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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
DAWN RICHARDS
ONE SOUTH MAIN ST STE 1200
SLC UT 84111
BY: EPM, DEPUTY - WI 5 P.

**WHEN RECORDED, RETURN TO,
AND MAIL TAX NOTICES TO:**

Bruce Jones
Utah Transit Authority
Office of General Counsel
3600 South 700 West
Salt Lake City, Utah 84119

SPACE ABOVE FOR RECORDER'S USE ONLY

QUITCLAIM DEED

KNOW ALL MEN BY THESE PRESENTS:

THAT **UNION PACIFIC RAILROAD COMPANY**, a Delaware corporation ("**Grantor**"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it duly paid, the receipt whereof is hereby acknowledged, has remised, released and quitclaimed, and by these presents does REMISE, RELEASE and forever QUITCLAIM unto **UTAH TRANSIT AUTHORITY**, a public transit district organized under Title 17A, Chapter 2, Part 10, Utah Code Annotated 1953, as amended ("**Grantee**"), its successors and assigns, forever, all its right, title, interest, estate, claim and demand, both at law and in equity, of, in and to the real estate in the County of Salt Lake, State of Utah, more particularly described in **Exhibit 1** (the "Additional Bingham Branch Property") and **Exhibit 2** (the "Dalton Spur") attached hereto and hereby made a part hereof (collectively, the "**Property**").

Grantor EXCEPTS from the Additional Bingham Branch Property described in **Exhibit 1** hereby quitclaimed and RESERVES unto itself, its successors and assigns, forever, the following:

(a) a permanent, exclusive easement upon, over, under and across the Additional Bingham Branch Property, for purposes of conducting freight rail operations and otherwise to fulfill Grantor's rights and obligations as a common carrier freight railroad under applicable federal laws and regulations, including the right to use the Additional Bingham Branch Property to provide freight rail service to all customers on or served from the Additional Bingham Branch Property, and to operate, use, construct, reconstruct, maintain, repair, relocate and/or remove existing and/or future railroad, rail and railroad-related equipment, facilities and transportation systems necessary for and related to freight rail operations (the "Freight Easement"); and

(b) all agreements with respect to freight service on the Additional Bingham Branch Property.

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

Grantor and Grantee intend by this instrument that Grantor quitclaim to Grantee any after-acquired title to the Property which arises in favor of Grantor from and after the date hereof.

IN WITNESS WHEREOF, Grantor has caused these presents to be signed by its duly authorized officers, and its corporate seal to be hereunto affixed the 25th day of July, 2007.

Attest:

Barbara Holder
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY,
a Delaware corporation

By: Lawrence E. Whorsh
Title: Assistant Vice President - Law

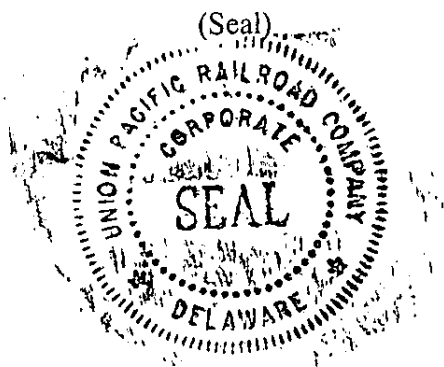


EXHIBIT 1

LEGAL DESCRIPTION OF ADDITIONAL BINGHAM BRANCH PROPERTY

Union Pacific Railroad Company

Salt Lake County, Utah

Exhibit "1"

That portion of the Bingham Industrial Lead of the Union Pacific Railroad Company (formerly the Denver & Rio Grand Railroad Company), that lies westerly of a line drawn at right angles to the center line of the main line track of said Bingham Industrial Lead at a point on said center line of the main line track that is distant Five Hundred Thirty Four and Eighty Nine Hundredths (534.89) feet and bears North Sixty Nine Degrees Fifty Eight Minutes Nineteen Seconds (69° 58'19") East from the West Quarter Corner (W1/4C) of Section Twenty Five (25) Township Two South (T2S) Range One West (R1W) Salt Lake Base and Meridian, to a line drawn at right angles to said center line of the main line track at railroad subdivision mile post 6.60, said Bingham Industrial Lead being situate in over and across the following legal subdivisions of Salt Lake County, Utah.

Subdivision	Section	Township	Range	Meridian
S 1/2 NW1/4	25	2S	1W	Salt Lake
S 1/2 NE1/4	26	2S	1W	Salt Lake
NW 1/4 SE1/4	26	2S	1W	Salt Lake
E 1/2 SW1/4	26	2S	1W	Salt Lake
N 1/2 NW1/4	35	2S	1W	Salt Lake
NE 1/4	34	2S	1W	Salt Lake
S1/2 NW 1/4	34	2S	1W	Salt Lake
NW 1/4 SW1/4	34	2S	1W	Salt Lake
SE 1/4	33	2S	1W	Salt Lake
SW 1/4	33	2S	1W	Salt Lake
SE 1/4 SE1/4	32	2S	1W	Salt Lake
N 1/2 NE1/4	5	3S	1W	Salt Lake
NW1/4	5	3S	1W	Salt Lake
S 1/2 NE1/4	6	3S	1W	Salt Lake
N1/2 SE1/4	6	3S	1W	Salt Lake
SW1/4	6	3S	1W	Salt Lake
SE1/4 SE1/4	1	3S	2W	Salt Lake
NE1/4	12	3S	2W	Salt Lake
S1/2 NW1/4	12	3S	2W	Salt Lake

Basis of Bearing being South Zero Degrees 5 Minutes Twenty Six Seconds (00°05'26") West 2712.08 feet from said West Quarter Corner (W1/4C) to the Southwest Corner of said Section Twenty Five (25).

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.
September 18 2006 T.D.A.

EXHIBIT 2

LEGAL DESCRIPTION OF DALTON SPUR

Union Pacific Railroad Company

Salt Lake County, Utah

Exhibit "A"

All that portion of the Union Pacific Railroad Company (formerly the Denver & Rio Grand Railroad Company) Two hundred feet wide right of way extending southwesterly from the southerly right of way line of the now relocated Bingham Industrial Lead of said Union Pacific Railroad Company through the northwest quarter (NW 1/4) Section Fourteen (14), the south half of the northeast quarter (S1/2 NE1/4) of Section Fifteen (15), and the southeast quarter of the northwest quarter (SE1/4 NW1/4) of Section Fifteen (15), Township 3 South, Range 2 West, Salt Lake Base and Meridian, Salt Lake County, Utah.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.

February 20 2007 T.D.A.
DALTON SPUR