

Order No.

Escrow No.

183243MC

WHEN RECORDED, MAIL TO:

GRANTEE

c/o Western Water Company

4660 La Jolla Village Dr. #680

San Diego, Ca. 92122 Attn: Peter Jensen

SPACE ABOVE THIS LINE FOR RECORDER'S USE

SPECIAL WARRANTY DEED

R.P.T.T. \$1,974.70

See EXHIBIT "B" attached hereto for tax parcel numbers

FOR VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, The Atchison, Topeka and Santa Fe Railway Company ("Grantor"), a Delaware corporation, does hereby GRANT, BARGAIN and SELL to Silver State Land Company LLC ("Grantee"), a Delaware limited liability company, all of Grantor's right, title and interest in the real property owned by Grantor and situated in the Counties of Elko, Eureka, Lander, Churchill, Lyon, Storey, Pershing, Washoe and Humboldt, State of Nevada, including the real property more particularly described as follows:

see Exhibit "A", which is attached hereto and, by this reference, made a part hereof,

TOGETHER with all tenements, hereditaments and appurtenances, including easements and water rights, including Permit to Appropriate Waters Nos. 41510, 49488, 49741, 50059, 56823, 46908, 46906, 42608, 45042 and all other water rights appurtenant to the land described in Exhibit "A" attached hereto, if any, thereto belonging or appertaining, and any reversions, remainders, rents, issues or profits thereof.

Dated: October 4, 1995

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By:

Jerry K. Moreland

Title: Vice President-Law
and General Counsel

ATTEST:

[SEAL]

By:

Assistant Secretary

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159627

STATE OF ILLINOIS

COUNTY OF COOK

ss.

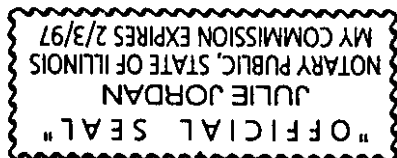
On October 4th, 1995, personally appeared before me, a Notary Public, Jeffrey R. Moreland, Vice President-Law and General Counsel, who acknowledged that he executed the above instrument.

Notary Public

Julie Jordan

My commission expires:

2/3/97



COPY

BOOK 288 PAGE 099

EXHIBIT "A"

CHURCHILL COUNTY, NEVADA

ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF CHURCHILL, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	ATSF	INSTRUMENT No. :	Deed No. :
January 8, 1990		Santa Fe Pacific Realty Corporation	249820	50580		
January 8, 1990		Santa Fe Pacific Realty Corporation	249819	50581		
January 2, 1992		Catellus Development Corporation	264753	51085		
January 2, 1992		Catellus Development Corporation	264754	51086		
January 2, 1992		Catellus Development Corporation	264755	51087		
January 2, 1992		Catellus Development Corporation	264756	51089		
January 2, 1992		Catellus Development Corporation	264757	51090		
January 2, 1992		Catellus Development Corporation	264758	51091		

LYON COUNTY, NEVADA

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF LYON, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	ATSF	INSTRUMENT No. :	Deed No. :
January 8, 1990		Santa Fe Pacific Realty Corporation	BK.341 / Pg.112	50901		

Exhibit Page 1 of 6 Pages

EUREKA COUNTY, NEVADA

ALSO ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF EUREKA, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor:	Book / Page:	Deed No.:	Official Records	ATSF
February 25, 1991		Catellus Development Corporation	BK.221 / Pg.9	50778		
January 12, 1990		Santa Fe Pacific Realty Corporation	BK.207 / Pg.116	50898		
January 12, 1990		Santa Fe Pacific Realty Corporation	BK.207 / Pg.109	50899		
February 4, 1992		Catellus Development Corporation	BK.231 / Pg.475	51093		

EXCEPT ALL THOSE CERTAIN PARCELS OF LAND LYING IN THE COUNTY OF EUREKA, STATE OF NEVADA, AS CONVEYED TO THE FOLLOWING BY THE DEEDS LISTED AS FOLLOWS:

Date	Recorded:	Grantee:	Book / Page:	Deed No.:	Official Records	ATSF
March 7, 1995		Santa Fe Pacific Gold Corporation	BK.281 / Pg.248	52078		
May 19, 1995		Santa Fe Pacific Gold Corporation	BK.283 / Pg. 23	52167		

