

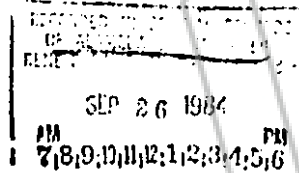
When recorded, return to:
Standard Realty & Development Co.
Ordway Building, Suite 901
One Kaiser Plaza
Oakland, CA 94612
Attn: R.L. Roberts

8-218565

PH-193130

97413

STATE OF NEBRASKA
COUNTY OF DOUGLAS



POWER OF ATTORNEY

The undersigned, THE WESTERN PACIFIC RAILROAD COMPANY, a Delaware corporation, by these presents, does make, constitute and appoint L. B. Harbour, Jr., and Ronald L. Roberts, and Alexis P. Victors, and Byron D. Strattan, and John H. Dyer, the Chief Executive Officer, President, and Vice Presidents, respectively, of Standard Realty and Development Company, a California corporation and a wholly-owned subsidiary of THE WESTERN PACIFIC RAILROAD COMPANY, and each of them acting individually, its true and lawful Attorneys-in-Fact for it and in its name, place and stead, to enter into, execute, acknowledge and deliver on behalf of this corporation any deed, bond, indenture, certificate, note, easement, license, permit, contract or other instrument or document in connection with any transaction relating to the sale, lease, disposition, mortgaging, hypothecation, development, management, repair and improvement of the corporation's real property and appurtenances thereto (including, without limitation, buildings and other structures) situated in the States of California, Nevada and Utah and described in Exhibit A to the Management Agreement dated as of January 1, 1984, by and between THE WESTERN PACIFIC RAILROAD COMPANY and Standard Realty and Development Company, and certain water rights, and minerals and mineral rights, as shall have been authorized in accordance with the Management Policy Statement Covering Capital Expenditures, Lease Commitments And Dispositions Of Certain Non-operating Property Of The Western Pacific Railroad Company And Certain Subsidiary Companies Pursuant To Management Agreement Between Standard Realty and Development Company And The Western Pacific Railroad Company And Those Certain Subsidiary Companies Dated As Of The First Day Of January, 1984.

Said Attorneys-in-Fact are hereby granted full and complete power and authority to execute, acknowledge and deliver such other documents and instruments and to

Record to correct Acknowledgment

8-218565

(P-190131)

- 2 -

do such things and perform such acts as may be necessary or convenient in connection with the foregoing.

Any document or instrument that shall have attached to it a certificate of the Secretary or an Assistant Secretary of Standard Realty and Development Company, stating that the property therein described is within the properties described in Exhibit A to said Management Agreement and stating that the transaction thereby to be effected has been duly authorized in accordance with said Management Policy Statement, shall be conclusively deemed to have been authorized to be entered into, executed, acknowledged and delivered by said Attorneys under this Power of Attorney.

THE WESTERN PACIFIC RAILROAD COMPANY hereby declares that each and every act, matter and thing which shall be given, made and done by said L. B. Harbour, Jr., and Ronald L. Roberts, and Alexis P. Victors, and Byron D. Strattan, and John H. Dyer, in connection with the exercise of any or all of the aforesaid powers shall be as good, valid and effectual to all intents and purposes as if the same has been given, made and done by said THE WESTERN PACIFIC RAILROAD COMPANY in its corporate presence and it hereby ratifies whatsoever said Attorneys, or any of them, shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, THE WESTERN PACIFIC RAILROAD COMPANY has caused this Power of Attorney to be executed by its President, pursuant to resolution adopted by its Board of Directors effective as of January 1, 1984, and its corporate seal to be affixed hereto this 3rd day of August, 1984.

In Presence of:

THE WESTERN PACIFIC RAILROAD
COMPANY

K. H. Petersen

By Robert G. Stanning
President

Attest:

D. J. Jagers (Seal)
Secretary

81-218565

81-195131

Approved as to form:

P. G. Luby, Jr.

Assistant Vice President

APPROVED AS TO EXECUTION:

James D. Sullivan
Vice President - Law

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss:

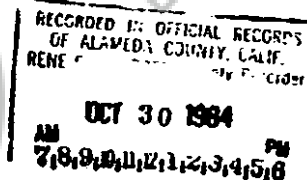
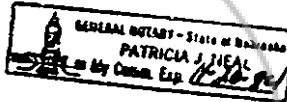
On this 3rd day of August, 1984, before me, a Notary Public in and for said County in the State aforesaid, personally appeared Robert S. Flannery to be personally known, and to me personally known to be President of THE WESTERN PACIFIC RAILROAD COMPANY, and to be the same person whose name is subscribed to the foregoing instrument, and who, being by me duly sworn, did say that he is President of The Western Pacific Railroad 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 Robert S. Flannery 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 this day and year last above written.

My commission expires Nov. 20, 1984

Patricia J. Neal
Notary Public

Residing at Omaha, Nebraska
(SEAL)



RECORDED AT REQUEST OF
1st American Title Co of NV.
BOOK 132 PAGE 174

84 DEC 11 P 1:47

OFFICIAL RECORDS
EUREKA COUNTY, NEVADA
H.M. REBALEATI, RECORDER
FILE NO. 97413
FEE \$ 19.00

This is to certify that this is a true
copy of the document on file in the
office.

ATTEST:

NOV 16 1984

R. C. Davison
COUNTY RECORDER
ALAMEDA COUNTY, CALIFORNIA



BOOK 132 PAGE 178