

EASEMENT AGREEMENT

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THIS EASEMENT AGREEMENT made and entered into this 7th day of May, 1976, by and between PACIFIC POWER & LIGHT COMPANY, a Maine corporation, hereinafter referred to as "Grantor," and WESTANA CORPORATION, a Montana corporation, hereinafter referred to as "Grantee."

W I T N E S S E T H:

That Grantor, for and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt of which is hereby acknowledged by Grantor, does hereby grant to Grantee, its successors and assigns, an easement and right of way for the construction, operation, maintenance and exclusive use of a railroad or roadway, or both, and all necessary or desirable appurtenances thereto including but not limited to bridges, trestles, fences, cattle guards and crossings upon, over, within and across tracts of land in Sheridan County, Wyoming, which are fully described in Exhibit "A," attached hereto and by reference incorporated herein and made a part hereof, containing a total of 30.07 acres, more or less, said property being at or near the location shown on Exhibit B, attached hereto and by reference incorporated herein and made a part hereof.

Grantee shall have the right to use and occupy said tracts of land as follows:

1. To clear and keep the same clear of any brush, trees, timber and structures;
2. To construct, reconstruct, maintain and operate and remove such railroad and roadway or both.

In addition, Grantee shall have the right to clear and cut away now and in the future all trees outside of said tracts of land located on lands of Grantor which might endanger the use of such railroad or road by Grantee.

Grantee shall have the right of ingress and egress over the adjacent lands of Grantor as may be reasonably necessary for the purpose of constructing, reconstructing, maintaining or removing said railroad and the appurtenances thereto, and exercising other rights herein granted to Grantee. Grantee shall pay to Grantor reasonable compensation for any damage caused by Grantee, or its agents, on said adjacent lands arising out of such construction, reconstruction, operation, maintenance and replacement of said railroad.

Grantee shall preserve, maintain and repair all existing livestock underpasses, fences, cattle guards, plank crossings and similar facilities on said right of way or installed on nearby lands along said right of way during construction of the existing railroad,

Grantor covenants and warrants that Grantor is the owner of the premises hereinabove described and has the right to grant said easement and right of way and that Grantor will defend Grantee's right to quiet enjoyment of the said right of way from the lawful claims of all persons.

Grantor reserves to itself, its successors and assigns, the right to use said right of way for purposes not inconsistent with the easement hereby granted, including but not limited to the installation, construction, operation, maintenance and removal of pipelines, electric power transmission and distribution lines, communication lines and roads extending across said right of way. All such pipelines, electric power lines, communication lines, and roads, hereafter constructed, shall be constructed at no cost or expense to Grantee in accordance with usual specifications for such facilities upon or across railroad rights of way.

The easement herein granted shall be deemed abandoned if said right of way is not used for railroad purposes for a period of five consecutive years.

This agreement shall be binding upon and inure to the benefit of the heirs, assigns and successors in interest of the parties hereto.

IN WITNESS WHEREOF, the parties have executed this instrument the day and year first above written.

PACIFIC POWER & LIGHT COMPANY

By

Vice President

Grantor

WESTANA CORPORATION

By

President

(Title)
Grantee



Attest:

Assistant Secretary



Attest:

Secretary

STATE OF OREGON)
) ss.
County of Multnomah)

On this 14th day of May, 1976, before me personally appeared Robert D. Wilson, the President of PACIFIC POWER & LIGHT COMPANY, known to me to be the person whose name is subscribed to the written instrument, and acknowledged to me that he executed the same.

Given under my hand and official seal, the day and year first above written.

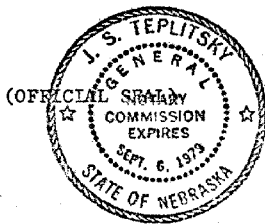


[Signature]
Notary Public for Oregon
My Commission Expires: June 10, 1977

STATE OF NEBRASKA)
) ss.
County of Douglas)

On this 10th day of May, 1976, before me personally appeared Robert D. Wilson, the President of WESTANA CORPORATION, known to me to be the person whose name is subscribed to the written instrument, and acknowledged to me that he executed the same.

Given under my hand and official seal, the day and year first above written.



