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1234691 08/18/1998 12:18P QUIET Chris C. Munoz
1 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.

DISTRICT COURT, COUNTY OF PUEBLO, STATE OF COLORADO

Case No. 97 CV 342

Division A

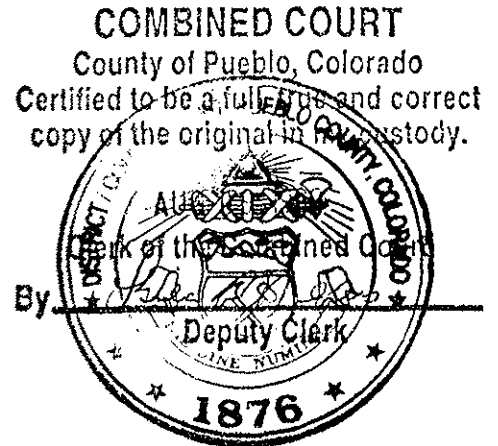
AMENDED DECREE IN QUIET TITLE ACTION

CITY OF PUEBLO, a Municipal Corporation and
THE PUEBLO CONSERVANCY DISTRICT,

Plaintiffs,

vs.

1. DAVID BARNELL;
2. DAVID BARNETT;
3. EILEEN CASH;
4. A.B. FRANKLIN;
5. B. FRANKLIN;
6. GIDEON H. HARD also known as G.H. HARD;
7. C.L. HILL;
8. DELOS L. HOLDEN;
9. W. A. JOHNSON as Trustee;
10. ABEL KIDD;
11. CHARLES A. KRETSCHMER, SR. also known as C.A. KRETSCHMER,
also known as CHARLES KRETSCHMER, SR.;
12. ELIZABETH F. McGOVERN;
13. GEORGIA A. McGOVERN;
14. RUTH NEWTON;
15. W.B. PACE;
16. HENRY RUPP;
17. HENRY RUPS;
18. LEONARDO RUSSO;
19. P.F. SHARP;
20. A.H. SMITH;
21. GEORGE B. STIMPSON;
22. VICTOR ZARRILLI as Trustee;
23. THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware
Corporation, now BURLINGTON NORTHERN AND SANTA FE RAILWAY
COMPANY;
24. THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Kansas
Corporation;



25. THE BOATMEN'S NATIONAL BANK OF ST. LOUIS as Trustee;
26. THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY;
27. CENTEL ELECTRIC COMPANY, a Colorado Corporation;
28. CITIBANK, N.A. as Trustee;
29. COLORADO KANSAS RAILWAY COMPANY;
30. COLORADO PUBLIC UTILITIES COMMISSION;
31. THE COLORADO COAL & IRON COMPANY, a Colorado Corporation;
32. COMMERCE BANK OF KANSAS CITY, N.A., Trustee;
33. COUNTY OF PUEBLO, STATE OF COLORADO;
34. THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY, a Delaware Corporation;
35. BENJAMIN F. EDWARDS as Trustee;
36. FIRST NATIONAL BANK OF TRINIDAD;
37. FIRST TRUST OF NEW YORK, National Association as Trustee;
38. GUARANTY TRUST COMPANY OF NEW YORK as Trustee;
39. DONNELL REID as Successor Trustee to CHARLES HERMAN as Trustee;
40. THE INTERNATIONAL TRUST COMPANY, Trustee;
41. MANUFACTURERS HANOVER TRUST COMPANY, a New York Corporation as Trustee also known as MANUFACTURERS HANOVER TRUST COMPANY OF NEW YORK, NEW YORK;
42. MANUFACTURERS TRUST COMPANY as Trustee;
43. MISSOURI PACIFIC RAILROAD COMPANY, a Delaware Corporation;
44. MISSOURI PACIFIC RAILROAD COMPANY, a Missouri Corporation;
45. THE MISSOURI PACIFIC RAILWAY COMPANY, a consolidated corporation organized under the laws of the State of Missouri, Kansas, and Nebraska, sometimes called the Railway Company;
46. THE PUEBLO AND ARKANSAS VALLEY RAILROAD COMPANY;
47. SANTA FE ENERGY COMPANY, a Texas Corporation;
48. SOUTHERN COLORADO POWER COMPANY now known as CENTEL CORPORATION, a Kansas Corporation;
49. THE SOUTHERN COLORADO LIVE STOCK AND TRADING CO., a Colorado Corporation;
50. STATE BOARD OF LAND COMMISSIONERS;
51. STATE OF COLORADO;
52. UNION TRUST COMPANY OF NEW YORK as Trustee, which became Central Union Trust Company of New York which became Central Hanover Bank or Trust Company which became The Hanover Bank which became Manufacturers Hanover Trust Company which is now known as Chemical Bank;
53. WEST PLAINS ENERGY, a Delaware Corporation;
54. WESTERN UNION TELEGRAPH COMPANY; and