ALSO EXCEPT A PARCEL OF LAND IN THE COUNTY OF EUREKA, STATE OF NEVADA, LYING IN THE SOUTHEAST QUARTER OF THE NORTHEAST QUARTER OF SECTION 35, TOWNSHIP 32 NORTH, RANGE 51 EAST, MOUNT DIABLO MERIDIAN, BEING THAT PORTION OF LAND WITHIN SAID SECTION, NOW AND FOR MANY YEARS PAST, OCCUPIED BY THE "PALISADE CEMETERY", AND MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT CORNER # 1 OF SAID PARCEL, THE WESTERLY FENCE CORNER OF THE DESCRIBED CEMETERY SITE, FROM WHICH THE X-SECTION CORNER COMMON TO SECTIONS 35 AND 36, OF SAID TOWNSHIP, BEARS S 50°44'E., 147.7 FEET, THENCE ALONG SAID FENCELINE N.34°51'E., 161.5 FEET TO A FENCE CORNER AT THE NORTHERLY CORNER OF SAID CEMETERY SITE; THENCE ALONG SAID FENCELINE N.57°38'E., 25.39 FEET TO A POINT ON THE EASTERLY SECTION LINE OF SAID SECTION 35; THENCE ALONG SAID SECTION LINE S.0°10'E., 190.17 FEET TO A POINT ON THE SOUTHWESTERLY FENCELINE OF SAID CEMETERY SITE; THENCE ALONG SAID FENCELINE N.58°04'W., 134.67 FEET TO CORNER #1, THE POINT OF BEGINNING FOR THE PARCEL HEREIN DESCRIBED.

THE "CEMETERY SITE" CONTAINS AN AREA OF 0.296 OF AN ACRE, MORE OR LESS

September 19, 1995

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HUMBOLDT COUNTY, NEVADA

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF HUMBOLDT, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	Book / PAGE :	Deed No. :
January 10, 1990		Santa Fe Pacific Realty Corporation		BK.284 / Pg.469	50571
January 10, 1990		Santa Fe Pacific Realty Corporation		BK.284 / Pg.470	50572
February 25, 1991		Catellus Development Corporation		BK.298 / Pg.595	50573
February 25, 1991		Catellus Development Corporation		BK.298 / Pg.594	50574
January 2, 1992		Catellus Development Corporation		BK.307 / Pg.570	51082
January 2, 1992		Catellus Development Corporation		BK.307 / Pg.571	51084
April 6, 1992		Catellus Development Corporation		BK.310 / Pg.631	51157

EXCEPT ALL THOSE CERTAIN PARCELS OF LAND LYING IN THE COUNTY OF HUMBOLDT, STATE OF NEVADA, AS CONVEYED TO THE FOLLOWING BY THE DEEDS LISTED AS FOLLOWS:

Date	Recorded:	Grantee :	Official Records	Book / PAGE :	Deed No. :
May 20, 1993		Western Rock Product, Inc.		BK.322 / Pg.503	51520
July 13, 1993		Santa Fe Pacific Minerals Corporation		BK.323 / Pg.588	51719
July 24, 1995		Santa Fe Pacific Gold Corporation		BK.343 / Pg.805	52167
June 13, 1995		Santa Fe Pacific Gold Corporation		BK.343 / Pg.204	52168

September 19, 1995

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ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF LANDER, STATE OF
NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY
COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	Book / Page :	Deed No. :
February 25, 1991		Catellus Development Corporation	ATSF	BK.356 / Pg.412	50775
February 25, 1991		Catellus Development Corporation	ATSF	BK.356 / Pg.405	50776
January 11, 1990		Santa Fe Pacific Realty Corporation	ATSF	BK.341 / Pg.115	50900
January 11, 1990		Santa Fe Pacific Realty Corporation	ATSF	BK.341 / Pg.112	50901
January 3, 1992		Catellus Development Corporation	ATSF	BK.366 / Pg.101	51092
April 26, 1992		Catellus Development Corporation	ATSF	BK.370 / Pg.574	51156

EXCEPT ALL THOSE CERTAIN PARCELS OF LAND LYING IN THE COUNTY OF LANDER,
STATE OF NEVADA, AS CONVEYED TO THE FOLLOWING BY THE DEEDS LISTED AS
FOLLOWS:

Date	Recorded:	Grantee :	Official Records	Book / Page :	Deed No. :
August 16, 1993		Santa Fe Pacific Minerals Corporation	ATSF	BK.397 / Pg.656	51719
June 2, 1995		Santa Fe Pacific Gold Corporation	ATSF	BK.417 / Pg.632	52167
May 24, 1995		Santa Fe Pacific Gold Corporation	ATSF	BK.417 / Pg.460	52168

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF STOREY, STATE OF
NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY
COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	Book / Page :	Deed No. :
January 8, 1990		Santa Fe Pacific Realty Corporation	ATSF	BK. 75 / Pg.165	50578

PERSHING COUNTY, NEVADA

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF PERISHING, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date Recorded:	Grantor :	Official Records Book / Page :	ATSF Deed No. :
January 1, 1990	Santa Fe Pacific Reality Corporation	BK.240 / Pg.248	50558
January 1, 1990	Santa Fe Pacific Reality Corporation	BK.240 / Pg.410	50569
January 1, 1990	Santa Fe Pacific Reality Corporation	BK.240 / Pg.413	50570
February 25, 1991	Catellus Development Corporation	BK.253 / Pg. 1	50770
February 25, 1991	Catellus Development Corporation	BK.253 / Pg. 32	50777
January 2, 1992	Catellus Development Corporation	BK.261 / Pg.336	51079
January 2, 1992	Catellus Development Corporation	BK.261 / Pg.340	51080
January 2, 1992	Catellus Development Corporation	BK.261 / Pg.344	51081
April 6, 1992	Catellus Development Corporation	BK.263 / Pg.202	51159

