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10 JULY 87 02:05 PM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
LYNN COTTRELL
175 S WEST TEMPLE SLC, UT 84110
REC BY: REBECCA GRAY , DEPUTY

SPECIAL WARRANTY DEED

UPLAND INDUSTRIAL DEVELOPMENT COMPANY, a corporation of the State of Nebraska, Grantor, hereby conveys, and warrants against the lawful claims of all persons claiming by, from or under it but against none other, to WESTERN DAIRYMEN COOPERATIVE, INC., a corporation of the State of Colorado, whose postal address is 175 South West Temple, Salt Lake City, Utah 84110, Grantee, for the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, the real property situated in County of Salt Lake, State of Utah, and described in Exhibit A attached hereto and hereby made a part hereof.

EXCEPTING from this conveyance the railroad trackage and appurtenances now located upon, along and across the westerly thirty feet (30') of the land described in Exhibit A, and RESERVING unto Grantor, its successors and assigns, a PERPETUAL EASEMENT for the maintenance, operation, repair, renewal and reconstruction of said railroad trackage and appurtenances in their present location upon, along and across the westerly thirty feet (30') of the land described in Exhibit A.

This deed is made SUBJECT to the following:

(a) All general real property taxes levied upon or assessed against the premises described in Exhibit A which became or may become due and payable in the year 1987 shall be prorated as of the date of delivery of this deed by Grantor to Grantee, said date being the 10th day of July, 1987; and Grantee assumes and agrees to pay, or to reimburse Grantor for, if paid by it, all such taxes applicable to the period subsequent to the date of delivery of this deed and assumes all such taxes which may become due and payable after said year;

(b) All liens, encumbrances, clouds upon, impairments of and defects in the title created or permitted to be created by Grantee on and after the date of delivery of this deed by Grantor to

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Grantee, and any and all restrictions and limitations imposed by public authority, and any easements, restrictions and/or outstanding rights of record, and exceptions, reservations and conditions contained in prior deeds or open and obvious on the ground, including, without limiting the foregoing, the following:

(i) That certain Quitclaim Deed made April 1, 1982, between Union Pacific Land Resources Corporation ("UPLRC") and Grantor, identified in the records of Grantor as UIC Law Department Document No. 8-3432 and recorded April 22, 1982 in the records of the County Recorder of Salt Lake County, Utah, in Book 5364 at Pages 938 through 943, Entry No. 3668271, whereby UPLRC quitclaimed to Grantor certain land situate in the City of Salt Lake, Salt Lake County, Utah, including the land described in Exhibit A, excepting and reserving unto UPLRC, its successors and assigns, forever, all minerals and all mineral rights, without right of surface entry;

(ii) Subdivision plat of Phase V, Centennial Industrial Park, recorded on August 3, 1979 in the records of the County Recorder of Salt Lake County, Utah as Entry No. 3316753, and all matters shown thereon; and

(iii) Declaration of Covenants, Conditions and Restrictions for Centennial Industrial Park, Phase V, recorded on August 3, 1979 in the Office of the Salt Lake County Recorder, in Book 4915 at Pages 795 through 805, as Entry No. 3317190; First Amendment of Declaration of Covenants, Conditions and Restrictions for Centennial Industrial Park, Phase V, recorded on June 15, 1980 in the Office of the Salt Lake County Recorder, in Book 5116 at Pages 387 through 389, Entry No. 3447409; and Second Amendment of Declaration of Covenants, Conditions and Restrictions for Centennial Industrial Park, Phase V, recorded on October 17, 1980 in the Office of the Salt Lake County Recorder, in Book 5166 at Pages 371 through 374, Entry No. 3491728.

As a material consideration for this conveyance, without which the same would not have been made, it is expressly understood and agreed that Grantee shall, within two (2) years after the date of delivery of this deed, commence in good faith the construction upon the land described in Exhibit A of a vehicle maintenance shop of approximately 12,000 square feet. In the event Grantee fails so to do, then, in that event, Grantor shall have the right to repurchase said real property from Grantee for a consideration of One Hundred Sixty-Three Thousand Nine Hundred Sixty Dollars and Fifty Cents (\$163,960.50) plus the amount of any special assessments benefiting the property paid by Grantee. Said right to repurchase shall expire and terminate absolutely unless exercised by Grantor on or before the day three (3) years after the date of delivery of this deed by Grantor providing Grantee with written notice of Grantor's intention to repurchase said real property. Upon exercise by Grantor of the right to repurchase and payment by Grantor of said repurchase consideration, Grantee shall forthwith execute and deliver to Grantor a warranty deed conveying said real property to Grantor free from encumbrances, except as specified in this deed, and shall also, at the same time, deliver to Grantor an owner's guaranty policy in the amount of the repurchase consideration, issued by a reputable title insurance company, guaranteeing title to said real property in Grantor.