55. ALL UNKNOWN PERSONS OR ENTITIES WHO CLAIM ANY INTEREST IN
THE SUBJECT MATTER OF THIS ACTION,

Defendants.

THIS CAUSE COMING ON TO BE HEARD, THE COURT FINDS:

That each Defendant herein has been properly served as required by law and rule of Court; the following Defendants have filed a Disclaimer in this case: County of Pueblo, State of Colorado; Colorado Public Utilities Commission; The Denver and Rio Grande Western Railroad Company, a Delaware Corporation on behalf of itself and the Missouri Pacific Railroad Company, a Delaware Corporation, and Missouri Pacific Railroad Company, a Missouri Corporation; the Defendant The Atchison, Topeka and Santa Fe Railway Company, a Delaware Corporation, now The Burlington Northern and Santa Fe Railway Company and The Atchison, Topeka and Santa Fe Railway Company, a Kansas Corporation and The Burlington Northern and Santa Fe Railway Company filed an Answer which has been withdrawn, and they have filed a Disclaimer; the Defendant State Board of Land Commissioners and State of Colorado filed an Answer and Counterclaim and thereafter entered into a Stipulation resolving all claims and stipulating to the entry of this Order Quieting Title; that a military attorney has been heretofore appointed and has appeared for any and all Defendants who are in, or who may be in, or may have been ordered to report for induction into, the military service as defined by the Soldiers' and Sailors' Civil Relief Act of 1940, as amended; this is an action in rem affecting specific real property; the Court has jurisdiction of all parties to this action and of the subject matter thereof; that the allegations of the Complaint are true; that every claim made by said Defendants except as set forth hereinafter is unlawful and without right; that other than as set forth hereinafter, no Defendant has any title or interest in or to the following described property:

The real property described on Exhibit "A" attached hereto
and incorporated herein by reference.

IT IS ADJUDGED AND DECREED that the Plaintiffs, at the time of the commencement of this proceeding, were and now are the owners in fee simple with right to possession of the real property situate in the County of Pueblo, State of Colorado, described as follows:

The real property described on Exhibit "A" attached hereto
and incorporated herein by reference, subject to the
following:

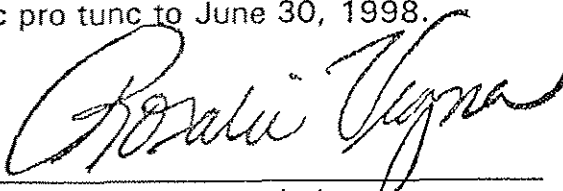
- a. The claims and rights of the public to utilize the public streets and rights-of-way as shall be shown on the final plat of the Historic Arkansas River Project plat;
- b. The claims and rights of public utility companies to locate public utilities in the Public Utility Easements and public streets as shall be shown on the final plat of the Historic Arkansas River Project plat; and
- c. The claims and rights of Utilicorp United, Inc. by its Division, WestPlains Energy, a Delaware Corporation and the Board of Water Works of Pueblo, Colorado as set forth in a Real Property Lease recorded September 30, 1996 in Book 2932 at Page 991 of the records of the Recorder of Pueblo County, Colorado, including the right to allow water to flow through a flowage easement that will run through the real property described on Exhibit "A" and carry water through said flowage easement;

that fee simple title in and to said real property be and the same hereby is quieted to the Plaintiffs and that each of the Defendants (except Utilicorp United, Inc.) has no right, title or interest in or to the said real property or any part thereof (except Utilicorp United, Inc. as set forth in subparagraph c. hereof), and that they are forever enjoined from asserting any claim, right, title or interest in or to the said real property or any part thereof.

