

LICENSE

THE DEPARTMENT OF TRANSPORTATION, STATE OF COLORADO ("Grantor"), whose legal address is 4201 E. Arkansas Ave., City and County of Denver, State of Colorado, hereby grants to UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, ("Grantee") whose legal address is 1416 Dodge Street, Room 530, Omaha, Nebraska 68179-0001, to wit:

PERMISSION TO cross over the access control line of the Colorado Department of Transportation, described in Exhibit "A" attached hereto and occupy and use, subject to the terms and conditions of this License, the property described in Exhibit "B" for the sole purpose of constructing, using, maintaining, controlling, operating and repairing railroad track and appurtenances and the operation of trains thereon.

This License is granted FOR THE PURPOSE OF ("Grantee") accessing and using the Union Pacific Railroad Spur situated within the right-of-way of I-70.

This agreement constitutes a bare license and does not confer any property interest to the Grantee. It is non-transferable, except to another railroad entity, but shall be valid and remain in effect unless terminated in writing by either party. Grantor may terminate this License only for material breach by Grantee which Grantee fails to cure within sixty (60) days after Grantor gives Grantee written notice of the breach to Grantee's Law Department. Grantor shall not interfere with Grantee's use of the Union Pacific Railroad Spur. This License authorizes, among other things, the construction of a 30 foot wide entranceway. Any new construction of the entranceway after the date of this License shall be to Colorado Department of Transportation Standards. Grantee assumes liability of the construction, operation, and use of the entranceway and agrees to defend, indemnify, and hold harmless the Grantor and any employees, agents, contractors, or other representatives of the Grantor against any and all damages, claims, liability, loss, or expenses, including attorney's fees and litigation costs, arising from or in any way related to the construction, operation, or use of the entranceway or the issuance or use of this License. Grantee shall maintain the entranceway and the property subject to this License in good repair at all times and, upon the expiration or cancellation of the License, the Grantee shall remove the entranceway and restore the property to its original condition, should the Grantor so require. This License is not a State Highway Access Permit. Grantee shall have exclusive use and control of the Union Pacific Railroad Spur.

Dated this 21st day of August, 2000

THE DEPARTMENT OF TRANSPORTATION,
STATE OF COLORADO, Grantor

UNION PACIFIC RAILROAD COMPANY
Grantee

By: 
Its: CHIEF ENGINEER

By: 
Its: Director - Real Estate

EXHIBIT A

LEGAL DESCRIPTION

30' WIDE RAILROAD SPUR TRACK ACCESS CONTROL LINE OPENING

A THIRTY (30.00') FOOT WIDE UNION PACIFIC RAILROAD SPUR TRACK ACCESS CONTROL LINE TO THE EXISTING UNION PACIFIC RAILROAD SPUR TRACK IN THE NORTHEAST ONE-QUARTER OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST, OF THE 6TH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE EAST ONE-QUARTER CORNER OF SAID SECTION 22; THENCE N. 50° 23' 03" W., A DISTANCE OF 404.29 FEET TO THE NORTHERLY RIGHT OF WAY LINE OF INTERSTATE HIGHWAY NO. 70, AS RECORDED IN BOOK 694 AT PAGE 450, OF THE CITY AND COUNTY OF DENVER CLERK AND RECORDER'S OFFICE AND THE POINT OF BEGINNING; THENCE S. 31° 33' 49" W., ALONG SAID NORTHERLY LINE, A DISTANCE OF 30.01 FEET TO THE POINT OF TERMINUS.

BASIS OF BEARINGS: THE EAST LINE OF THE NORTHEAST ONE-QUARTER OF SECTION 22, WAS FOUND TO BE N. 00° 33' 22" W. BASED ON THE NORTH AMERICAN DATUM OF 1983, COLORADO CENTRAL ZONE. A LOCAL NETWORK ESTABLISHED BY CDOT, REGION 6, REFERENCE STATIONS "KING" AND "RAMP".

**FOR AND BEHALF OF
ZYLSTRA-BAKER SURVEYING, INC.
1510 W. TUFTS AVENUE
ENGLEWOOD, COLORADO 80110
303-781-0700**

EXHIBIT B (PAGE 1 of 2)

