each side of said Main Track centerline upon, over and across Lots 1 through 8, inclusive and Lot 9 and a portion of the alley in Block 2 of Kearney, now a part of Nebraska City, Nebraska, and a portion of Fifth Rue, vacated by Ordinance No. 1001 in the City of Nebraska City, Nebraska, bounded on the East by the Northeasterly line of said Block 2, and bounded on the West by the Northwesterly line of vacated Fifth Rue; also,

Those portions of Lots 11, 12, 13, 14, 15 and 16 in Block 1 of Kearney, now a part of Nebraska City, Nebraska, lying Southerly of a line draw parallel with and distant 10.0 feet Northerly, as measured at right angles from said Main Track centerline; also,

All of Lots 1 through 8, inclusive, Block 16, and all of Blocks 43 and 44, all of Kearney, now a part of Nebraska City, Nebraska; also,

All of Lots 9, 10, 11 and 12, inclusive, Block 46 of Kearney, now a part of Nebraska City, Nebraska, together with those portions of Lots 4, 5, 6, 7 and 8, inclusive, said Block 46, lying 40.0 feet on each side of said Railway Company's Main Track centerline, as originally located and constructed; also,

All of Lots 1, 2, 13, 14 and 15, Block 49 of Kearney, now a part of Nebraska City, Nebraska, together with those portions of Lots 3 and 12, said Block 49, lying Southerly of a line drawn parallel with and distant 40.0 feet Northerly, as measured at right angles from said Main Track centerline; also,

All of Lots 5, 6, 7, and 8, inclusive, and Lots 9, 10, 11 and 12, inclusive, Block 54 of Kearney, now a part of Nebraska City, Nebraska; also,

All of Lots 9 and 10 and those portions of Lots 7 and 8, Block 25 of South Nebraska City Addition to the City of Nebraska City, lying Easterly of a line drawn concentric with and distant 50.0 feet Easterly, as measured radially from the Union Pacific Main Track centerline, as now located and constructed; also,

Those portions of Lots 1, 2 and 3, Block 25 of South Nebraska City Addition to the City of Nebraska City, lying Southeasterly of a straight line from a point on the South line of said Lot 3 distant 50.0 feet Easterly, as measured radially from the Union Pacific Main Track centerline, as now located and constructed, to a point on the East line of said Lot 1 distant 20.0 feet South of the Northeast corner of said Lot 1; also,

Those portions of Lots 3, 4 and 5, Block 47 of South Nebraska City Addition to the City of Nebraska City, lying Northwesterly of a line drawn parallel with and distant 15.0 feet Southeasterly, as measured at right angles from said Railway Company's siding track centerline, as now located and constructed; also,

Arbor to College View, NE (Revised 9/29/98)

245

Those portions of Lots 6, 7, 8, 9 and 10, Block 46 of South Nebraska City Addition to the City of Nebraska City, lying Southeasterly of a line drawn parallel with and distant 25.0 feet Northwesterly, as measured at right angles from said Railway Company's Main Track centerline, as now located and constructed, EXCEPTING THEREFROM, those portion of said Lots lying Southeasterly of a line drawn parallel with and distant 15.0 feet Southeasterly, as measured at right angles from said Railway Company's siding track centerline, as now located and constructed; also,

That portion of Lot 10, Block 45 South Nebraska City Addition to the City of Nebraska City, lying Southeasterly of a line drawn parallel with and distant 55.0 feet Northwesterly, as measured at right angles from said Main Track centerline; also,

Those portions of Lots 1, 2, 3, 4 and 5, Block 52 of South Nebraska City Addition to the City of Nebraska City, lying Northerly of a line drawn parallel with and distant 15.0 feet Southeasterly, as measured at right angles from said Railway Company's Elevator Track (Track No. 62) centerline, as now located and constructed, **EXCEPTING THEREFROM**, those portions of said Lots 4 and 5 lying Northwesterly of a line drawn parallel with and distant 50.0 feet Northwesterly, as measured at right angles from said Main Track centerline; also,