Grantee, for itself, its successors and assigns, agrees to join with Grantor in any petition to Salt Lake City that may reasonably be required to establish a local improvement district for street lighting along 1730 South Street and 4370 West Street, and Grantee further agrees, for itself, its successors and assigns, to assume Grantee's proportionate share of assessments levied by Salt Lake City upon the lands described in Exhibit A for the construction, maintenance and operation of said street lighting system.

Grantor, Federal ID No. 13-3109307, is not a foreign corporation and withholding of Federal Income Tax from the amount realized will not be made by Grantee. An Affidavit and Certification prepared in conformance with IRS regulations under Section 1445 of the Internal Revenue Code is attached as Exhibit B.

IN WITNESS WHEREOF, Grantor has caused these presents to be signed by its Vice President and

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attested by its Assistant Secretary, and its corporate seal to be hereunto affixed this 7TH day of JULY, 1987.

In Presence of:

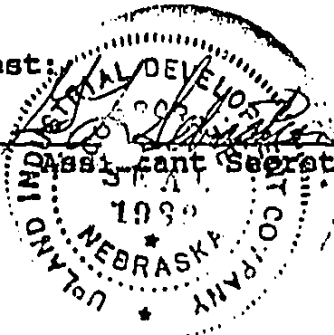
F T Severin

UPLAND INDUSTRIAL DEVELOPMENT
COMPANY

BY R E Olson
Vice President

Attest:

[Signature] (Seal)
Assistant Secretary



The seal is circular with a dotted border. The text inside the seal reads: "UPLAND INDUSTRIAL DEVELOPMENT COMPANY" around the top inner edge, "NEBRASKA" at the bottom, and "1939" in the center. There are two small stars on either side of the year.

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 7th day of JULY, 1987,
before me, a Notary Public in and for said County in the
State aforesaid, personally appeared L E OLSON,
to me personally known, and to me personally known to be
Vice President of UPLAND INDUSTRIAL
DEVELOPMENT COMPANY, and to be the same person whose name
is subscribed to the foregoing instrument, and who, being
by me duly sworn, did say that he is Vice President
of Upland Industrial Development Company; 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 the said L E OLSON
acknowledged said instrument to be his free and voluntary
act and deed, and the free and voluntary act and deed of
said corporation, by it voluntarily executed, for the uses
specified therein.

IN WITNESS WHEREOF, I have hereunto set my
hand and official seal the day and year last above
written.

My commission expires 10-9-90

L L Burnside
Notary Public

Residing at Omaha, NE

(SEAL)

