

DECLARATION OF VALUE

Recording Date _____ **Book** _____ **Page** _____ **Instrument #** _____

Full Value of Property Interest Conveyed	\$	795,245.50
Less Assumed Liens & Encumbrances	-	-0-
Taxable Value (NRS 375.010, Section 3)	\$	795,245.50
Real Property Transfer Tax Due	\$	1,034. ¹⁵ ₈₀

1534872

If exempt, state reason. NRS 375.090, Section _____ . Explain:

() Escrow Holder only. Check if Real Property Transfer Tax is to be deferred under NRS 375.030, Section 2.

INDIVIDUAL

Under penalty of perjury, I hereby declare that the above statements are correct.

W C Matheson

Signature of Declarant

W. C. MATHESON VICE PRESIDENT

Name (Please Print)

Address

City State Zip

CATELLUS DEVELOPMENT CORPORATION
SAN FRANCISCO REGIONAL OFFICE
201 MISSION STREET, ROOM 250
SAN FRANCISCO, CA 94105

ESCROW HOLDER

Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.

Signature of Declarant

Name (Please Print)

Escrow Number

Firm Name

Address

City State Zip

Tax paid for the above transfer on _____, 19____
per NRS 375.030, Section 2.

Signature of Recorder or Representative

RPTT
1034.15

Approved by General Counsel
December 1, 1989 Orange

1534872

After recording, please mail Deed to:

Atchison, Topeka and Santa Fe Railway Company
c/o Catellus Management Corporation
1065 N. Pacific Center Drive, Suite 200
Anaheim, CA 92806
Attn: Ted Saunders

After recording, please mail Property Tax Bills to:

Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, IL 60173-5860

DEED

THIS INDENTURE, made this 29th day of October, 1991, from CATELLUS DEVELOPMENT CORPORATION, a Delaware corporation, Grantor to THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation, Grantee:

WITNESSETH:

That Grantor, for a good and valuable consideration, receipt of which is hereby acknowledged as having been paid to it, does by these presents grant, bargain and sell unto Grantee, and its successor forever, all that certain real property situate, lying and being in the County of Washoe, State of Nevada, and more particularly described in Exhibit A, attached and hereby made a part hereof, subject to those items shown on Exhibit B attached hereto and made a part hereof.

TOGETHER with all and singular the tenements, hereditaments and appurtenances thereunto belonging or in anyway appertaining, and the profits thereof.

TO HAVE AND TO HOLD all and singular said property, together with the appurtenances thereof, unto Grantee and its successors and assigns forever.

Grantor expressly covenants with Grantee that, except as may be set forth on said Exhibit B:

(a) prior to the time of the execution of this deed, Grantor has not conveyed the fee simple estate, or any right, title or interest therein, to any person other than Grantee, and

(b) such estate is, at the time of the execution of this deed, free from encumbrances done, made or suffered by Grantor or any person claiming under Grantor.

Grantor makes no covenant or warranty herein, implied or otherwise, except as expressly set forth in the preceding sentence.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed as of the day and year first herein written.

CATELLUS DEVELOPMENT CORPORATION

ATTEST

Janette Lyons
Asst. Secretary

By:

W. C. Matheson

Title:

W. C. MATHESON
VICE PRESIDENT



BK 3391 PG 0840

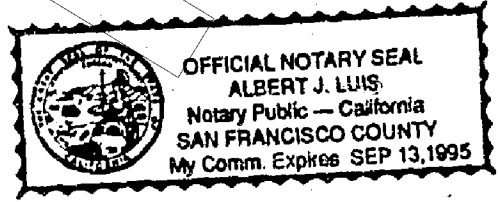
STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On October 29, 1991, before me, Albert J. Luis, Notary Public, personally appeared W.C. Matheson - Vice President and Janette Lyons - Assistant Secretary, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Albert J. Luis



