

RETURN TO:

174374

ELKO COUNTY

RETURN TO:
WESTERN TITLE CO
1501 N CARSON STREET
CARSON CITY, NV 89701

APN: 0-390-14
TO Clear title

(2)

Order No. _____

Escrow No. 183243-MC

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

R.P.T.T. \$6,893.90 SPECIAL WARRANTY DEED
SEE EXHIBIT "B" ATTACHED HERETO FOR TAX PARCELS

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: Jeffrey K. Moreland
Title: Vice President-Law and General Counsel

ATTEST:

[SEAL]

By: Assistant Secretary

(SEAL AFFIXED)

BOOK 334 PAGE 001 BOOK 911 PAGE 582

h 201000

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.

Julie Jordan
Notary Public

My commission expires:

2/3/97

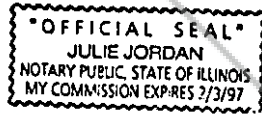


EXHIBIT "A"

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 INSTRUMENT No. :	ATSF Deed No. :
January 8, 1990	Santa Fe Pacific Reality Corporation	249820	50580
January 8, 1990	Santa Fe Pacific Reality Corporation	249819	50581
January 2, 1992	Catellus Development Corporation	284753	51085
January 2, 1992	Catellus Development Corporation	284754	51086
January 2, 1992	Catellus Development Corporation	284755	51087
January 2, 1992	Catellus Development Corporation	284756	51089
January 2, 1992	Catellus Development Corporation	284757	51090
January 2, 1992	Catellus Development Corporation	284758	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 INSTRUMENT No. :	ATSF Deed No. :
January 8, 1990	Santa Fe Pacific Reality Corporation	Bk.341 / Pg.112	50901

ELKO COUNTY

EXHIBIT 'A' continued

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 :	Official Records BOOK / PAGE :	ATSF Deed No. :
February 25, 1991	Catellus Development Corporation	Bk.221 / Pg.9	50778
January 12, 1990	Santa Fe Pacific Realty Corporation	Bk.207 / Pg.118	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 :	Official Records BOOK / PAGE :	ATSF Deed No. :
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	52187

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 38, 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., 134.87 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

ELKO COUNTY

EXHIBIT 'A' continued

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 :	ATSF Deed No. :
January 10, 1990	Santa Fe Pacific Reality Corporation	Bk.284 / Pg.469	50571
January 10, 1990	Santa Fe Pacific Reality 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 :	ATSF 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	52187
June 13, 1995	Santa Fe Pacific Gold Corporation	Bk.343 / Pg.204	52188

ELKO COUNTY

EXHIBIT A continued

LANDER COUNTY, NEVADA

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 :	ATSF Deed No. :
February 25, 1991	Catellus Development Corporation	Bk.356 / Pg.412	50775
February 25, 1991	Catellus Development Corporation	Bk.356 / Pg.405	50778
January 11, 1990	Santa Fe Pacific Reality Corporation	Bk.341 / Pg.115	50900
January 11, 1990	Santa Fe Pacific Reality Corporation	Bk.341 / Pg.112	50901
January 3, 1992	Catellus Development Corporation	Bk.366 / Pg.101	51092
April 28, 1992	Catellus Development Corporation	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 :	ATSF Deed No. :
August 16, 1993	Santa Fe Pacific Minerals Corporation	Bk.397 / Pg.658	51719
June 2, 1995	Santa Fe Pacific Gold Corporation	Bk.417 / Pg.632	52187
May 24, 1995	Santa Fe Pacific Gold Corporation	Bk.417 / Pg.460	52168

STOREY COUNTY, NEVADA

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 :	ATSF Deed No. :
January 8, 1990	Santa Fe Pacific Reality Corporation	Bk. 75 / Pg.165	50578

September 11, 1998

Exhibit Page 4 of 6 Pages

9-11-98 11:00 AM

BOOK 334 PAGE 006

BOOK 911 PAGE 587

ELKO COUNTY

EXHIBIT "A" continued

PERSHING COUNTY, NEVADA

ALSO
ALL THOSE CERTAIN PARCELS OF LAND IN THE COUNTY OF PERSHING, 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 Realty Corporation	Bk.240 / Pg.248	50558
January 1, 1990	Santa Fe Pacific Realty Corporation	Bk.240 / Pg.410	50569
January 1, 1990	Santa Fe Pacific Realty 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 PERSHING, 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

September 19, 1998

Exhibit Page 5 of 6 Pages

September 19, 1998

BOOK 911 PAGE 588

BOOK 934 PAGE 007

ELKO COUNTY

EXHIBIT A CONTINUED

ELKO COUNTY, NEVADA

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 :	ATSF 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 :	ATSF 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.640	51216

September 19, 1998

Exhibit Page 6 of 6 Pages

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BOOK 911 PAGE 589

BOOK 334 PAGE 008

ELKO COUNTY

SENT BY:Z

110-17-95 : 14:05 :

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702 6884850:2

EXHIBIT "B"

Special Warranty Deed

by

The Atchison, Topeka and Santa Fe Railway Company

Elko County

Assessor Parcel Numbers:

