

RESOLUTION NO. 4075

A RESOLUTION ACCEPTING A QUITCLAIM DEED TO THE PROPERTY IDENTIFIED AS PARCEL 4 OF THE HACKLEMAN'S SECOND ADDITION, RECORDED IN BOOK 148, PAGE 583, OF THE LINN COUNTY DEED RECORDS ON NOVEMBER 23, 1938.

WHEREAS, the City of Albany has been authorized by City Council to purchase the property as described in the attached "Exhibit A," and identified as the property adjacent to the south boundary of Swanson Park, between Railroad and Jackson Streets (11S-3W-7BA-6900).

WHEREAS, the City of Albany has received a quitclaim deed for the described property from Union Pacific Railroad Company,

NOW, THEREFORE, BE IT RESOLVED that the Albany City Council hereby accepts the quitclaim deed to the property described.

DATED THIS 10th DAY OF JANUARY 1999.



Council President Pro Tem

ATTEST:



City Recorder

1650-57

QUITCLAIM DEED

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, Grantor, (formerly known as Southern Pacific Transportation Company, a Delaware corporation) releases and quitclaims to CITY OF ALBANY, OREGON, a municipal corporation of the State of Oregon, Grantee, and unto its successors and assigns forever, all right, title and interest in and to the real property (hereinafter the "Property") situated in Albany, Linn County, State of Oregon, as more particularly described in Exhibit A, hereto attached and hereby made a part hereof.

EXCEPTING from this quitclaim and RESERVING unto Grantor, its successors and assigns, forever, all minerals and all mineral rights of every kind and character now known to exist or hereafter discovered underlying the Property, including without limiting the generality of the foregoing, oil and gas and rights thereto, together with the sole, exclusive and perpetual right to explore for, remove and dispose of said minerals by any means or methods suitable to the Grantor, its successors and assigns, but without entering upon or using the surface of the Property, and in such manner as not to damage the surface of the Property, or to interfere with the use thereof by the Grantees, its successors and assigns.

The true and actual consideration for this conveyance is \$60,000.

THIS INSTRUMENT WILL NOT ALLOW USE OF THE PROPERTY DESCRIBED IN THIS INSTRUMENT IN VIOLATION OF APPLICABLE LAND USE LAWS AND REGULATIONS. BEFORE SIGNING OR ACCEPTING THIS INSTRUMENT, THE PERSON ACQUIRING FEE TITLE TO THE PROPERTY SHOULD CHECK WITH THE APPROPRIATE CITY OR COUNTY PLANNING DEPARTMENT TO VERIFY APPROVED USES AND TO DETERMINE ANY LIMITS ON LAWSUITS AGAINST FARMING OR FOREST PRACTICES AS DEFINED IN ORS 30.930 (ORS 93.040).

Grantor, Federal ID No. 94-6001323, is not a foreign corporation and withholding of Federal Income Tax from the amount realized will not be made by Grantee. A Certification prepared in conformance with IRS regulations under Section 1445 of the Internal Revenue Code is attached as Exhibit B.

TAX STATEMENT: CITY OF ALBANY
P.O. Box 490-333 BroadalbinsW
ALBANY, OR 97321

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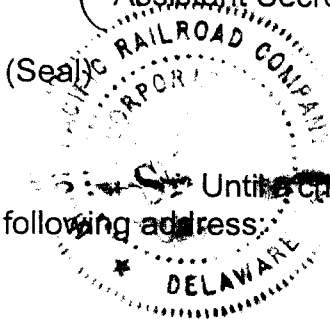
DATED this 12th day of January, 19 99.