Those portions of Lots 1, 2, 6, 7, 8, 9 and 10, Block 53 of South Nebraska City Addition to the City of Nebraska City, lying Southerly of a line drawn parallel with and distant 50.0 feet Northwesterly, as measured at right angles from said Main Track centerline, EXCEPTING THEREFROM, those portions of said Lots 6, 7, 8, 9 and 10 lying Southeasterly of a line drawn parallel with and distant 8.5 feet Southeasterly, as measured at right angles from said Railway Company's Elevator Track (Track No. 62) centerline, as now located and constructed; also,

All of Lot 5 and those portions of Lots 1, 2, 3, 4 and 6, all in Block 67 of South Nebraska City Addition to the City of Nebraska City, lying Northerly of a line drawn parallel with and distant 8.5 feet Southeasterly, as measured at right angles from said Railway Company's Elevator Track (Track No. 62) centerline, as now located and constructed; also,

Those portions of Lots 6, 7, 8, 9 and 10, Block 67 of South Nebraska City Addition to the City of Nebraska City, lying Northerly of the Union Pacific Railroad right of way, EXCEPTING THEREFROM, that portion of said Lots 6, 7 and 8 lying Northerly of a line drawn parallel with and distant 8.5 feet Northwesterly, as measured at right angles from said Railway Company's most Northerly Storage Track (Track No. 60) centerline, as now located and constructed and lying Southerly of a line drawn parallel with and distant 8.5 feet Southerly, as measured at right angles from said Railway Company's Elevator Track (Track No. 62) centerline, as now located and constructed; also,

Those portions of Lots 6 and 7, Block 68 of South Nebraska City Addition to the City of Nebraska City, lying Northerly of the Northerly line of the Union Pacific Railroad right of way; also,

All of Lot 10, Block 66 of South Nebraska City Addition to the City of Nebraska City, except the North 10.0 feet, together with those portions of Lots 8 and 9, said Block 66, lying Southerly of a line drawn concentric with and 20.0 feet Northerly, as measured radially from said Railway Company's Main Track centerline, and those portions of Lots 6 and 7, said Block 66, lying Southerly of a straight line drawn from a point on the West line of said Lot 6 distant 45.0 feet North of the Southwest corner thereof, to a point on the East line of said Lot 10 distant 75.0 feet North of the Southeast corner thereof; also,

Those portions of Lots 6, 7, 8, 9 and 10, Block 65 of South Nebraska City Addition to the City of Nebraska City, lying Southerly of a line drawn parallel with and distant 50.0 feet Northerly, as measured at right angles from said Main Track centerline, **EXCEPTING THEREFROM**, those portions of said Lots 9 and 10 lying Northerly of a line drawn parallel with and distant 20.0 feet Northerly, as measured at right angles from said Railway Company's most Northerly spur track centerline, as now located and constructed; also,

Those portions of Lots 4, 5 and 6, Block 61, Lots 7, 8, 9, 10, 11 and 12, Block 62, and Lots 7, 8, 9, 10, 11 and 12, Block 63, Lots 7, 8, 9, 10, 11 and 12, Block 64, Lots 7, 8, 9, 10, 11 and 12, Block 65 and Lots 7, 8, 9, 10, 11, and 12, Block 66, all in Hail & Company's Addition to the City of Nebraska City, lying Southerly of a line drawn parallel with and distant 50.0 feet Northerly, as measured at right angles from said Main Track centerline; also,

Those portions of Lots 5 and 6, Block 75 of Hail & Company's Addition to the City of Nebraska City, lying Northerly of a line drawn parallel with and distant 50.0 feet Southerly, as measured at right angles from said Main Track centerline; also,

Those portions of Lots 1, 2, 3, 4, 5, 6, 7, 8 and 9, Block 74 and Lots 1, 2, 3, 10, 11, and 12, Block 73, all of Hail & Company's Addition to the City of Nebraska City, lying within 50.0 feet on each side of said Main Track centerline; also,

