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WHEN RECORDED RETURN TO:

William D. Oswald
Attorney for Utah Transit Authority
201 South Main Street, 12th Floor
Salt Lake City, UT 84103

5479819
19 APRIL 93 08:54 AM
KATIE L. DIXON
RECORDER, SALT LAKE COUNTY, UTAH
TITLE INSURANCE AGENCY
REC BY: DIANE KILPACK, DEPUTY

No Fee

GENERAL ASSIGNMENT AND ASSUMPTION AGREEMENT

5479819
This GENERAL ASSIGNMENT AND ASSUMPTION AGREEMENT is made and entered into as of the 31st day of March, 1993, by and between Union Pacific Railroad Company, a Utah corporation ("Seller") and Utah Transit Authority, a public transit district organized under Title 17A, Chapter 2, Part 10, Utah Code Annotated 1953, as amended ("Purchaser").

W I T N E S S E T H:

WHEREAS, on October 30, 1992, Seller and Purchaser entered into that certain Purchase and Sale Agreement ("Purchase Agreement") for the sale by Seller to Purchaser of a portion of a certain line of railroad known as the Provo Subdivision Line, certain parcels of other real property located in Salt Lake County and certain other assets, all as more fully set forth therein.

WHEREAS, among the assets to be conveyed by Seller to Purchaser are:

- A. Seller's interest in any and all leases, licenses, permits and other agreements (the "Leases" and "Other Interests" as defined in the Purchase Agreement), including those which are listed on Exhibit "A" hereto, relating to the Property (as defined in the Purchase Agreement), including without limitation all agreements affecting title to, or the use and

benefit of, the Property or any portion of the Property, to the extent such Leases and Other Interests relate to or affect the Property, except to the extent such Leases and Other Interests are necessary for Freight Railroad Service, or to the extent that such Leases and Other Interests affect other railroad lines owned by Seller or the portions of the Provo Subdivision Line located north of Ninth South Street Junction (approximately milepost 798.74) and south of the Salt Lake County/Utah County boundary line (approximately milepost 775.19); and

- B. Seller's interest in any prepaid rents or other periodic payments for periods of time commencing at 12:01 a.m. on the day after Closing and security deposits made by tenants under the Leases and transferable deposits with utility companies, if any, which relate to the Property or Improvements (herein referred to as the "Property Deposits").

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration in hand paid, the receipt and sufficiency of which are hereby acknowledged by Seller, Seller hereby assigns, transfers and sets over to Purchaser, its successors and assigns, effective as of the Closing (as defined in the Purchase Agreement) all of Seller's right, title and interest in the following:

1. The Leases and Other Interests, including those described in Exhibit "A", except to the extent such Leases, Other Interests, or rights thereunder are

necessary for Freight Railroad Service and are listed on Exhibit "B" hereto, or affect other railroad lines owned by Seller or the portions of the Provo Subdivision Line located north of Ninth South Street Junction and south of the Salt Lake County/Utah County boundary line; and

2. The Property Deposits.

Exhibit "A" is a list of the "Leases" which have been delivered to Purchaser. Prior to any other agreements not listed on Exhibit "A" being effectively assigned to Purchaser, and prior to Purchaser being deemed to have assumed any obligations thereunder, Purchaser shall be given an opportunity to review the same and to reject or accept the assignment thereof from Seller to Purchaser.

Purchaser accepts the foregoing assignment and hereby assumes all obligations of Seller under the assets assigned that accrue after the Closing, with the exception of the Excluded Liabilities as provided in the Purchase Agreement. With the exception of the Excluded Liabilities, to the extent they have been assigned to Purchaser, Purchaser assumes all of Seller's rights, privileges and obligations concerning existing pipelines, utility lines, public and private road crossings, leaseholds, easements and licenses, or any other facilities, utilities, or other utilization of rights in, on, through, above, or across the Property.

Seller hereby indemnifies and holds Purchaser harmless from and against any and all claims from any tenants or parties to the Leases and Other Interests arising prior to the Closing, and with

respect to the obligations assumed by Purchaser (which does not include the Excluded Liabilities), Purchaser hereby indemnifies and holds Seller harmless from and against any such claims arising after the Closing.

Nothing herein shall be interpreted to consist of or result in any waiver of any right which belonged to Seller, or any termination provision contained in the Leases or Other Interests assigned, whether consisting of an automatic termination of the Lease or Other Interest upon transfer or sale of the Seller's right-of-way or real property, or other termination provision.