[Signature]
Notary Public
My Commission Expires: 9/6/77

EXHIBIT A

Description of Tracts of Land in Sheridan County, Wyoming

TRACT 1

Portions of Section 24, T. 58 N., R. 83 W., Sheridan County, Wyoming, described as follows:

A strip of land in the SW $\frac{1}{4}$ of said Section 24, being 200 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 75 feet Southeasterly and 125 feet Northwesterly, measured at right angles or radially, from said survey line, and between the West line of said SW $\frac{1}{4}$ of Section 24 and a line at right angles to said survey line at a point therein distant 9,744.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the SW $\frac{1}{4}$ of said Section 24, being 25 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described distant, respectively, 75 feet and 100 feet Southeasterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 9,494.72 feet and 9,744.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the SW $\frac{1}{4}$ of said Section 24, being 175 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 100 feet Southeasterly and 75 feet Northwesterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 9,744.72 feet and 10,644.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the SW $\frac{1}{4}$ of said Section 24, being 100 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 50 feet Southeasterly and 50 feet Northwesterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 10,644.72 feet and 11,194.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the SW $\frac{1}{4}$ of said Section 24, being 265 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 125 feet Southeasterly and 140 feet Northwesterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 11,194.72 feet and 11,794.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in said Section 24, being 250 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 125 feet Southeasterly and 125 feet Northwesterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 11,794.72 feet and 12,994.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in said Section 24, being 150 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 75 feet Easterly and 75 feet Westerly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 12,994.72 feet and 13,694.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in said Section 24, being 300 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 150 feet Northeasterly and 150 feet Southwesterly, measured at right angles or radially, from said survey line, and between two lines at right angles to said survey line at points therein distant, respectively, 13,694.72 feet and 14,744.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of said Section 24, being 150 feet in width, lying between two lines parallel with the survey line of railroad hereinafter described, distant 75 feet Northeasterly and 75 feet Southwesterly, measured, measured at right angles or radially, from said survey line at points therein distant, respectively, 14,744.72 feet and 15,494.72 feet Northerly, measured along said survey line from its point of beginning; also,

A strip of land in the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of said Section 24, lying between two lines parallel with the survey line of railroad hereinafter described, distant 50 feet Northeasterly and 120 feet Southwesterly, measured at right angles or radially, from said survey line, and between the North line of the NE $\frac{1}{4}$ NW $\frac{1}{4}$ of said Section 24 and a line at right angles to said survey line at a point therein distant 15,494.72 feet Northerly, measured along said survey line from its point of beginning.

The tract of land, comprising the above described strips of land situated in said Sheridan County, contains 29.1 acres, more or less.

RAILROAD SURVEY LINE DESCRIPTION

Commencing at the Southeast (SE) corner of the SE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 35, T. 58 N., R. 83 W., Sheridan County, Wyoming; thence N. 90° 00' W., a distance of 990 feet to a point; thence S. 7° 06' 28" E., a distance of 100 feet to the point of beginning of the herein described railroad survey line; thence N. 7° 06' 28" W., a distance of 100 feet to a point intersecting the South line of said SE $\frac{1}{4}$ NE $\frac{1}{4}$ of Section 35 at Survey Station 492+60.3; thence continuing N. 7° 06' 28" W., a distance of 1,993.41 feet to a point of spiral curve; thence along a spiral curve to the right, through a central angle of 0° 27', a distance of 90 feet to a point of circular curve; thence along a 1° 00' circular curve to the right, through a central angle of 9° 06', a distance of 910 feet to a point of spiral curve; thence along a spiral curve to the right, through a central angle of 0° 27', a distance of 90 feet to a point of tangency; thence N. 2° 53' 32" E., a distance of 309.63 feet to a point of spiral curve; thence along a spiral curve to the left, through a central angle of 0° 27', a distance of 90 feet to a point of circular curve; thence along a 1° 00' circular curve to the left, through a central angle of 9° 06', a distance of 910 feet to a point of spiral curve; thence along a spiral curve to the left, through a central angle of 0° 27', a distance of 90 feet to a point of tangency; thence N. 7° 06' 28" W., a distance of 1,876.92 feet to a point of spiral curve; thence along a spiral curve to the right, through a central angle of 4° 57', a distance of 330 feet to a point of circular curve; thence along a 3° 00' circular curve to the right, through a central angle of 37° 04' 09.5", a distance of 1,235.62 feet to a point of compound curve at Survey Station 571+85.88 Back = Survey Station 572+30.86 Ahead; thence along a 2° 00' circular curve to the right, through a central angle of 39° 55' 09.5", a distance of 1,995.97 feet to a point of spiral curve; thence along a spiral curve to the right, through a central angle of 2° 26', a distance of 210 feet to a point of tangency; thence N. 76° 55' 51" E., a distance of 368.73 feet to a point of spiral curve; thence along a spiral curve to the left, through a