My Commission Expires Sept. 13, 1995

BK 3391 P60841

EXHIBIT A
 SORTED BY MERIDIAN, RANGE, TOWNSHIP, SECTION

STATE: NEVADA
 COUNTY: WASHOE

COMPANY PARCEL	*MER-SC-TWP-RGE	PROPERTY NAME & PARCEL DESCRIPTIONS	ASSESSORS TAX PARCELS
NV0310020	MDM-03-20N-22E	ALL	84-030-04
NV0310021	MDM-11-20N-22E	ALL	84-030-08
NV0310023	MDM-15-20N-22E	ALL	84-030-16
NV0310024	MDM-23-20N-22E	ALL	84-120-06
NV0310025	MDM-25-20N-22E	THOSE PORTIONS OF THE W1/2 AND SE1/4 LYING EASTERLY OF THE EASTERLY RIGHT OF WAY LINE OF THE SOUTHERN PACIFIC RAILROAD AND WESTERLY AND NORTHERLY OF THE WESTERLY AND NORTHERLY MEAN ANNUAL HIGHWATER LINE OF THE TRUCKEE RIVER.	84-120-13
NV0310027	MDM-01-20N-23E	ALL	84-040-06
NV0310028	MDM-03-20N-23E	ALL	84-040-04
NV0310031	MDM-09-20N-23E	ALL	84-040-12
NV0310032	MDM-11-20N-23E	N1/2: N1/2 OF NW1/4 OF SW1/4: SW1/4 OF NW1/4 OF SW1/4: N1/2 OF NE1/4 OF SW1/4 AND N1/ 2 OF NW1/4 OF SE1/4.	84-040-10
NV0310033	MDM-15-20N-23E	N1/2: N1/2 OF SW1/4 AND LOT 1.	84-130-07 84-140-17
NV0310034	MDM-17-20N-23E	ALL	84-130-11
NV0310035	MDM-19-20N-23E	N1/2 OF NE1/4: N1/2 OF LOTS 1 AND 2 LYING NORTHERLY OF THE INTERSTATE HIGHWAY 80 RIGHT OF WAY.	84-130-13
NV0310037	MDM-25-21N-23E	N1/2: SE1/4	79-150-11
NV0310041	MDM-35-21N-23E	ALL	79-150-08

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EXHIBIT A
 SORTED BY MERIDIAN, RANGE, TOWNSHIP, SECTION

STATE: NEVADA
 COUNTY: WASHOE

COMPANY PARCEL	*MER-SC-TWP-RGE	PROPERTY NAME & PARCEL DESCRIPTIONS	ASSESSORS TAX PARCELS
NV0310042	MDM-05-20N-24E	LOT 1,2	84-150-12 84-150-13
NV0310043	MDM-07-20N-24E	ALL EXCEPT THAT PORTION LYING WITHIN THE INTERSTATE HIGHWAY 80 RIGHT OF WAY	84-040-08
NV0310047	MDM-19-21N-24E	LOT 1 OF SW1/4	79-180-14
NV0310050	MDM-31-21N-24E	LOTS 1 TO 7: E1/2 OF NW1/4 AND E1/2 OF SW1/4.	79-180-16
NV0310082	MDM-05-23N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS ASSESSED BY CHURCHILL COUNTY)	
NV0310083	MDM-07-23N-25E	ALL	79-320-06
NV0310084	MDM-17-23N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS ASSESSED BY CHURCHILL COUNTY)	
NV0310085	MDM-19-23N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY	79-320-57
NV0310086	MDM-31-23N-25E	ALL	79-320-20
NV0310087	MDM-07-24N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS ASSESSED BY CHURCHILL COUNTY)	
NV0310088	MDM-19-24N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS ASSESSED BY CHURCHILL COUNTY)	
NV0310089	MDM-31-24N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS	

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EXHIBIT A
SORTED BY MERIDIAN, RANGE, TOWNSHIP, SECTION

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STATE: NEVADA
COUNTY: WASHOE

COMPANY PARCEL	*MER-SC-TWP-RGE	PROPERTY NAME & PARCEL DESCRIPTIONS	ASSESSORS TAX PARCELS
NV0310089	MDM-31-24N-25E	ASSESSED BY CHURCHILL COUNTY)	
NV0310090	MDM-31-25N-25E	THAT PORTION OF SECTION LYING WITHIN THE BOUNDARIES OF WASHOE COUNTY. (THIS PARCEL IS ASSESSED BY CHURCHILL COUNTY)	

--- END OF COUNTY ---

BK3391PG0844

EXHIBIT B

1. Liens for taxes, assessments for other governmental charges which are not delinquent.
2. Statutory liens of materialmen, mechanics, warehousemen, vendors, carriers or employees or other like liens arising in the ordinary course of business and securing obligations which are either not delinquent or the validity of which is being contested in good faith by the appropriate proceedings.
3. Zoning restrictions, easements, leases and licenses, whether or not of public record.
4. Rights of the public in and to any roads, highways or bodies of water that may cross or be located upon the Property.
5. Any state of facts an accurate survey or physical inspection of the Property would show.
6. Any right, title and interest in and to any of the minerals and mineral ores within or underlying the Property, including, without limitation, oil, natural gas and hydrocarbon substances, geothermal steam, brines and minerals in solution, and sand gravel and aggregates, and products derived therefrom, together with any rights of ingress and egress in, upon or over the Property and to make such use of the Property and the surface thereof as is necessary or useful in connection therewith, which may have been reserved by other parties at the time that the Property was conveyed to Grantor or which may have been conveyed by Grantor to any third parties.

BK3391PG0845

OFFICIAL RECORDS
WASHOE CO. NEVADA
RECORD REQUESTED BY
Catellus Development
'92 JAN -3 08:21

JOE MELCHER
COUNTY RECORDER
FEE 10.00 DEF AMZ