All of said Railway Company's right, title and interest, if any, within the streets, alleys, corsos, rues and terraces adjacent to the hereinabove described property along the route of said Main Track centerline, within the City of Nebraska City, Nebraska; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the S½SW¼SE¼ of Section 8, and the N½NW¼NE¼ and the NE¼NW¼ of Section 17, all in Township 8 North, Range 14 East, bounded on

the Northeast by the South and West lines of said Block 73 of Hail & Company's Addition to the City of Nebraska City, Nebraska, and bounded on the West by the West line of said NE¼NW¼ of Section 17; also,

All that portion of said Railway Company's 150.0 foot wide Branch Line right of way, being 75.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the W½NW¼ of said Section 17, Township 8 North, Range 14 East, bounded on the East and West by the East and West lines of said W½NW¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the N½ of Section 18, Township 8 North, Range 14 East, the S½N½ and the NW¼SW¼ of Section 13, the SE¼ and the SE¼SW¼ of Section 14, the NW¼ of Section 23, the SE¼NE¼, the N½S½ and the SW¼NW¼ of Section 22, the N½ of Section 21, the N½N½ of Section 20, the N½N½NE¼ and the N½N½NE¼NW¼ of Section 19, and the S½S½SW¼SE¼ and the S½SW¼ of Section 18, all in Township 8 North, Range 13 East, bounded on the East by the East line of said Section 18, Township 8 North, Range 14 East, and bounded on the West by the West line of said Section 18, Township 8 North, Range 13 East, EXCEPTING THEREFROM, the Southeasterly 24.4 feet of said 100.0 foot wide Branch Line right of way at Elberon, Nebraska, situated in the NE¼SE¼ of said Section 22, Township 8 North, Range 13 East, lying between two lines drawn concentric with and distant, respectively, 25.6 feet and 50.0 feet Southeasterly, as measured radially from said Main Track centerline, bounded by two lines drawn radially to said Main Track centerline distant, respectively, 552.0 feet and 672.0 feet Southwesterly from the North line of said NE1/4SE1/4, as measured along said Main Track centerline; also,

An additional 50.0 foot wide strip of land lying contiguous to and Northerly of the hereinabove described 100.0 foot wide Branch Line right of way, situated in the W½SE¼ of said Section 14, Township 8 North, Range 13 East, lying between two lines drawn parallel with and distant, respectively, 50.0 feet and 100.0 feet Northwesterly, as measured at right angles from said Main Track centerline, bounded by two lines drawn at right angles to said Main Track centerline distant, respectively, 2,048.2 feet and 2,548.2 feet Southwesterly, as measured along said Main Track centerline, from the East line of said Section 14; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the SE¼, the SW¼SW¼SW¼NE¼, the NE¼NE¼SW¼, and the NW¼ of Section 13, the W½SW¼ of Section 12, the S½ and the S½NE¼ of Section 11, the NW¼NW¼NW¼ of Section 14, the N½N½N½ of Section 15, the SE¼SE¼SE¼ and the S½S½SW¼ of Section 10, the S½S½ of Section 9, the N½N½NE¼NE¼ of Section 16, and the S½SE¼ of Section 8, all in Township 8 North,

Range 12 East, bounded on the East by the East line of said Section 13, and bounded on the Southwest by the South line of said Section 8; also,

An additional 150.0 foot wide strip of land lying contiguous to the hereinabove described 100.0 foot wide Branch Line right of way at Dunbar, Nebraska, situated in the NW½NW½ of Section 13, and the SW½SW½ of Section 12, Township 8 North, Range 12 East, lying between two lines drawn parallel with and distant, respectively, 50.0 feet and 200.0 feet Southwesterly, as measured at right angles from said Main Track centerline, bounded on the South by the Easterly extension of the North line of the South half of Lot 2, Block 13 of the Original Town of Dunbar, and bounded on the North by the Easterly extension of the North line of Lot 6, Block 33 of the Original Town of Dunbar, **EXCEPTING THEREFROM**, the following described property:

