IN WITNESS WHEREOF, Grantor's authorized representative has hereunto set his hand, this 19th day of September, 1997.

CENTRAL KANSAS RAILWAY, LIMITED LIABILITY COMPANY

[Signature]
(Vice) President or Manager
AUTHORIZED AGENT

ACKNOWLEDGEMENT

STATE OF COLORADO } ss
CITY AND COUNTY OF DENVER } ss

In the City and County of Denver, State of Colorado, on this 19th day of September, A.D., 1997, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared CLARK A. ROBERTSON to me known to be the identical person who signed the name of the maker thereof to the within and foregoing instrument as its AUTHORIZED AGENT and acknowledged to me that he executed the same as HIS free and voluntary act and deed, and as the free and voluntary act and deed of said limited liability company, for the uses and purposes therein set forth.

Given under my hand and seal the day and year last above written.

[Signature]
NOTARY PUBLIC

My Commission Expires:

My Commission Expires July 16, 2001
ATTACHMENT "A"

STATE OF OKLAHOMA PROPERTY DESCRIPTION
H & S SUBDIVISION

THE REAL ESTATE AND IMPROVEMENTS THAT CONSTITUTE THAT PORTION
OF THAT CERTAIN LINE OF RAILROAD DESIGNATED, FORMERLY BELONGING TO
AND IN THE RECORDS OF THE ATCHISON, TOPEKA AND SANTA FE RAILWAY
COMPANY, AS THE H & S SUBDIVISION LYING IN KAY COUNTY, OKLAHOMA.
MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT TO THE WEST BOUNDARY OF THE
SOUTHWEST QUARTER (SW/4) OF SECTION TWENTY-TWO (22),
TOWNSHIP TWENTY-SEVEN (27) NORTH, RANGE ONE (1) WEST, OF
THE INDIAN MERIDIAN IN KAY COUNTY, OKLAHOMA; THENCE IN A
GENERALLY EASTERLY DIRECTION THROUGH SECTIONS TWENTY-TWO
(22), TOWNSHIP TWENTY-SEVEN (27) NORTH, RANGE ONE (1)
WEST OF THE INDIAN MERIDIAN, TO ITS JUNCTION WITH THE
LINE DESCRIBED BELOW.

AND ALSO:

COMMENCING AT A POINT ON A LINE LYING PARALLEL WITH AND
DISTANT SOUTHERLY 672 FEET, MEASURED AT RIGHT ANGLES FROM
THE SOUTHERLY BOUNDARY OF THE NORTHEAST QUARTER OF
SECTION 27, TOWNSHIP 27 NORTH, RANGE 1 WEST OF THE INDIAN
BASE AND MERIDIAN, THIS POINT BEING AT MILEPOST X-35+1848
FEET, AND BEING THE INTERSECTION OF THE CENTERLINE OF THE
H&S SUBDIVISION (FORMERLY THE TONKAWA INDUSTRIAL SPUR
LINE, WITH THE PARALLEL LINE DESCRIBED ABOVE, IN THE CITY
OF BLACKWELL, KAY COUNTY, OKLAHOMA;

THENCE IN A GENERALLY NORTHERLY DIRECTION THROUGH
SECTIONS 27, 22, 23, 15, 10 AND 3, TOWNSHIP 27 NORTH,
RANGE 1 WEST OF THE INDIAN BASE AND MERIDIAN;

THENCE IN GENERALLY NORTHERLY AND NORTHWESTERLY DIREC-
TIONS THROUGH SECTIONS 34, 27, 22, 21, 16, 17, 8, 7 AND
6, TOWNSHIP 28 NORTH, RANGE 1 WEST OF THE INDIAN BASE AND
MERIDIAN, THROUGH THE COMMUNITIES OF SUMPTER AND BRAMAN;

THENCE IN A GENERALLY NORTHWESTERLY DIRECTION THROUGH
SECTION 1, TOWNSHIP 28 NORTH, RANGE 2 WEST OF THE INDIAN
BASE AND MERIDIAN;

THENCE IN A GENERALLY NORTHWESTERLY DIRECTION THROUGH
SECTIONS 36, 35, 26, 23, 22, 15 AND 16, TOWNSHIP 29
NORTH, RANGE 2 WEST OF THE INDIAN BASE AND MERIDIAN, TO
THE KAY COUNTY AND OKLAHOMA STATE LINE, AT MILEPOST X-
18+1712.9 FEET.