All capitalized terms in this Agreement that are not otherwise defined shall have the definitions ascribed in the Purchase Agreement.

IN WITNESS WHEREOF, the parties have caused this GENERAL ASSIGNMENT AND ASSUMPTION AGREEMENT to be executed as of the day and year first written above.


ATTEST:
C. W. SAYLORS

By: X *C. W. Saylor*
Title: Assistant Secretary

ASSIGNOR:
UNION PACIFIC RAILROAD COMPANY

By: X *[Signature]*
Title: EXECUTIVE ASSISTANT

ASSIGNEE:
UTAH TRANSIT AUTHORITY

By: Joan L. Burnside
Title: President

ATTEST:

By: John C. Pingree
Title: General Manager

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) SS:

On the 30 day of March, 1993, personally appeared before me R. B. SCHULTZ and C. W. SAYLORS, who being by me duly sworn did say, each for himself, that he, the said C. W. SAYLORS is the Assistant Secretary of Union Pacific Railroad Company, and that he, the said R. B. SCHULTZ is the EX-1ST TO EMP of Union Pacific Railroad Company, and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its Board of Directors and said C. W. SAYLORS and R. B. SCHULTZ each duly acknowledged to me that said corporation executed the same and that the seal affixed is the seal of said corporation.

My Commission Expires:
11/17/93



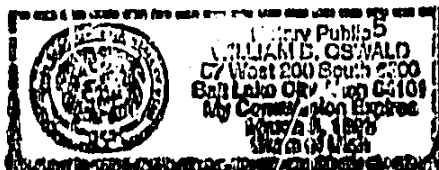
STATE OF UTAH)
COUNTY OF SALT LAKE) SS:

On the 15 day of April, 1993, personally appeared before me Joan Burnside and John C. Pingree who being by me duly sworn did say, each for herself/himself, that she, the said Joan Burnside is the President, and he, the said John C. Pingree is the General Manager of the Utah Transit Authority, and that the within and foregoing instrument was signed in behalf of Utah Transit Authority by authority of a resolution of its Board of Directors and said Joan Burnside and John C. Pingree each duly acknowledged to me that Utah Transit Authority executed the same and that the seal affixed is the seal of Utah Transit Authority.

My Commission Expires:
March 15, 1995

William J. Donald
NOTARY PUBLIC

Assignment AG5



March 29, 1993

BR6641PG1655

List of Exhibits

Exhibit "A" - Leases

Exhibit "B" - Retained Agreements and Leases Containing
Provisions Necessary to Freight Railroad
Service

EXHIBIT "A"
 CONTRACTS & REAL ESTATE DEPARTMENT
 ASSIGNMENT OF AGREEMENTS ON THE PROVO SUBDIVISION
 IN CONNECTION WITH SALE TO UTAH TRANSIT AUTHORITY
 MP 775.23 TO MP 798.74, MOUNT, UT TO 9TH STREET JUNCTION