Beginning at a point on the Easterly extension of the North line of Lot 6, Block 33 of the Original Town of Dunbar, distant 200.0 feet Southwesterly, as measured at right angles from said Main Track centerline; thence Southeasterly parallel with said Main Track centerline 381.0 feet; thence Northeasterly at right angles to said Main Track centerline 75.3 feet; thence Southeasterly parallel with said Main Track centerline 300.0 feet; thence Northeasterly at right angles to said Main Track centerline 60 feet to the intersection with a line drawn parallel with and distant 10.5 feet Southwesterly, as measured at right angles from said Railway Company's most Westerly House Track centerline, as now located and constructed; thence Northwesterly along the last described parallel line 600 feet, more or less, to the said Easterly extension of the North line of Lot 6, Block 33 of the Original Town of Dunbar; thence West along said Easterly extension 160 feet, more or less, to the Point of Beginning.

ALSO,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW¼NE¼ of Section 17, Township 8 North, Range 12 East, bounded on the North and West by the North and West lines of said NW¼NE¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW¼ of said Section 17, and the NE¼ of Fractional Section 18, all in Township 8 North, Range 12 East, bounded on the East by the East line of said NW¼ of Section 17, and bounded on the West by the West line of said NE¼ of Fractional Section 18; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the W½ of Fractional Section 18, Township 8

Arbor to College View, NE (Revised 9/29/98)

North, Range 12 East, and the SE¼ of Section 13, Township 8 North, Range 11 East, bounded on the East by the East line of the W½ of Fractional Section 18, and bounded on the Southwest by the South line of said SE¼ of Section 13; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW¼NE¼ and the W½ of Section 24, the E½SE¼ of Section 23, and the NE¼ and the SE¼NW¼ of Section 26, all in Township 8 North, Range 11 East, bounded on the Northeast by North line of said Section 24, and bounded on the Southwest by the South line of said SE¼NW¼ of Section 26; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the N½SW¼ of said Section 26, Township 8 North, Range 11 East, bounded on the North and West by the North and West lines of said N½SW¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NE¼SE¼ and the NE¼ of Section 27, the SW1/4SE1/4 and the W1/2 of Section 22, the NE1/4NE1/4 of Section 21, the S1/2 and the SW1/4SW1/4NW1/4 of Section 16, the NE1/4NE1/4NE1/4SE1/4 and the N1/2 of Section 17, the N½NE¼ of Section 18 and the S½S½SW¼SE¼ and the S½SW¾ of Section 7, all in Township 8 North, Range 11 East, the S½ and the S½NW¼ of Section 12, and the S1/2NE1/4 of Section 11, all in Township 8 North, Range 10 East, bounded on the Southeast by the East line of said Section 27, Township 8 North, Range 11 East, and bounded on the Northwest by the North line of said S½NE¼ of Section 11, Township 8 North, Range 10 East, EXCEPTING THEREFROM, that portion lying Southerly of a line drawn parallel with and distant 8.5 feet Southwesterly, as measured at right angles from said Railway Company's most Southerly Siding Track, as now located and constructed at Syracuse, Nebraska, bounded on the West by the Northerly extension of the centerline of Chestnut Street, according to the recorded plat of Syracuse, Nebraska, and bounded on the Southeast by a line drawn at right angles and radially to said Main Track centerline at a point distant 620.0 feet Southeasterly, as measured along said Main Track centerline from the said Northerly extension of the centerline of Chestnut Street, ALSO, EXCEPTING THEREFROM, that portion lying Northeasterly of a line drawn parallel with and distant 15.0 feet Northeasterly, as measured at right angles from said Main Track centerline, bounded on the East by the centerline of Plum Street and bounded on the West by the West line of Thorn Street, according to the recorded plat of Syracuse, Nebraska, ALSO, EXCEPTING THEREFROM, that portion lying Northeasterly of a line drawn parallel with and distant 8.5 feet Northeasterly, as measured at right angles and radially from said Railway Company's most Northerly Elevator Track centerline, as now located and constructed, bounded on the East by the West line of Thorn Street, according to the recorded plat of Syracuse, Nebraska, and bounded on the West by the North-South centerline of said Section 16, Township 8 North, Range 11 East, ALSO,

