

UNION PACIFIC RAILROAD COMPANY

Fremont and Teton Counties, Idaho

EXHIBIT "A"

Fremont County

All right, title and interest in and to the right of way and appurtenances of the abandoned Teton Valley Branch of Union Pacific Railroad Company in Fremont County, Idaho as said abandoned branch extends in a southerly and southeasterly direction from the east line of Section 25, Township 19 North, Range 42 East, Boise Meridian in, over and across the following legal subdivisions:

<u>Subdivision</u>	<u>Section</u>	<u>Township</u>	<u>Range</u>	<u>Meridian</u>
S½	30	9 North	43 East	Boise
N½NE¼	31	"	"	"
N½, N½SE¼	32	"	"	"
S½	33	"	"	"
N½NE¼	4	8 North	43 East	Boise
W½W½	3	"	"	"
W½, W½SE¼	10	"	"	"
N½, NE¼SW¼, SE¼	15	"	"	"
NE¼	22	"	"	"
NW¼, S½	23	"	"	"
NE¼NE¼	26	"	"	"
N½, SE¼	25	"	"	"
S½	30	8 North	44 East	Boise
S½SW¼	29	"	"	"
N½, NE¼SE¼	32	"	"	"
S½	33	"	"	"
S½	34	"	"	"
N½NE¼	3	7 North	44 East	Boise
N½NE¼	2	"	"	"
S½S½	35	8 North	44 East	Boise
S½	36	"	"	"
N½N½	6	7 North	45 East	Boise
N½, W½SE¼	5	"	"	"
NE¼	8	"	"	"

Also, all right, title and interest in and to the right of way and appurtenances of that portion of said abandoned Teton Valley Branch situate in the NW¼ of Section 9, Township 7 North, Range 45 East, Boise Meridian lying northerly of the south line (Bitch Creek) of said Fremont County.

Excepting therefrom that certain parcel of land situate in the SE¼ of Section 23, Township 8 North, Range 43 East of the Boise Meridian as heretofore conveyed by said railroad to J. R. Simplot Company by Quitclaim Deed dated June 1, 1995, said deed being further identified in said railroad company's records as Audit No. 176877.

Teton County

All right, title and interest in and to the right of way and appurtenances of the abandoned Teton Valley Branch of Union Pacific Railroad Company in Teton County, Idaho as said abandoned branch extends in a southerly and southwesterly direction from the north line (Bitch Creek) of said county in, over and across the following legal subdivisions:

<u>Subdivision</u>	<u>Section</u>	<u>Township</u>	<u>Range</u>	<u>Meridian</u>
SE $\frac{1}{4}$ NE $\frac{1}{4}$ NW $\frac{1}{4}$, W $\frac{1}{2}$ E $\frac{1}{2}$	9	7 North	45 East	Boise
W $\frac{1}{2}$ E $\frac{1}{2}$	16	"	"	"
NW $\frac{1}{4}$ NE $\frac{1}{4}$, E $\frac{1}{2}$ W $\frac{1}{2}$	21	"	"	"
E $\frac{1}{2}$ W $\frac{1}{2}$, SW $\frac{1}{4}$ SW $\frac{1}{4}$	28	"	"	"
NW $\frac{1}{4}$ NW $\frac{1}{4}$	33	"	"	"
NE $\frac{1}{4}$ NE $\frac{1}{4}$, SW $\frac{1}{4}$ NE $\frac{1}{4}$	32	"	"	"
NW $\frac{1}{4}$, E $\frac{1}{2}$ SW $\frac{1}{4}$	5	6 North	45 East	Boise
W $\frac{1}{2}$	8	"	"	"
E $\frac{1}{2}$ NW $\frac{1}{4}$, SW $\frac{1}{4}$ SW $\frac{1}{4}$ NE $\frac{1}{4}$, NE $\frac{1}{4}$ NE $\frac{1}{4}$ SW $\frac{1}{4}$, W $\frac{1}{2}$ SE $\frac{1}{4}$	17	"	"	"
W $\frac{1}{2}$ NE $\frac{1}{4}$, SE $\frac{1}{4}$	20	"	"	"
E $\frac{1}{2}$	29	"	"	"

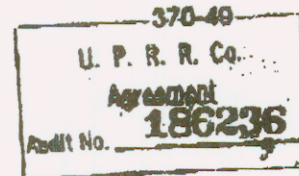
Also, all right, title and interest in and to the right of way and appurtenances of that portion of said abandoned Teton Valley Branch situate in the N $\frac{1}{2}$ NE $\frac{1}{4}$ of Section 32, Township 6 North, Range 45 East, Boise Meridian lying northerly of the northerly line of that certain strip or parcel of land as heretofore conveyed by Union Pacific Railroad Company to Richard Knight, said northerly line being the northerly line the S $\frac{1}{2}$ NE $\frac{1}{4}$ of said Section 32.