AUDITNO	LOCATION	TYPE	PARTY	MP	FOLDER
A087234	CUSHING, UT	W/L XNG	PACIFICORP DBA	47.31	00000000
A17686-1809	MURRAY, UT	W/L XNG	MOUNTAIN STATES TELE	79.24	0050172
A100001	SALT LAKE CI, UT	ENCR VC	J.M. CRISLEY MACHINE	79.77	0088639
A100388	HURTON, UT	ENCR P/L	SOUTH SALT LAKE, CIT	796.40	0061978
A100743	SALT LAKE CI, UT	ATTACHM	MOUNTAIN STATES TELE	782.80	00000000
A101427	DRAPER, UT	ENCR P/L	LITTLE DUTCH BOY BAK	782.64	0066231
A102490	SALT LAKE CI, UT	ENCR P/L	SOUTH SALT LAKE, CITY	795.37	0066716
A102860	SANDY, UT	P/L XNG	JMJ REAL ESTATE COMP	788.30	0066846
A102896	MIDVALE, UT	P/L XNG	MIDVALE CITY CORPORA	789.94	0066854
A103294	DRAPER, UT	LS STG	LITTLE DUTCH BOY BAK	782.64	0089442
A104485	SANDY, UT	LS BEAUT	JORDAN VALLEY BASEBA	787.00	0089131
A104563	MURRAY, UT	P/L XNG	MURRAY CITY CORPORAT	79.25	00000000
A104584	MURRAY, UT	P/L XNG	MURRAY CITY CORPORAT	79.25	00000000
A104565	MURRAY, UT	P/L XNG	MURRAY CITY CORPORAT	79.24	00000000
A105071	ATWOOD, UT	P/L XNG	UTAH, DEPT. OF TRANSP	790.50	0067869
A105652	HUSLERS, UT	P/L XNG	SOUTH SALT LAKE, UTA	796.60	0068145
A105702	DRAPER, UT	P/L XNG	SALT LAKE COUNTY WAT	78.40	0068137
A106252	ATWOOD, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	790.02	0047208
A106289	MOUNT, UT	ENCR PRE	STAKER PAVING & CONE	778.00	0042627
A106305	DRAPER, UT	FVT RD	RIDEOUT INVESTMENT R	77.77	0042375
A106307	SANDY, UT	P/L XNG	MIDVALE CITY CORP	788.47	0010645
A106403	DRAPER, UT	W/L XNG	PACIFICORP	783.50	0059643
A106479	DRAPER, UT	ENCR W/L	PACIFICORP DBA	78.28	0068573
A106480	DRAPER, UT	W/L XNG	UTAH POWER & LIGHT C	782.79	0068571
A106507	OFFICER, UT	FVT RD	FETTER'S, INC.	797.71	00000000
A106605	ATWOOD, UT	W/L XNG	COMMUNITY TELEVISION	790.27	0068629
A131482	CUSHING, UT	W/L XNG	ACTON CATV, INC.,	789.17	0067507
A131735	SANDY, UT	P/L XNG	SANDY CITY CORPORATI	787.40	0067614
A132688	SANDY, UT	W/L XNG	ACTON CATV, INC.	784.90	00000000
A133230	DRAPER, UT	P/L XNG	DRAPER CITY CORPORAT	78.19	00000000
A135226	SALT LAKE CI, UT	W/L XNG	PACIFICORP DBA	79.74	00000000
A135330	MIDVALE, UT	P/L XNG	MIDVALE CITY CORPORA	789.60	00000000
A10592	DRAPER, UT	P/L XNG	DRAPER IRRIGATION CO	78.22	0056830
A14383	SANDY, UT	P/L XNG	MCBRIDE, J.W.	4.99	0060858
A15776	PALLAS, UT	ENCR W/L	MOUNTAIN STATES TELE	791.82	0060236
A17559	OFFICER, UT	W/L XNG	PACIFICORP DBA	3.90	00000000
A70000	ATWOOD, UT	ENCR P/L	MOUNTAIN FUEL SUPPLY	790.50	0061214
A74291	DRAPER, UT	P/L XNG	DRAPER IRRIGATION CO	78.28	0061606
A81674	SANDY, UT	ENCR W/L	PACIFICORP	4.97	0062345
A81979	SANDY, UT	ENCR PRE	PIONSWOOD CORPORATION	48.10	0062433
A82530	MIDVALE, UT	ENCR W/L	PACIFICORP	.05	0062458
A83488	CUSHING, UT	ENCR P/L	SALT LAKE COUNTY WAT	42.73	0063760
A85694	SANDY, UT	P/L XNG	PIONSWOOD CORPORATION	4.80	0062823
A86685	CUSHING, UT	W/L XNG	PACIFICORP	47.39	0062961
A89127	MURRAY, UT	ENCR BLD	NELSON, STERLING H.	793.00	0063209
A93348	DRAPER, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	78.34	0088545

BK6641PG1657

EXHIBIT "A"
CONTRACTS & REAL ESTATE DEPARTMENT
ASSIGNMENT OF AGREEMENTS ON THE PROVO SUBDIVISION
IN CONNECTION WITH JALE TO UTAH TRANSIT AUTHORITY
MP 775.23 TO MP 798.74, MOUNT, UT TO 9TH STREET JUNCTION