EXCEPTING THEREFROM, that portion lying Southerly of a line drawn parallel with and distant 8.5 feet Southwesterly, as measured at right angles from said Railway Company's most Southerly Siding Track, as now located and constructed at Syracuse, Nebraska, bounded on the East by the Northerly extension of the centerline of Chestnut Street, according to the recorded plat of Syracuse, Nebraska, and bounded on the Northwest by a line drawn at right angles to said Main Track centerline at a point distant 200.0 feet Northwesterly, as measured along said Main Track centerline from the said Northerly extension of the centerline of Chestnut Street, ALSO, EXCEPTING THEREFROM, that portion lying between two lines drawn parallel with and distant, respectively, 30.0 feet and 50.0 feet Northeasterly, as measured at right angles from said Main Track centerline, bounded by two lines drawn at right angles to said Main Track centerline distant, respectively, 200.0 feet and 335.0 feet Southeasterly from the centerline of Plum Street, as measured along said Main Track centerline; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the S½NW¼NE¼ and the N½NW¼ of said Section 11, Township 8 North, Range 10 East, bounded on the South by the South line of said S½NW¼NE¼, and bounded on the Northwest by the North and West lines of said N½NW¼, EXCEPTING THEREFROM, that portion lying Northeasterly of a line drawn parallel with and distant 15.0 feet Northeasterly, as measured at right angles from said Main Track centerline, bounded on the East by the Southerly extension of the centerline of E Street and bounded on the West by the Southerly extension of the West line of F Street, according to the recorded plat of Unadilla, Nebraska, ALSO, EXCEPTING THEREFROM, that portion lying Northeasterly of a line drawn parallel with and distant 8.5 feet Northeasterly, as measured at right angles and radially from said Railway Company's most Northerly Elevator Track centerline, as now located and constructed, bounded on the East by the Southerly extension of the West line of F Street, according to the recorded plat of Unadilla, Nebraska, and bounded on the West by the West line of said Section 11, Township 8 North, Range 10 East; also,

That portion of the NE¼NE¼NE¾ of Section 10, Township 8 North, Range 10 East, lying Northeasterly of a line drawn concentric with and distant 135.0 feet Southwesterly, as measured radially from said Main Track centerline; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 50.0 feet wide on the Southwesterly side and 150.0 feet wide on the Northeasterly side of said Main Track centerline upon, over and across the SE¼ of Section 3, Township 8 North, Range 10 East, bounded on the Southeast by the South and East lines of said SE¼, and bounded on the North by the North line of said SE¼; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the W½NE¼ of said Section 3, Township 8 North,

Range 10 East, bounded on the South and West by the South and West lines of said W½NE¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW¼ of said Section 3, Township 8 North, Range 10 East, the SW¼SW¼ of Section 34, the S½S½ of Section 33, the SE¼SE¼SE¼ of Section 32, all in Township 9 North, Range 10 East, the NW¼NW¼ of Section 4, the N½ of Section 5 and the N½ of Section 6, all in Township 8 North, Range 10 East, the N½NE¼ of Section 1, Township 8 North, Range 9 East, the S½SW¼SE¼ and the S½SW¼ of Section 36, the S½ of Section 35 and the NE¼SE¼ of Section 34, all in Township 9 North, Range 9 East, bounded on the East by the East line of said NW¼ of Section 3, Township 8 North, Range 10 East, and bounded on the Southwest by the South line of said NE¼SE¼ of Section 34, Township 9 North, Range 9 East; also,