Attest:

UNION PACIFIC RAILROAD COMPANY

M. J. Hansen
Assistant Secretary

By: *[Signature]*
Title: Assistant Vice President



Until a change of address is requested, all tax statements shall be sent to the following address:

City of Albany, Oregon
333 Broadalbin SW
Albany, Oregon 97321

ACKNOWLEDGMENT

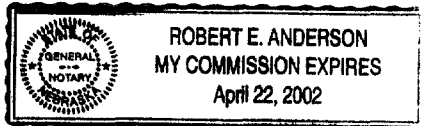
STATE OF NEBRASKA)
) ss.
COUNTY OF DOUGLAS)

On January 12, 1999, before me, a Notary Public in and for said County and State, personally appeared R. D. Whorch and M. E. Heenan who are the Assistant Vice President and the Assistant Secretary, respectively, of Union Pacific Railroad Company, a Delaware corporation, and who are personally known to me (or proved to me on the basis of satisfactory evidence) to be the persons whose names are subscribed to in the within instrument, and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

WITNESS my hand and official seal.

Robert E. Anderson
Notary Public

(Seal)



UNION PACIFIC RAILROAD COMPANY
Albany, Linn County, Oregon

EXHIBIT "A"

A portion of Block 8 of 'HACKLEMAN's SECOND ADDITION TO ALBANY', a subdivision of record in Linn County, Oregon that is more particularly described as follows:

Beginning at the northeast corner of said Block 8; thence South 08°57' East, along the easterly line of said block, a distance of 132.00 feet to a point that is North 08°57' West 90.00 feet from the southeast corner of said block, which point being the northeast corner of State of Oregon Tract identified as Parcel No. 4 in deed recorded in Book 148, Page 583 of the Linn County Deed Records on November 23, 1938; thence South 81°00'30" West, parallel with the southerly line of said block, a distance of 284.22 feet to the northwest corner of said State of Oregon Tract identified as Parcel No. 4, which point being on the westerly line of said block; thence North 08°56' West 21.00 feet to the southwest corner of the northwest one-quarter of said Block 8; thence North 81°00'30" East 142.11 feet to the southeast corner of the said northwest one-quarter of said Block 8; thence North 08°56'30" West 111.00 feet to the northeast corner of the said northwest one-quarter of said Block 8; thence North 81°00'30" East, along the north line of said block, a distance of 142.11 feet to the Point of Beginning. Containing 21,741 square feet of land, more or less.

REGISTERED
PROFESSIONAL
LAND SURVEYOR

Jack R. Burrell
OREGON
JACK R. BURRELL
1630

EXPIRATION DATE: 12/31/99

August 20, 1998

EXHIBIT "A"

(98-112) JRB:ls

File Ref: nln/legals/98112 exhibit A.doc

CERTIFICATION OF NON-FOREIGN STATUS

Under Section 1445(e) of the Internal Revenue Code, a corporation, partnership, trust, or estate must withhold tax with respect to certain transfers of property if a holder of an interest in the entity is a foreign person. To inform the transferee that no withholding is required with respect to UNION PACIFIC RAILROAD COMPANY's interest in it, the undersigned hereby certifies the following on behalf of UNION PACIFIC RAILROAD COMPANY (hereinafter the "COMPANY"):

1. The COMPANY is not a foreign corporation, foreign partnership, foreign trust, or foreign estate (as those are defined in the Internal Revenue Code and Income Tax Regulations);
2. The COMPANY's U.S. employer identification number is 94-6001323 and state of incorporation is Delaware; and
3. The COMPANY's office address is 1416 Dodge Street, Omaha, Nebraska 68179.

The COMPANY agrees to inform the transferee if it becomes a foreign person at any time during the three year period immediately following the date of this notice.

The COMPANY understands that this certification may be disclosed to the Internal Revenue Service by the transferee and that any false statement contained herein could be punished by fine, imprisonment, or both.

Under penalties of perjury I declare that I have examined this certification and to the best of my knowledge and belief it is true, correct, and complete, and I further declare that I have authority to sign this document on behalf of the COMPANY.




Title: Assistant Vice President

Date: January 12, 1999

STATE OF OREGON
County of Linn

I hereby certify that the attached was received and duly recorded by me in Linn County records.

STEVE DRUCKENMILLER
Linn County Clerk

By , Deputy

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PAGE 685

35

Resolution No. 4075

Recorded Document Recorder File No. 3352