AUDITNO	LOCATION	DATE: 09/21/92	TYPE	PARTY	MP	FOLDER
A94957	MURRAY, UT	ENCR PRE	NELSON & SONS, INC.,	43.37	0064365	
A98897	ATWOOD, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	45.66	0065144	
A99173	DRAPER, UT	ENCR W/L	MOUNTAIN STATES TELE	782.29	0065238	
LD12024	CUSHING, UT	P/L XNG	UNION JORDAN IRRIGAT	46.78	0060902	
LD26157	ATWOOD, UT	W/L XNG	COMMUNITY TELEVISION	790.77	0068508	
SLC247	SANDY, UT	LS BEAUT	SANDY CITY CORPORATI	787.71	0051777	
100390	PALLAS, UT	JT ITA	DENVER & RIO GRANDE	791.70	0007145	
101551	BURTON, UT	TRK LS	BUILDERS COMPONENTS	39.72	0063309	
101616	MURRAY, UT	PUB RD	UTAH STATE ROAD COMM	4.30	0030000	
101682	CUSHING, UT	P/L XNG	MIDVALE CITY CORPORA	47.31	0000000	
102037	MIDVALE, UT	P/L XNG	MIDVALE, UTAH, CITY	46.31	0063405	
102040	MIDVALE, UT	P/L XNG	MIDVALE, UTAH, CITY	.69	0063404	
102674	MURRAY, UT	P/L XNG	UTAH DEPARTMENT OF H	42.99	0000000	
103608	SALT LAKE CI, UT	PVT RD	INTERNATIONAL PIPE &	38.10	0000000	
103643	PALLAS, UT	*****	DENVER & RIO GRANDE	791.70	0067255	
104351	OFFICER, UT	ITA	HENDERSON, RALPH, CU	39.05	0000000	
105106	SANDY, UT	W/L XNG	ACTION CATV, INC.	784.9	0000000	
105140	SANDY, UT	ENCR P/L	SANDY SUBURBAN IMPRO	787.00	0063740	
105199	CUSHING, UT	RD XNG	STATE ROAD COMMISSIO	46.76	0000000	
105757	DRAPER, UT	P/L XNG	DRAPER CITY CORPORAT	781.94	0000000	
106185	MOUNT, UT	P/L XNG	PROBE INC.	777.70	0010309	
106369	SANDY, UT	P/L XNG	MIDVALE CITY CORPORA	787.70	0068529	
106374	ATWOOD, UT	W/L XNG	COMMUNITY TELEVISION	790.41	0068506	
106381	MOUNT, UT	W/L XNG	PROBE, INC.	777.70	0060177	
106389	ATWOOD, UT	W/L XNG	PACIFICORP	789.95	0060007	
106657	SANDY, UT	SANDY, UT	SANDY, CITY OF	48.47	0000000	
107721	ATWOOD, UT	ENCR P/L	MURRAY, CITY OF	4.59	0064114	
108592	MURRAY, UT	ENCR P/L	MURRAY, CITY OF	4.35	0064210	
108999	HUSLERS, UT	RD XNG	SOUTH SALT LAKE, CIT	40.73	0000000	
109775	MIDVALE, UT	P/L XNG	MIDVALE, UTAH, CITY	1.13	0064356	
109902	SALT LAKE CI, UT	*****	DENVER & RIO GRANDE	.00	0000000	
109903	MIDVALE, UT	P/L XNG	MIDVALE, UTAH, CITY	1.17	0064354	
111266	PALLAS, UT	JT ITA	DENVER & RIO GRANDE	791.70	0064520	
111524	SANDY, UT	P/L XNG	SANDY CITY CORPORATIN	785.08	0000000	
117778	SANDY, UT	W/L XNG	UTAH POWER & LIGHT	784.93	0000000	
118728	PALLAS, UT	P/L XNG	MURRAY, UT, CITY OF	44.40	0000000	
119181	PALLAS, UT	P/L XNG	COUNTY OF SALT LAKE	45.23	0000000	
120202	DRAPER, UT	P/L XNG	FITZGERALD, BOYD	780.28	0000000	
120880	WIDEOUT, UT	PVT RD	MEL CO./STAKER PAVIN	788.29	0065513	
121739	CUSHING, UT	P/L XNG	MIDVALE, UTAH, CITY	46.83	0055724	
122049	DRAPER, UT	P/L XNG	SALT LAKE SEWER IMPR	781.58	0000000	
122057	CUSHING, UT	P/L XNG	MIDVALE CITY CORPORA	47.16	0065755	
124073	HUSLERS, UT	ITA	CAPITOL INDUSTRIES, L	40.50	0000000	
124124	SALT LAKE CI, UT	RD XNG	STATE ROAD COMMISSION	46.76	0000000	
124179	DRAPER, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	784.59	0000000	
124302	BURTON, UT	TRK LS	CRUS DISTRIBUTING CO	3.97	0079579	