An additional 50.0 foot wide strip of land lying contiguous to and Northerly of the hereinabove described 100.0 foot wide Branch Line right of way at Palmyra, Nebraska, situated in the NW½SW¼ of said Section 35, Township 9 North, Range 9 East, lying between two lines drawn concentric with and distant, respectively, 50.0 feet and 100.0 feet Northerly, as measured radially from said Main Track centerline, bounded on the East and West by the East and West lines of said NW½SW¼; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the S½SE¼, the SE½SE¼SE¼SE¼SW¼ of said Section 34, Township 9 North, Range 9 East, the NW¼NW¼NE¼ and the E½NW¼ of Section 3, Township 8 North, Range 9 East, bounded on the Northeast by the North line of said S½SE¼ of Section 34, and bounded on the West by the West line of said E½NW¼ of Section 3; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the W½NW¼ of said Section 3, the S½N½ of Section 4, the S½S½N½ and the N½N½NW¼SW¼ of Section 5, and the N½S½ of Section 6, all in Township 8 North, Range 9 East, bounded on the East by the East line of said W½NW¼ of said Section 3, and bounded on the West by the West line of said Section 6; also,

LANCASTER COUNTY

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NE¼SE¼ of Section 1, Township 8 North, Range 8 East, bounded on the East and West by the East and West lines of said NE¼SE¼; also,

Arbor to College View, NE (Revised 9/29/98)

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW¼SE¼ of Section 1, Township 8 North, Range 8 East, bounded on the East and South by the East and South lines of said NW¼SE¼; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the SW¼SE¼ and the S½SW¼ of said Section 1, the SE¼SE¼ of Section 2 and the N½NE¼ of Section 11, all in Township 8 North, Range 8 East, bounded on the Northeast by the North line of said SW¼SE¼ of Section 1, and bounded on the West by the West line of said N½NE¼ of Section 11; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NW1/4 of said Section 11 and the NE1/4 of Section 10, all in Township 8 North, Range 8 East, bounded on the East by the East line of said NW¼ of Section 11, and bounded on the West by the West line of said NE¼ of Section 10, EXCEPTING THEREFROM, the Northerly 25.0 feet of said 100.0 foot wide Branch Line right of way at Bennett, Nebraska, situated in said NE¼ of Section 10, lying between two lines drawn parallel and concentric with and distant, respectively, 25.0 feet and 50.0 feet Northerly, as measured at right angles and radially from said Main Track centerline, bounded on the East by the Southerly extension of the East line of H Street, and bounded on the West by a line drawn radially to said Main Track centerline at the intersection of the East line of J Street with the Northerly line of said 100.0 foot wide Branch Line right of way, ALSO EXCEPTING THEREFROM, that portion of said 100.0 foot wide Branch Line right of way at Bennett, Nebraska, situated in said NE¼ of Section 10, lying between two lines drawn parallel and concentric with and distant, respectively, 25.0 feet and 50.0 feet Southerly, as measured at right angles and radially from said Main Track centerline, bounded on the West by the Southerly extension of the East line of J Street, and bounded on the East by a line drawn at right angles to said Main Track centerline at a point 240.0 feet Easterly of the centerline of I Street, as measured along said Main Track centerline, according to the recorded plat of Bennett, Nebraska; also,

An additional 30.0 foot wide strip of land lying contiguous and Southerly of the hereinabove described 100.0 foot wide Branch Line right of way at Bennett, Nebraska, situated in said NE½ of Section 10, Township 8 North, Range 8 East, lying between two lines drawn parallel and concentric with and distant, respectively 50.0 feet and 80.0 feet Southerly, as measured at right angles and radially from said Main Track centerline, bounded on the West by the West line of said NE½ and bounded on the East by the Southerly extension of the centerline of G Street, according to the recorded plat of Bennett, Nebraska, EXCEPTING THEREFROM, that portion of said 30.0 foot wide strip of land bounded on the West by the Southerly extension of the East line of J Street, and bounded on the East by a line drawn at right angles to said Main Track centerline at a

