

Until a change is requested, all  
tax statements shall be sent to:

The Kenneth and Willa Thompson Trust  
1933 South 6th Street  
Klamath Falls, OR 97601

After recording, return to:

Donald R. Crane  
P.O. Box 5261  
Klamath Falls, OR 97601

### QUITCLAIM DEED

SOUTHERN PACIFIC TRANSPORTATION COMPANY, a Delaware corporation, Grantor, releases and quitclaims to THE KENNETH AND WILLA THOMPSON FAMILY TRUST, Grantee, all right, title and interest in and to the following described real property situated in Klamath County, Oregon, to the extent of Grantor's undivided one-half interest in the property (hereinafter the "Property") :

A tract of land situated in the E 1/2 SW 1/4 of Section 33, Township 38 South, Range 9 East, Willamette Meridian, Klamath County, Oregon, more particularly described as follows:

That portion of Lot "A" Block 2 of INDUSTRIAL ADDITION TO THE CITY OF KLAMATH FALLS, a duly recorded subdivision, south of the westerly extension of the north line of Lot 21, Block 2 of said subdivision.

EXCEPTING from this conveyance and reserving unto the Grantor, its successors and assigns forever, all minerals and all mineral rights of every kind and character now known to exist or hereafter discovered, including, without limiting the generality of the foregoing, oil and gas and rights thereto, together with the sole, exclusive and perpetual right to explore for, remove and dispose of said minerals by any means or methods suitable to the Grantor, its successors and assigns, but without entering upon or using the surface of the lands hereby conveyed and in such manner as not to damage the surface of said lands or any improvements constructed thereon, or to interfere with the use thereof by the Grantee, its successors and assigns.

THIS CONVEYANCE IS MADE SUBJECT TO the terms and conditions of that certain Real Estate Purchase and Sale Agreement (hereinafter "Sale Agreement") between Kenneth Thompson, Willa Thompson, The Burlington Northern and Santa Fe Railway Company and Southern Pacific Transportation Company dated October 24, 1997 and signed by the Thompsons on November 4, 1997, including, but not limited to:

1. A reservation of right of way for any existing driveways, roads, utilities, wires or easements of any kind whatsoever used or maintained by the Grantor, Grantor's licensees or other third parties on the Property, as more particularly set forth in Section

8 of the Sale Agreement;

2. A ninety-day right of the Grantor to remove certain Grantor-owned improvements from the Property before they are deemed abandoned and thereafter become the property of the Grantee, as more particularly set forth in Section 22 of the Sale Agreement; and

3. The Grantee's representation that it is taking the property on an "as-is with all faults" basis with any and all patent and latent defects, including those relating to the environmental condition of the property, and Grantee's agreement to indemnify, hold harmless and release Grantor from all present or future claims or demands relating to any hazardous substances or contaminants in, on or under the Property, as more particularly set forth in Section 26 of the Sale Agreement.

The true and actual consideration for this conveyance is \$2,500.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930 (ORS 93.040).

DATED this 13<sup>th</sup> day of January, 1998.

Attest:

SOUTHERN PACIFIC TRANSPORTATION COMPANY

Assistant Secretary

By

Title: Assistant Vice President

STATE OF NEBRASKA )

) ss.

County of Douglas )

On this 13<sup>th</sup> day of January, 1998, personally appeared before me the above-named R. D. Uhrich and, being first duly sworn, did say that he is the Asst. Vice President of Southern Pacific Transportation Company and signed the foregoing Quitclaim Deed on behalf of said corporation by authority of its Board of Directors.

NOTARY PUBLIC FOR NEBRASKA  
My Commission Expires:

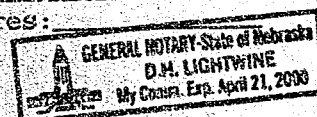


EXHIBIT B

CERTIFICATION OF NON-FOREIGN STATUS

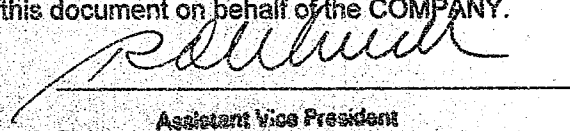
Under Section 1445(e) of the Internal Revenue Code, a corporation, partnership, trust, or estate must withhold tax with respect to certain transfers of property if a holder of an interest in the entity is a foreign person. To inform the transferee that no withholding is required with respect to SOUTHERN PACIFIC TRANSPORTATION COMPANY's interest in it, the undersigned hereby certifies the following on behalf of SOUTHERN PACIFIC TRANSPORTATION COMPANY (hereinafter the "COMPANY"):

1. The COMPANY is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those are defined in the Internal Revenue Code and Income Tax Regulations);
2. The COMPANY's U.S. employer identification number is 94-6001323 and state of incorporation is Delaware; and
3. The COMPANY's office address is 1416 Dodge Street, Omaha, Nebraska 68179.

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.



Assistant Vice President

Title:

Date:

January 13, 1998

STATE OF OREGON; COUNTY OF KLAMATH ss.

Filed for record at request of Donald E. Crane the 26th day  
of January A.D., 19 98 at 11:59 o'clock A.M., and duly recorded in Vol. M98  
of Deeds on Page 2690.

FEE \$40.00

By Bernetha G. Letsch, County Clerk  
Kathleen Ross