04-010-01

04-010-02

04-010-04

04-020-01

04-020-05

04-020-07

04-020-08

04-020-09

04-030-05

04-011-01

04-011-03

04-011-04

04-011-05

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05-030-01

BOOK 334 PAGE 009 BOOK 911 PAGE 590

ELKO COUNTY

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Elko County
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BOOK 334 PAGE 10
BOOK 911 PAGE 591

ELKO COUNTY

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Elko County
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BOOK 334 PAGE 11

BOOK 911 PAGE 592

ELKO COUNTY

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Elko County
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- 09-090-04

BOOK 911 PAGE 594

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ELKO COUNTY

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Elko County
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ELKO COUNTY

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BOOK 911 PAGE 597

BOOK 334 PAGE 16

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ELKO COUNTY

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BOOK 334 PAGE 019 BOOK 911 PAGE 600

ELKO COUNTY

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Elko County
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INDEXED

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- 08-014-02
- 08-014-17
- 08-058-11
- 08-058-12
- 08-058-13
- 08-058-15
- 08-058-14
- 09-015-07

CERTIFICATION OF COPY

STATE OF NEVADA)
 COUNTY OF ELKO)SS.
 I, JERRY D. REYNOLDS, the duly elected and
 qualified Recorder of Elko County, in the State of
 Nevada, do hereby certify that this is a true, full
 and correct copy of the instrument now on record
 in this office. IN WITNESS WHEREOF, I have
 hereunto set my hand and affixed the seal of my
 office in Elko, Nevada this

24th day of *March* A.D. 20 *90*
 JERRY D. REYNOLDS, COUNTY RECORDER
 BY *[Signature]*
 (SEAL)

INDEXED

FEE *27.00* FILE # 375087
 FILED FOR RECORD
 AT REQUEST OF
 First American Title Co. Of Nev
 '95 OCT 19 A9:15

RECORDED BK *911* PG. *582*
 JERRY D. REYNOLDS
 ELKO CO. RECORDER

BOOK 334 PAGE 001
OFFICIAL RECORDS
RECORDED AT THE REQUEST OF
Stewart Tuttle
00 APR 10 AM 9:08

EUREKA COUNTY NEVADA
M.H. REBALEATI, RECORDER
FILE NO. FEES *18.00*

174374

COPY

REPRODUCTION OF COPY

This document is a reproduction of a document on file in the office of the Recorder of Eureka County, Nevada. It is not a certified copy and does not constitute an official record. The original document is the only authoritative source of the information contained herein.

RECORDED AT THE REQUEST OF

BOOK 334 PAGE 022

State of Nevada Declaration of Value

1. Assessor Parcel Number(s)

- a) 04-390-14
- b)
- c)
- d)

2. Type of Property:

- a) Vacant Land
- b) Single Fam. Res.
- c) Condo/Twnhse
- d) 2-4 Plex
- e) Apt. Bldg.
- f) Comm'l/Ind'l
- g) Agricultural
- h) Mobile Home
- i) Other _____

FOR RECORDERS OPTIONAL USE ONLY

Document/Instrument #: 174374
 Book: 334 Page: 001
 Date of Recording: 4-10-00
 Notes: _____

3. Total Value/Sales Price of Property: \$ -0-

Deduct Assumed Liens and/or Encumbrances: _____

(Provide recording information: Doc/Instrument #: _____ Book: _____ Page: _____)

Transfer Tax Value per NRS 375.010, Section 2: \$ _____

Real Property Transfer Tax Due: \$ -0-

4. **If Exemption Claimed:**

- a. Transfer Tax Exemption per NRS 375.090, Section: 3
- b. Explain Reason for Exemption: to clear title of Southern Pacific Transportation Company's interest

5. Partial Interest: Percentage being transferred: _____ %

The undersigned Seller (Grantor)/Buyer (Grantee), declares and acknowledges, under penalty of perjury, pursuant to NRS 375.060 and NRS 375.110, that the information provided is correct to the best of their information and belief, and can be supported by documentation if called upon to substantiate the information provided herein. Furthermore, the parties agree that disallowance of any claimed exception, or other determination of additional tax due, may result in a penalty of 10% of the tax due plus interest at 1-1/2% per month. Pursuant to NRS 375.030, the Buyer and Seller shall be jointly and severally liable for any additional amount owed.

SELLER (GRANTOR) INFORMATION

Seller Signature: *Dorothy A. Timian-Palmer*
 Print Name: Dorothy A. Timian-Palmer
 Address: 3264 Goni Rd, Ste 153
 City: Carson City
 State: NV Zip: 89706
 Telephone: (775) 885-5006
 Capacity: Chief operating officer

BUYER (GRANTEE) INFORMATION

Buyer Signature: _____
 Print Name: _____
 Address: _____
 City: _____
 State: _____ Zip: _____
 Telephone () _____
 Capacity: _____

COMPANY REQUESTING RECORDING

Co. Name: Western Title Company, Inc. Esc. #: 00020689-501-JWN/00010274

(AS A PUBLIC RECORD THIS FORM MAY BE RECORDED/MICROFILMED)