central angle of $4^{\circ} 57'$, a distance of 330 feet to a point of circular curve; thence along a $3^{\circ} 00'$ circular curve to the left, through a central angle of $87^{\circ} 06' 25''$, a distance of 2,903.56 feet to a point of spiral curve; thence along a spiral curve to the left, through a central angle of $4^{\circ} 57'$, a distance of 330 feet to a point of tangency; thence N. $20^{\circ} 04' 34''$ W., a distance of 870.36 feet to a point of spiral curve; thence along a spiral curve to the left, through a central angle of $2^{\circ} 06'$, a distance of 210 feet to a point of circular curve; thence along a $2^{\circ} 00'$ circular curve to the left, through a central angle of $4^{\circ} 48'$, a distance of 237 feet to a point of spiral curve; thence along a spiral curve to the left, through a central angle of $2^{\circ} 06'$, a distance of 210 feet to a point of tangency, said spiral curve intersecting the North line of said Section 24 at Survey Station 647+26.20, which intersection point is located on the Wyoming-Montana State Line and situated S. $89^{\circ} 45' 02''$ W., a distance of 7,699 feet from the Southeast (SE) corner of Section 35, T. 9 S., R. 40 E., Big Horn County, Montana; thence N. $29^{\circ} 04' 08''$ W., a distance of 485.90 feet to a point of spiral curve and there terminating, said last described survey bearing line intersecting the West line of the SW $\frac{1}{4}$ SE $\frac{1}{4}$ of said Section 34 at Survey Station 651+90, which intersection point is located N. $0^{\circ} 00'$ E., a distance of 410 feet from the Southwest (SW) corner of said SW $\frac{1}{4}$ SE $\frac{1}{4}$ of section 34.

TRACT II

All that portion of the $W\frac{1}{2}NE\frac{1}{4}$ of Section 35, T. 58 N., R. 83 W., Sheridan County, Wyoming, described as follows:

A triangular shaped parcel of land in the $W\frac{1}{2}NE\frac{1}{4}$ of said Section 35, bounded by the East line of said $W\frac{1}{2}NE\frac{1}{4}$ of Section 35, a line parallel with the survey line of railroad hereinafter described, distant 220 feet Westerly, measured at right angles or radially, from said survey line, and a line at right angles to said survey line at a point therein distant 2,439.7 feet Northerly, measured along said survey line from its point of beginning.

Said parcel of land contains .97 acre, more or less.

RAILROAD SURVEY LINE DESCRIPTION

Commencing at the Southeast (SE) corner of the $SE\frac{1}{4}NE\frac{1}{4}$ of said Section 35; thence N. $90^{\circ} 00' W.$, a distance of 990 feet to a point; thence S. $7^{\circ} 06' 28'' E.$, a distance of 100 feet to the point of beginning of the herein described railroad survey line; thence N. $7^{\circ} 06' 28'' W.$, a distance of 100 feet to a point intersection the South line of said $SE\frac{1}{4}NE\frac{1}{4}$ of Section 35 at Survey Station 492+60.3; thence continuing N. $7^{\circ} 06' 28'' W.$, a distance of 1,993.41 feet to a point of spiral curve thence along a spiral curve to the right, through a central angle of $0^{\circ} 27'$, a distance of 90 feet to a point of circular curve; thence along a $1^{\circ} 00'$ circular curve to the right, through a central angle of $9^{\circ} 06'$, a distance of 910 feet to a point of spiral curve and there terminating.

