

DISCLAIMER

(12)

THIS DISCLAIMER made this 1 day of September, 19 94 by MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation organized under the laws of the State of New York, as corporate trustee (the "Corporate Trustee"), W. A. Johnson, as successor individual trustee (together with the Corporate Trustee, the "Trustees"), under the Consolidated Mortgage dated March 2, 1970, as supplemented (the "Mortgage"), and BURLINGTON NORTHERN RAILROAD COMPANY (formerly Burlington Northern Inc.), a corporation organized under the laws of the State of Delaware (the "Company"), WITNESSETH:

WHEREAS, the property described in Exhibit "A" hereto attached and by this reference made a part hereof (the "Property") is not subject to the lien of the Mortgage, and

WHEREAS, the Mortgage was filed for record, among other places, in the office of the Register of Deeds, County of Dodge, State of Nebraska, as a real estate mortgage, in Book 155, at Page 11, as Document No. n/a; and

WHEREAS, the Company has requested a Disclaimer relating to property not subject to the lien of the Mortgage pursuant to Section 5.16 thereof and has furnished to the Corporate Trustee a request, an Officers' Certificate and an Opinion of Counsel pursuant to such Section 5.16.

NOW, THEREFORE, THIS DISCLAIMER WITNESSETH that the Corporate Trustee, pursuant to Section 5.16 of the Mortgage, does hereby forever disclaim, discharge and release any and all right, title, interest, claim or demand whatsoever in and to the Property described in said Exhibit "A" hereto attached.

The recitals made herein are recitals by the Company and not by the Trustees. Nothing herein contained shall affect, alter or diminish the lien or encumbrance of the Mortgage on the Company's interest in any of the properties covered by it other than the Property. This Disclaimer is executed by the Corporate Trustee without covenants or warranties, either expressed or implied, and without recourse against the Trustees.

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 BOOK 238 PAGE 116  
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*Carol Sivens*  
 REGISTER OF DEEDS  
 DODGE COUNTY, NE

IN WITNESS WHEREOF, the Corporate Trustee has caused this Disclaimer to be signed by one of its respective authorized officers, witnessed, and has caused its corporate seal to be hereunto affixed and the same attested by the signature of an assistant secretary, all of the day and year first above written.

Signed, sealed and delivered, on behalf of Morgan Guaranty Trust Company of New York, as Corporate Trustee, in presence of:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Corporate Trustee,

By Catherine F. Donohue  
Vice President

CATHERINE F. DONOHUE

Patricia V. Marshall  
PATRICIA V. MARSHALL

ATTEST:

Erwin Soriano  
ERWIN SORIANO

Diana M. Hills  
Assistant Secretary

Diana M. Hills

(Seal)

STATE OF NEW YORK )  
COUNTY OF NEW YORK ) ss.  
CITY OF NEW YORK )

On this 1 day of September, in the year 19 94, before me the undersigned, a notary public, personally appeared CATHERINE F. DONOHUE

to me known to be a Vice President of Morgan Guaranty Trust Company of New York, the corporation which executed the foregoing instrument as Corporate Trustee, and who being duly sworn did say, 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 acknowledged said instrument to be the free act and deed of said corporation.

Given under my hand and official seal on September 1, 1994

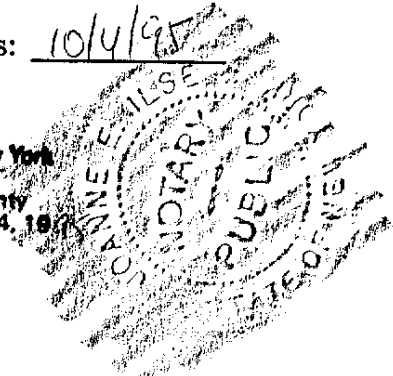
Joanne E. Ilse  
Notary Public, City, County and State of New York.

My commission expires: 10/4/95

WHEN RECORDED RETURN TO:

Burlington Northern Railroad Company  
Title Services  
3300 Continental Plaza  
Fort Worth, TX 76102-5384

JOANNE E. ILSE  
Notary Public, State of New York  
No. 011L5018680  
Qualified in Queens County  
Commission Expires October 4, 1995



BN 10378: Fremont, Dodge County, Nebraska - Former Chicago, Burlington & Quincy Railroad Company property conveyed to ConAgra, Inc.

EXHIBIT "A"

All real property and the improvements, if any, located on said real property, which real property is further described as:

A parcel of land situated in the  $N\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}$  of Section 11, Township 17 North, Range 8 East, East of the 6th Principal Meridian, Dodge County, Nebraska, lying between two lines drawn parallel with and distant respectively 388.0 feet and 468.0 feet southerly of the North line of said  $N\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}$  of Section 11, bounded on the East side by the East line of said  $N\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}$  of Section 11, and on the West side by a line drawn parallel with and distant 595.51 feet Westerly of said East line of the  $N\frac{1}{2}NW\frac{1}{4}NE\frac{1}{4}$  of Section 11.