STAPLETON BUSINESS CENTER PROPOSED RAILROAD EASEMENT ON CDOT PROPERTY

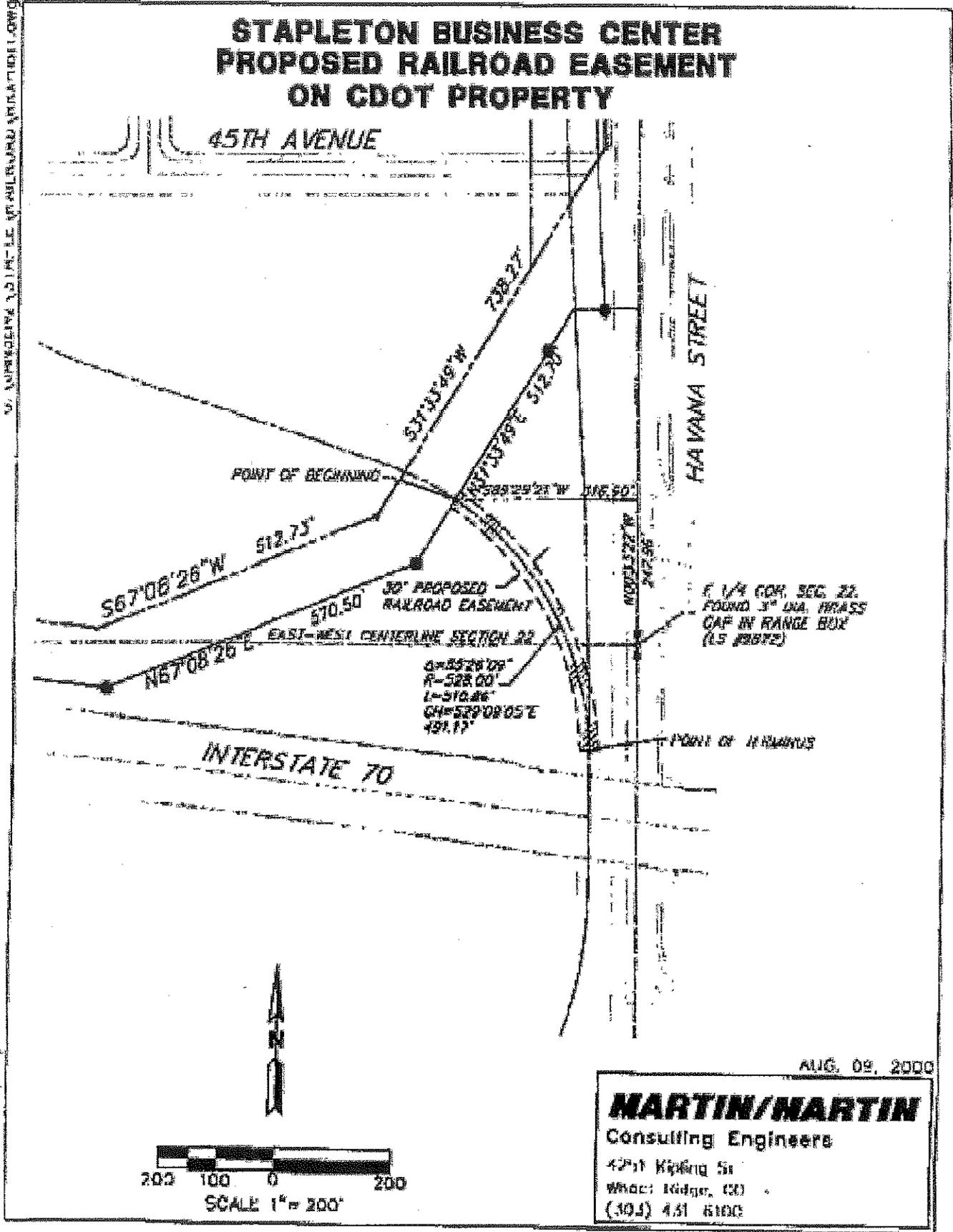


EXHIBIT B (PAGE 2 of 2)

STAPLETON BUSINESS CENTER
PROPOSED RAILROAD EASEMENT DESCRIPTION
CDOT PROPERTY

AUGUST 10, 2000

RAILROAD EASEMENT ACROSS CDOT PROPERTY

A 30 FOOT RAILROAD EASEMENT SITUATED WITHIN THE EAST HALF OF SECTION 22, TOWNSHIP 3 SOUTH, RANGE 67 WEST OF THE SIXTH PRINCIPAL MERIDIAN, CITY AND COUNTY OF DENVER, STATE OF COLORADO, SITUATED 15 FEET ON EACH SIDE OF THE FOLLOWING DESCRIBED CENTERLINE:

COMMENCING AT THE EAST QUARTER CORNER OF SAID SECTION 22; THENCE $N00^{\circ}33'22''W$ ALONG THE EAST LINE OF SAID SECTION 22, A DISTANCE OF 247.96 FEET; THENCE PARALLEL WITH THE EAST-WEST CENTERLINE OF SAID SECTION 22, $S89^{\circ}29'21''W$, A DISTANCE OF 316.90 FEET TO A NON-TANGENT POINT OF CURVATURE AND THE POINT OF BEGINNING; THENCE ALONG THE ARC OF SAID CURVE TO THE LEFT HAVING A CENTRAL ANGLE OF $55^{\circ}26'09''$, A RADIUS OF 528.00 FEET, AN ARC LENGTH OF 510.88 FEET, WHOSE CHORD BEARS $S29^{\circ}09'05''E$, A DISTANCE OF 491.17 FEET TO THE POINT OF TERMINUS.