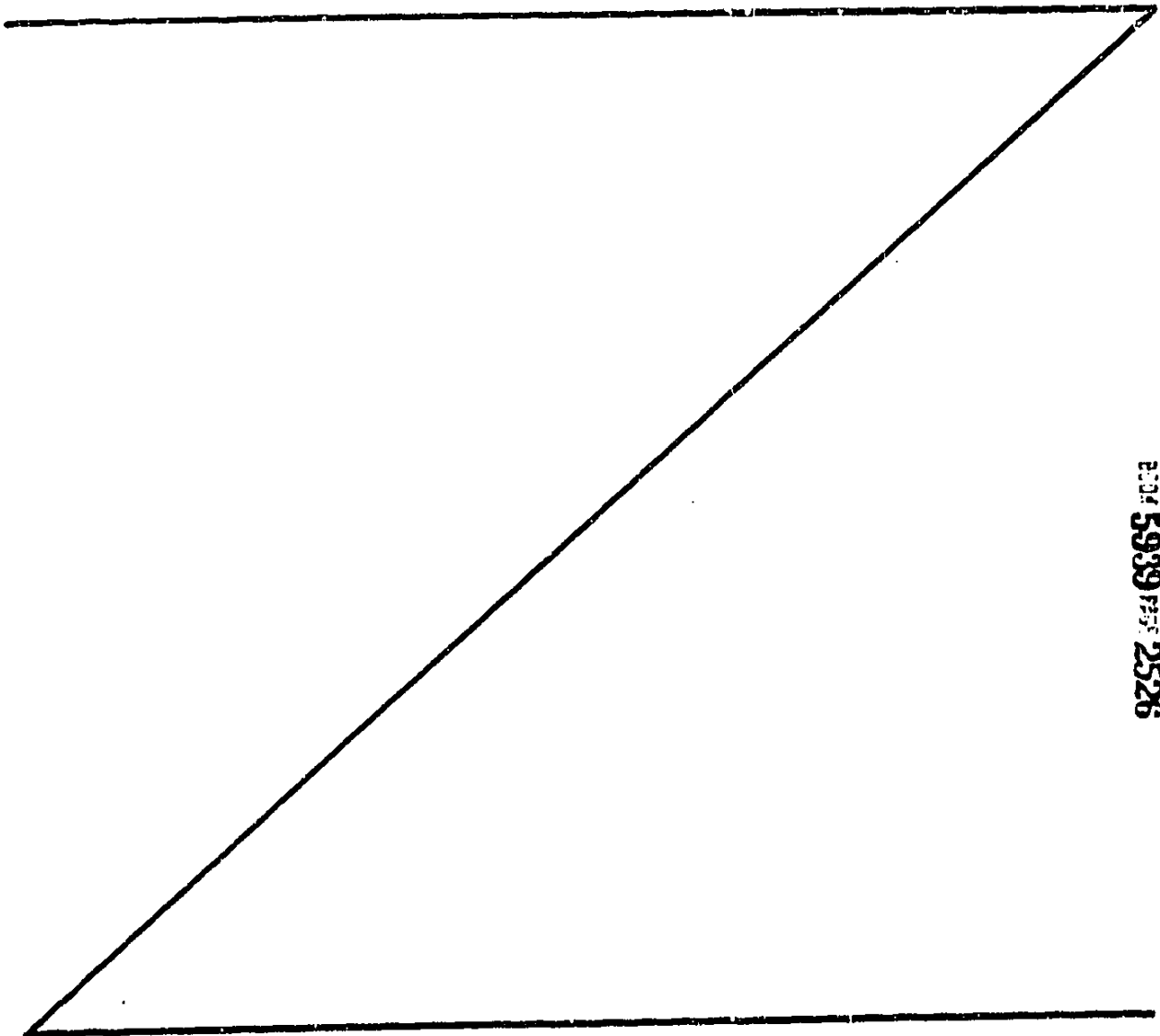


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EXHIBIT A

Lot 9, Centennial Industrial Park, Phase V, Salt Lake City, Salt Lake County, Utah, recorded August 3, 1979, as Entry No. 3316753 in the Office of the Recorder of said County.

Said Lot contains an area of 109,307 square feet (2.51 acres), more or less.



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TRANSFEROR'S AFFIDAVIT AND CERTIFICATION
OF NON-FOREIGN STATUS

Furnished in Accordance with
Section 1445(b)(2) of The Internal Revenue Code

I, G L SEBASTIAN, Assistant Secretary
of UPLAND INDUSTRIAL DEVELOPMENT COMPANY, hereby certify
the following:

1. UPLAND INDUSTRIAL DEVELOPMENT COMPANY
is not a nonresident alien for purposes
of U. S. income taxation;
2. UPLAND INDUSTRIAL DEVELOPMENT COMPANY'S
U. S. taxpayer identifying number is
13-3109307; and
3. Its business address is 345 Park Avenue,
New York, New York 10154.

UPLAND INDUSTRIAL DEVELOPMENT COMPANY understands
that this certification may be disclosed to the Internal
Revenue Service by the transferee and that any false state-
ment made here 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.

G L Sebastian
Date: JULY 7, 1987

STATE OF NEBRASKA)
) 291
COUNTY OF DOUGLAS)

On this 7th day of JULY, 1987, before
me, a Notary Public in and for said County in the State afore-
said, personally appeared G L SEBASTIAN, to me personally
known, and to me personally known to be Assistant Secretary
of Upland Industrial Development Company, and to be the same

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person whose name is subscribed to the foregoing instrument,
and who, being by me duly sworn, did say that he is
Assistant Secretary of Upland Industrial Development
Company; and the said G L SEBASTIAN acknowledged said
instrument to be his free and voluntary act and deed, and
the free and voluntary act and deed of said corporation, by
him voluntarily executed, for the purposes specified therein.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal the day and year last above written.

My commission expires 10-9-90.

L. L. Burnside
Notary Public

Residing at:

Omaha, NE

(SEAL)