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MP 775.23 TO MP 798.74, MOUNT, UT TO 9TH STREET JUNCTION

DATE: 09/21/92

AUDITNO	LOCATION	TYPE	PARTY	MP	FOLDER
124659	SANDY, UT	W/L XNG	UTAH POWER & LIGHT	785.08	0000000
124702	PALLAS, UT	ENCR P/L	MURRAY CITY CORPORAT	45.00	0066234
124743	MOUNT, UT	FVT RD	JOHNSON READY MIX CO	776.28	0000000
124944	ATWOOD, UT	W/L XNG	UTAH POWER & LIGHT	46.78	0000000
125095	SALT LAKE CI, UT	RD XNG	UTAH DEPARTMENT OF TR	46.76	0000000
125301	SANDY, UT	P/L XNG	SALT LAKE COUNTY SEWE	784.58	0000000
125678	DRAPER, UT	DRAINAGE	CORNER CANYON WATER C	780.82	0000000
126591	BURTON, UT	ITA	DUNN LAND & LEASING	796.64	0803152
126704	MIDVALE, UT	RD XNG	UTAH DEPARTMENT OF TR	788.39	0000000
126972	MURRAY, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	0.00	0000000
129172	ATWOOD, UT	W/L XNG	MURRAY CITY CORPORAT	790.50	0067027
129831	SALT LAKE CI, UT	PUB RD	PARTY SOUTH SALT LAKE	79.56	0000000
129899	WALTON, UT	TRK LS	FLUMBERS SUPPLY, INC	795.75	0067244
130441	SANDY, UT	TRK LS	PROMWOOD CORPORATIO	788.10	0067245
132137	SANDY, UT	PUB RD	OSLRACO/UPRROO	786.60	0067455
132316	MURRAY, UT	W/L XNG	MURRAY CITY CORPORAT	79.24	0067704
132582	HUSLERS, UT	PUB RD	OSLRACO/UPRROO	75.60	0000000
132609	HUSLERS, UT	W/L XNG	COMMUNITY TELEVISION	795.10	0067535
132726	MURRAY, UT	P/L XNG	SALT LAKE COUNTY SAN	79.39	0067664
132744	MURRAY, UT	PUB RD	MURRAY CITY CORPORAT	79.25	0067451
133232	PALLAS, UT	TRK LS	BUENNER, PAUL W.	792.35	0067457
133728	SANDY, UT	W/L XNG	ACTON CATV, INC.	785.00	0067907
134119	DRAPER, UT	W/L XNG	TELE-COMMUNICATIONS,	78.27	0068116
134148	MURRAY, UT	O/H XNG	UTAH DEPARTMENT OF T	79.39	0000000
134219	DRAPER, UT	ENCR W/L	TELE-COMMUNICATIONS,	782.05	0068108
134783	SANDY, UT	P/L XNG	SANDY CITY CORPORATI	787.10	0068167
135221	BURTON, UT	DRAINAGE	DENVER & RIO GRANDE	796.74	0000000
135390	DRAPER, UT	W/L XNG	TELE-COMMUNICATIONS,	78.31	0068262
135391	DRAPER, UT	W/L XNG	TELE-COMMUNICATIONS,	783.33	0068264
135626	MURRAY, UT	W/L XNG	COMMUNITY TELEVISION	79.11	0068320
135684	SALT LAKE CI, UT	TRK LS	UTLEY, STEPHEN B., D	79.79	0068273
135802	SALT LAKE CI, UT	ENC PBR	UTAH DEPARTMENT OF T	79.80	0068277
135985	DRAPER, UT	P/L XNG	SALT LAKE; COUNTY OF	78.33	0000000
1373	BURTON, UT	*****	DENVER & RIO GRANDE	.00	0000000
13787	MURRAY, UT	*****	DENVER & RIO GRANDE	.00	0000000
142539	SALT LAKE CI, UT	LS STG	ALLEN STEEL COMPANY	797.85	0050559
143711	SANDY, UT	W/L XNG	INSIGHT COMMUNICATIO	784.08	0054378
143869	MURRAY, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	793.26	0073553
144055	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	.15	0056942
145710	MURRAY, UT	W/L XNG	MOUNTAIN STATES TELE	793.34	0059272
147585	MIDVALE, UT	P/L XNG	SALT LAKE CITY SUBUR	789.72	0059422
151114	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	790.60	0046345
151242	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	790.60	0046344
151436	DRAPER, UT	P/L XNG	SANDY CITY CORPORATI	784.08	0046412
151846	SANDY, UT	ENCR W/L	PACIFICORP DBA	895.43	0046278
152813	SALT LAKE CI, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	796.53	0046644