EXCEPT ALL THOSE CERTAIN PARCELS OF LAND LYING IN THE COUNTY OF PERISHING, STATE OF NEVADA, AS CONVEYED TO THE FOLLOWING BY THE DEEDS LISTED AS FOLLOWS:

Date Recorded:	Grantee :	Official Records Book / Page :	ATSF Deed No. :
June 21, 1993	Western Rock Product, Inc.	BK.273 / Pg.472	51520

ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF ELKO, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	Book / Page :	Deed No. :
February 25, 1991		Catellus Development Corporation		BK.746 / Pg.862	50779
February 25, 1991		Catellus Development Corporation		BK.746 / Pg.851	50780
January 11, 1990		Santa Fe Pacific Realty Corporation		BK.711 / Pg.92	50902
January 11, 1990		Santa Fe Pacific Realty Corporation		BK.711 / Pg.89	50903
January 31, 1992		Catellus Development Corporation		BK.774 / Pg.448	51094
April 6, 1992		Catellus Development Corporation		BK.780 / Pg.10	51158

WASHOE COUNTY, NEVADA

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF WASHOE, STATE OF NEVADA, AS CONVEYED TO THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY BY THE FOLLOWING DEEDS:

Date	Recorded:	Grantor :	Official Records	Book / Page :	Deed No. :
January 19, 1991		Santa Fe Pacific Realty Corporation		BK.3019 / Pg.760	50591
February 22, 1991		Catellus Development Corporation		BK.3216 / Pg.531	50771
February 22, 1991		Catellus Development Corporation		BK.3216 / Pg.526	50772
January 3, 1992		Catellus Development Corporation		BK.3391 / Pg.840	51216

EXHIBIT "B"

to

SPECIAL WARRANTY DEED

by

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

Lureka County

Assessor Parcel Numbers:

04-130-06
04-130-08
04-050-05
04-010-15
04-010-20
04-020-04
04-020-16
05-120-05
04-280-27
04-300-05
04-300-01
04-220-06
05-140-06
04-360-12
04-370-12
04-300-03
04-300-08
04-300-10
04-300-16
04-300-14
04-300-12
04-310-02
04-310-04
04-310-07
04-310-05
04-310-10
04-220-05
04-130-04
04-130-02
04-050-15
04-060-02
04-060-04
04-060-08
04-060-06
04-060-12
05-610-02
05-610-14
05-480-05
05-480-26
05-490-22

EXHIBIT "B"
(continued)
Eureka County

Assessor Parcel Numbers:

05-260-02
05-260-14
05-270-03
05-270-16
05-080-07
05-080-18
05-080-28
05-090-10
05-090-22
05-090-50
04-320-17
04-330-10
04-070-06
04-020-23
04-360-06
04-360-04
04-360-01
04-360-08
04-360-10
04-360-16
04-360-14
04-370-02
04-370-04
04-370-10
04-370-06
04-370-15
03-582-01
04-370-18
04-380-02
04-280-01
04-280-09
04-280-19
04-280-17
04-280-15
04-290-02
04-290-04
04-290-12
04-290-10
04-290-08
04-290-16
04-290-18
04-200-12
04-110-09
05-670-10
05-570-04
05-570-07
05-570-12

EXHIBIT "B"
(continued)
Eureka County

Assessor Parcel Numbers:

05-580-05
05-580-17
04-390-03
04-390-08
04-390-15
04-290-06
04-290-20

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OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Jeff Williamson
95 OCT 19 AM 9:22
EUREKA COUNTY, NEVADA
M.N. REBAL EATL. RECORDER
FILE NO. 159627
FEES 17.00

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DECLARATION OF VALUE

Instrument #

159627

Full Value of Property Interest Conveyed

\$ 1,518,972.00

Less Assumed Liens & Encumbrances

- 0

Taxable Value (NRS 375.010)

\$ 1,518,972.00

Real Property Transfer Tax Due

\$ 1,974.70

If exempt, state reason. NRS 375.090, Section

Explain:

INDIVIDUAL

Under penalty of perjury, I hereby declare that the above statements are correct.

Signature of Declarant

Name (Please Print)

Address

City

State

Zip

ESCROW HOLDER

Under penalty of perjury, I hereby declare that the above statements are correct to the best of my knowledge based upon the information available to me in the documents contained in the escrow file.

Signature of Declarant

MARY A. CLARK

Name (Please Print)

183243-MC A. T. & S. - Western Water Co.

Escrow Number

FIRST AMERICAN TITLE COMPANY

Firm Name

241 Ridge St., Reno, NV. 89501

Address

City

State

Zip