IT IS FURTHER ADJUDGED AND DECREED that the Defendant The Burlington Northern and Santa Fe Railway Company is the owner in fee simple with right to possession of the real property situate in the County of Pueblo, State of Colorado described on Exhibit "B" attached hereto and incorporated herein by reference, and said Defendant has an easement for access to said real property as described on Exhibit "C" attached hereto and incorporated herein by reference.

This Amended Decree amends the Decree signed June 30, 1998 and is signed by this Court on ~~July~~ 9, 1998, nunc pro tunc to June 30, 1998.

August



Judge

APPROVED AS TO FORM:

COLORADO STATE BOARD OF LAND
COMMISSIONERS AND THE STATE OF COLORADO

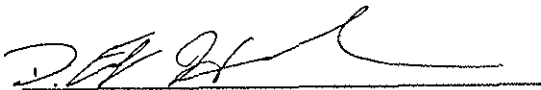
GALE A. NORTON
Attorney General

MARTHA PHILLIPS ALBRIGHT
Chief Deputy Attorney General

RICHARD A. WESTFALL
Solicitor General

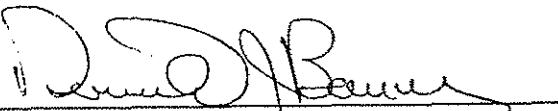
JOSEPH C. SMITH, JR.
Deputy Attorney General

CHERYL A. LINDEN
First Assistant Attorney General



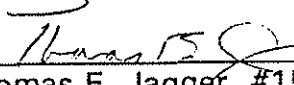
D. Edgar Hamrick, #24586
Assistant Attorney General
Natural Resources Section

BANNER, BUXMAN, ENCK & OHLSEN, P.C.

By 

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1234691 08/18/1998 12:18P QUIET Chris C. Munoz
6 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.


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KNUDSEN, BERKHEIMER, RICHARDSON,
ENDACOTT & ROUTH

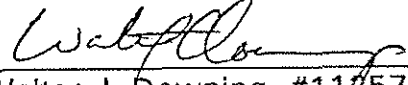
By 
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Attorney for Defendant,
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Santa Fe Railway Company
1401 17th Street, Suite 510
Denver, CO 80202
Telephone: (303) 295-4250

EXHIBIT "A"

Commitment No.: 7562156 C-6


1234691 08/18/1998 12:18P QUIET Chris C. Munoz
7 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.

A parcel of land in the S1/2 of the NE1/4 and the N1/2 of the SE1/4 of Section 36, Township 20 South, Range 65 West of the 6th P.M. being a portion of the Channel of the Arkansas River, as established by Ordinance No. 446 of the City of Pueblo recorded in Book 568 at Page 187 of the Pueblo County records

AND

A portion of Lots 8, 9 and 10, Block 14 in the State Addition to the City of Pueblo, according to the recorded plat thereof, filed for record January 28, 1878

AND

A portion of Lots 3, 4 and 5, Block A and a portion of Lot 8, Block B in Kretschmer's Subdivision of Block 1, State Addition to Pueblo, according to the recorded plat thereof, filed for record July 6, 1888

AND

A portion of Lots 1 through 5 and Lots 25 through 28, Block 3, a portion of Lots 1 through 6 and Lots 23 through 28, Block 4, a portion of Lots 1 through 6 and Lots 8 through 13, Block 5 and a portion of Lot 1, Block 6 in the former Town of Central Pueblo, now part of the City of Pueblo, according to the recorded plat of said Town, filed for record August 13, 1883