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152869	SALT LAKE CI, UT	ENCR PRE	WILLEY, R. C. HOME F	796.60	0800380
152885	BURTON, UT	ITA	WILLEY, R C HOME FOR	796.60	0800400
153619	SALT LAKE CI, UT	P/L XNG	SOUTH SALT LAKE CITY	796.50	0046643
155047	SANDY, UT	W/L XNG	U S WEST COMMUNICATI	787.13	0046927
156249	MURRAY, UT	W/L XNG	U S WEST COMMUNICATI	793.53	0046831
156689	DRAPER, UT	P/L XNG	DRAPER CITY	782.65	0046972
156690	DRAPER, UT	P/L XNG	DRAPER CITY	782.66	0046973
157401	MURRAY, UT	ITA	NELSON & SONS, INC.	792.94	0802117
157461	DRAPER, UT	P/L XNG	SALT LAKE COUNTY SEW	782.65	0046974
157550	SALT LAKE CI, UT	ITA	PREMIUM OIL COMPANY	796.90	0802222
157586	SALT LAKE CI, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	795.97	0043856
161192	HUNTERS, UT	W/L XNG	U S WEST COMMUNICATI	795.97	0071720
161649	DRAPER, UT	PUB RD	DRAPER CITY CORPORAT	782.66	0805315
162151	HUNTERS, UT	W/L XNG	U S WEST COMMUNICATI	795.37	0044078
163046	MURRAY, UT	P/L XNG	MURRAY CITY CORPORAT	790.80	0003293
17040	CUSHING, UT	P/L XNG	MIDVALE CITY CORPORA	78.86	0000000
4338	SALT LAKE CI, UT	JTC AGMT	UNION PACIFIC	.00	0000000
45977	DRAPER, UT	PUB RD	SALT LAKE, COUNTY OF	78.17	0036811
46888	SALT LAKE CI, UT	XNG SIG	STATE ROAD COMMISSIO	38.0300	070000
47333	BURTON, UT	P/L XNG	SOUTH SALT LAKE, CIT	3.96	0030369
48373	CUSHING, UT	DRAINAGE	SALT LAKE, COUNTY OF	46.76	0051268
50418A	MIDVALE, UT	ENCR P/L	MIDVALE CITY CORPORA	789.18	0030418
50436	MURRAY, UT	ENCR P/L	UTAH STATE ROAD COM	4.38	0063577
50449	SALT LAKE CI, UT	LS STO	METRO STEEL RECYCLER	79.81	0030449
50562	SANDY, UT	AG LEASE	SANDY CITY CORPORATI	786.00	0050662
51037	MURRAY, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	4.34	0060807
51361	DRAPER, UT	P/L XNG	UTAH STATE BOARD OF	78.14	0056833
55753	SANDY, UT	P/L XNG	SANDY, CITY OF	4.82	0030856
60720	SANDY, UT	P/L XNG	NELSON, GEORGE	48.45	0000000
66972	MOUNT, UT	PVT RD	KOWROG, INC.	775.90	0053067
67482	SALT LAKE CI, UT	TRK LS	SMITH, FRED D./BALAN	782.80	0060575
67637	DRAPER, UT	P/L XNG	ARMY, NELSON	780.71	0000000
69167	ATWOOD, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	0.00	0060712
74021	MURRAY, UT	W/L XNG	MURRAY CITY CORPORAT	793.90	0074021
7686-560	SANDY, UT	W/L XNG	MOUNTAIN STATES TELE	47.9600	0000000
7686-790	MIDVALE, UT	W/L XNG	MOUNTAIN STATES TELE	0.0000	0000000
7686-1246	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	0.1400	58344
7686-1825	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	16.7600	58703
7686-1832	SANDY, UT	W/L XNG	MOUNTAIN STATES TELE	49.2000	58703
7686-1881	MURRAY, UT	W/L XNG	MOUNTAIN STATES TELE	42.9900	58000
7686-1667	ATWOOD, UT	W/L XNG	MOUNTAIN STATES TELE	40.9200	58058
7686-1680	FALLES, UT	W/L XNG	MOUNTAIN STATES TELE	40.2900	58058
7686-1776	CUSHING, UT	W/L XNG	MOUNTAIN STATES TELE	789.3100	00000
76957	ATWOOD, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	45.75	0061808
79893	DRAPER, UT	P/L XNG	DRAPER IRRIGATION CO	783.34	0000000
82931	SANDY, UT	P/L XNG	MIDVALE, UTAH, CITY	48.34	0061619