point 240.0 feet Easterly of the centerline of I Street, as measured along said Main Track centerline, according to the recorded plat of Bennett, Nebraska; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the NE¼NW¼ of said Section 10, Township 8 North, Range 8 East, bounded on the North and East by the North and East lines of said NE¼NW¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the W½ of Section 3, Township 8 North, Range 8 East, the SW¼SW¼ of Section 34, the S½SE¼, the E½SW¼ and the NW¼ of Section 33, the N½ of Section 32, and Fractional Section 31, all in Township 9 North, Range 8 East, the NE¼SE¼ and the NE¼ of Section 36, the SW¼SE¼ and the SW¼ of Section 25, the NE¼NE½SE¼, the NE¼ and the NE¼NE¼NW¼ of Section 26, and the SW¼ of Section 23, all in Township 9 North, Range 7 East, bounded on the South by the South line of said Section 3, and bounded on the West by the West line of said Section 23, **EXCEPTING THEREFROM,** that portion of said 100.0 foot wide Branch Line right of way at Cheney, Nebraska, situated in the NW¼NE¾ of said Section 26, Township 9 North, Range 7 East, described as follows:

Beginning at the intersection of the Northeasterly line of said 100.0 foot wide right of way with the Westerly extension of the South line of Second Street, according to the recorded plat of Cheney, Nebraska; thence Southwesterly at right angles to said Main Track centerline 38.0 feet; thence Southeasterly parallel with and 12.0 feet Northeasterly, as measured at right angles from said Main Track centerline 490.0 feet; thence Southeasterly 130.0 feet to a point 25.0 feet Northeasterly, as measured at right angles from said Main Track centerline; thence Southeasterly parallel with and 25.0 feet Northeasterly, as measured at right angles from said Main Track centerline 490.0 feet; thence Northeasterly at right angles to said Main Track centerline 25.0 feet to the Northeasterly line of said 100.0 foot wide Branch Line right of way; thence Northwesterly along said Northeasterly right of way line 1,110 feet, more or less, to the Point of Beginning.

ALSO,

An additional 40.0 foot wide strip of land lying contiguous to and Westerly of the hereinabove described 100.0 foot wide Branch Line right of way, situated in the SE½SW½ of said Section 3, Township 8 North, Range 8 East, lying between two lines drawn parallel with and distant, respectively, 50.0 feet and 90.0 feet Westerly, as measured at right angles from said Main Track centerline, bounded by two lines drawn at right angles to said Main Track centerline distant, respectively, 400.0 feet and 1,200.0 feet Northerly, as measured along said Main Track centerline from the South line of said SE½SW½; also,

All that portion of said Railway Company's 200.0 foot wide Branch Line right of way, being 100.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the N½SE¼ of Section 22, Township 9 North, Range 7 East, bounded on the East and West by the East and West lines of said N½SE¼; also,

All that portion of said Railway Company's 100.0 foot wide Branch Line right of way, being 50.0 feet wide on each side of said Main Track centerline, as now located and constructed upon, over and across the SW¼ of said Section 22, the NE¼SE¼ and the NE¼ of Section 21, the SW¼SE¼ and the W½ of Section 16 and the NE¼NE¼ of Section 17, all in Township 9 North, Range 7 East, bounded on the East by the East line of said SW¼ of Section 22, and bounded on the Northwest by the North line of said Section 17, being the centerline of Old Cheney Road at Milepost 56.3 and the end of this description.

A FULL AND COMPLETE SET OF MAPS DEPICTING THE PROPERTY PURCHASED (MAPS V. Nebra 17B, SHEETS 12 - 13; V. Nebra 17A, SHEETS S-1Aa, S-1Ba, S-1A, S-1B, S-1C, S-4, S-6, S-8, S-11, 1 - 15) HEREIN IS AVAILABLE FOR INSPECTION AT THE OFFICE OF OMAHA PUBLIC POWER DISTRICT AT 444 SOUTH 16TH STREET MALL, OMAHA, NEBRASKA 68102

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