Excepting therefrom all of Lots 10 through 12 of Block 6 of the Town of Tetonia, Teton County, Idaho, said Block 6 being situate in the SE $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 29, Township 6 North, Range 45 East, Boise Meridian.

Office of Contracts and Real Estate
Omaha, Nebraska
October 3, 1995
Revised October 23, 1995

Written by: DDB
tetvalbr.tra

Railroad Approval Copy

QUITCLAIM DEED

UNION PACIFIC RAILROAD COMPANY, a Utah corporation (which through merger with the Oregon Short Line Railroad Company became successor in interest to the real property described herein). Grantor, in consideration of the sum of Three Hundred Thousand Dollars (\$300,000), and other valuable consideration to it duly paid, the receipt whereof is hereby acknowledged, does hereby REMISE, RELEASE and forever QUITCLAIM unto the IDAHO DEPARTMENT OF PARKS AND RECREATION, Grantee, whose address is P.O. Box 83720, Boise, Idaho 83720-0065 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 Fremont and Teton Counties, in the State of Idaho, as more particularly described in Exhibit A, hereto attached and hereby made a part hereof, including all ballast, culverts and bridges located thereon, to be used by the Grantee for trail and other transportation purposes.

EXCEPTING and RESERVING unto the Grantor, its successors and assigns, forever:

1. all water and water rights in the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of Section 29, Township 6 North, Range 45 East, B.M., in Teton County, as such claim to water rights are covered by Claim No. 22-4002 issued by the State of Idaho Department of Water Resources, and
2. all minerals and all mineral rights of every kind and character now known to exist or hereafter discovered underlying those portions of the Property that were not acquired by the Oregon Short Line Railroad Company, or any predecessor company, by way of (i) the General Railroad Right-of-Way Act of March 3, 1875, 18 Stat. 482, (ii) the Condemnation Decree dated June 25, 1913, in the District Court of the Ninth Judicial District of the State of Idaho, in and for the County of Fremont, or (iii) the Final Order of Condemnation dated June 27, 1913, in the District Court of the Ninth Judicial District of the State of Idaho, in and for the County of Fremont, including without limiting the generality of the foregoing, oil and gas rights thereto, together with the sole, exclusive and perpetual rights 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 such portions of the Property, and in such manner as not to damage the surface of such portions of the Property, or to interfere with the use thereof by the Grantee, its successors and assigns.

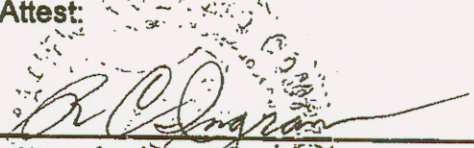
TOGETHER with all and singular the hereditaments and appurtenances thereunto belonging; TO HAVE AND TO HOLD, subject to the aforesaid provisions, the Property unto the said Grantee and unto its successors and assigns.

THE GRANTOR, BY THIS INSTRUMENT, MAKES NO WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, AND FURTHER MAKES NO WARRANTY AS TO THE MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, IT BEING UNDERSTOOD THAT THE GRANTEE IS PURCHASING THE PROPERTY, BALLAST, CULVERTS AND BRIDGES IN AN "AS IS" CONDITION WITH ALL FAULTS.

Grantor, Federal ID No. 13-6400825, 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 29th day of Apr. 1, 1996.

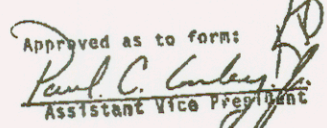
Attest:


Assistant Secretary
(Seal)

UNION PACIFIC RAILROAD COMPANY,

By 
Title: Assistant Vice President

186236

Approved as to form:

Assistant Vice President

ACKNOWLEDGEMENT

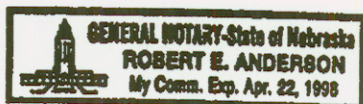
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On this 29 day of April, 1996, before me,
ROBERT E. ANDERSON, a Notary Public in and for said County and State, personally
appeared R. D. Ulrich
and R. C. INGRAM who are the
Asst. Vice President and the Assistant
Secretary, respectively, of Union Pacific Railroad Company, a Utah 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.

Robert E. Anderson
Notary Public

(Seal)



186236