EXHIBIT "A"
CONTRACTS & REAL ESTATE DEPARTMENT
ASSIGNMENT OF AGREEMENTS ON THE PRIMO SUBDIVISION
IN CONNECTION WITH SALE TO UTAH TRANSIT AUTHORITY
MP 775.23 TO MP 798.74, MOUNT, UT TO 9TH STREET JUNCTION

DATE: 09/21/92

AUDITNO	LOCATION	TYPE	PARTY	MP	FOLDER
81644	SANDY, UT	W/L XNG	UTAH POWER & LIGHT	48.11	0000000
85693	SANDY, UT	P/L XNG	DALTON, LYMAN E.	42.09	0000000
87002	ATHOOD, UT	ENCR PRE	WALTER BROTHERS FUEL	790.50	0061869
89587	DEWTE, UT	P/L XNG	SALT LAKE COUNTY COI	42.47	0000000
90330	SANDY, UT	P/L XNG	PEEK, RALPH	48.21	0000000
90733	SANDY, UT	W/L XNG	UTAH POWER & LIGHT	48.62	0000000
90830	MURRAY, UT	W/L ENCR	UTAH POWER & LIGHT	42.55	0000000
92204	SANDY, UT	P/L XNG	JESOP, LORIN	48.24	0000000
94044	DRAPER, UT	PUB RD	SALT LAKE COUNTY	78.28	0062537
98040	PALLAS, UT	ENCR W/L	MURRAY, CITY OF	43.92	0062904
98622	MIDVALE, UT	P/L XNG	MOUNTAIN FUEL SUPPLY	48.28	0000000
99179	PALLAS, UT	JT ITA	BURLINGTON NORTHERN	791.70	0000000
99330	SALT LAKE CI, UT	ITA	GLADDING, MCGHEE & C	0.00	0000000
99984	CUSHING, UT	P/L XNG	MIDVALE CITY	47.32	0063033
2234	Pallas, UT	JT FAC	Denver & Rio Grande	0.00	0000000

EXHIBIT "B"

AGREEMENTS NECESSARY FOR FREIGHT RAILROAD SERVICE

Retained Agreement:

<u>Audit No.</u>	<u>Location</u>	<u>Type</u>	<u>Party</u>	<u>M.P</u>	<u>Folder</u>
95913	Salt Lake City	JT FAC	D&RGW	782.90	0000000

The following listed agreements are to be assigned by UP to UTA except for rights necessary for continued freight service over the property, which rights necessary for freight service are to be assigned to the Freight Railroad Successor.

Assigned Agreements:

<u>Audit No.</u>	<u>Location</u>	<u>Type</u>	<u>Party</u>	<u>M.P</u>	<u>Folder</u>
130441	Sandy, UT	ITA	Prowswood - Current User of Track is Sutherland Lumber	788.10	0067245
103643	Pallas, UT	JT FAC	D&RGW	791.70	0067255
111266	Pallas, UT	JT ITA	D&RGW	791.70	0064520
126591	Burton, UT	ITA	Dunn Land & Leasing	796.64	0803152
1373	Burton, UT	Gate Crossing	D&RGW	.00	0000000
152885	Burton, UT	ITA	Willey, R.C. Home Furnishings	796.60	0800400
157401	Murray, UT	ITA	Nelson & Sons, Inc.	792.94	0802117
157550	Salt Lake City	ITA	Premium Oil Co. - Present Occupant is Triton Fuel Group, Dunn Oil	796.90	0802222
2234	Pallas, UT	JT FAC	D&RGW	.00	0000000

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