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AFTER RECORDING RETURN TO:
STANDARD REALTY AND DEVELOPMENT COMPANY
ONE KAISER PLAZA, SUITE 901
OAKLAND, CA 94612
ATTENTION: A. J. BUGHI

100555

85-215150

RECORDED IN OFFICIAL RECORDS
OF ALAMEDA COUNTY, CALIF.
RENE C. DAVIDSON, CO. RECORDER.

STATE OF NEBRASKA
COUNTY OF DOUGLAS

1985 OCT 8 AM 9 13
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POWER OF ATTORNEY

The undersigned, THE WESTERN PACIFIC RAILROAD COMPANY, a Delaware corporation, by these presents, does make, constitute and appoint the Chief Executive Officer, President, Vice President, Vice President-Finance and Administration, and Vice President-Law 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 Nonoperating 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 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

This document is recorded as an ACCORDATION ONLY and without liability for the consideration therefor, or as to the validity or efficiency of said instrument or for the effects of such recording on the title of the property involved.

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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 the Chief Executive Officer, President, Vice President, Vice President-Finance and Administration, and Vice President-Law of THE WESTERN PACIFIC RAILROAD COMPANY, 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 12th day of August, 1985.

In Presence of:

THE WESTERN PACIFIC RAILROAD COMPANY

A. Castilone

By Robert G. Stannery
President

Attest:

A. Stannery (Seal)
Secretary



APPROVED AS TO EXECUTION:

Charles M. Smith
General Attorney

Assistant Vice President

[Signature]

[Signature]

Approved as to form:

COPIES