AND

A portion of Lots 1, 2 and 3, in Kretschmer's Subdivision of Block 44 of the Original City of Pueblo, according to the recorded plat thereof, filed for record March 1, 1882

AND

A portion of Lots 15 through 18 and Lots 35 through 46, Block 3 in Moore's Subdivision of a portion of the W1/2 of the NW1/4 of the SW1/4 of Section 31, Township 20 South, Range 64 West, and of the E1/2 of the SE1/4 of Section 36, Township 20 South, Range 65 West, in Pueblo County, Colorado according to the recorded plat thereof, filed for record June 19, 1912

AND



1234591 08/18/1998 12:18P QUIET Chris C. Munoz
8 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.

A portion of Blocks 160, 170 and 180 in the former Town of South Pueblo, now part of the City of Pueblo, according to the recorded plat thereof

AND

A portion of Lots 13 through 18 and Lots 33 through 42, Block 30, and a portion of Blocks 130, 140 and 150 in the Colorado Coal and Iron Company's Addition No. 2 to the City of Pueblo (South of the Arkansas River), according to the recorded plat thereof, filed for record May 10, 1887

AND

The vacated streets and alleys adjacent thereto, that have previously been properly vacated

AND

ALL being more particularly described as follows:

BEGINNING at the Northwest corner of Lot 8 in said Block 14 in the State Addition;

thence South 10 deg. 06 min. 05 sec. East, along the East line of a tract of land conveyed by deed recorded in Book 1295 at Page 323 of the Pueblo County records, a distance of 121.06 feet to the South line of said Lot 8;

thence South 14 deg. 38 min. 06 sec. East across the alley platted in said Block 14, a distance of 16.49 feet to the North line of Lot 9 in said Block 14;

thence Southerly, along the East line of a tract of land conveyed by deed recorded in Book 1301 at Page 543 of the said County records the following two (2) courses:

1. South 27 deg. 03 min. 08 sec. East, a distance of 124.34 feet (North 26 deg. 26 min. 35 sec. West 124.86 feet, deed);

2. South 53 deg. 55 min. 46 sec. West (North 54 deg. 42 min. East, deed), a distance of 14.00 feet to the South line of said Block 14;

thence South 43 deg. 46 min. 10 sec. East, across the right-of-way of First Street, as platted in said State Addition, a distance of 109.59 feet to the Northwest corner of a tract of land conveyed by deed recorded in Book 2775 at Page 768 of the said County records;

thence South 43 deg. 15 min. 15 sec. East (North 42 deg. 41 min. West, deed), along the Southwesterly line of said tract of land, a distance of



1234691 08/18/1998 12:18P QUIET Chris C. Munoz
9 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.

308.29 feet to the West right-of-way line of Greenwood Street, as platted in said State Addition;
thence South 00 deg. 34 min. 44 sec. East, along said West right-of-way line, a distance of 48.68 feet;
thence North 89 deg. 25 min. 16 sec. East, a distance of 80.00 feet to the East right-of-way line of said Greenwood Street;
thence South 00 deg. 34 min. 44 sec. East, along said East right-of-way line and that line extended, a distance of 81.89 feet to the Northeasterly line of Lot 5 in said Block A in Kretschmer's Subdivision of Block 1 in the State Addition;
thence South 45 deg. 17 min. 35 sec. East, along said Northeasterly line and that line extended, a distance of 115.99 feet to the Northernmost corner of Lot 7, Block B in said Kretschmer's Subdivision of Block 1 in the State Addition;
thence along the boundary of said Block B the following two (2) courses:

1. South 44 deg. 42 min. 24 sec. West, a distance of 25.00 feet to the Westernmost corner of said Block B;

2. South 44 deg. 24 min. 42 sec. East, a distance of 134.86 feet to the Northwesterly line of Lot 8 in said Block B;

thence North 45 deg. 26 min. 58 sec. East, along said Northwesterly line, a distance of 13.69 feet;
thence South 32 deg. 01 min. 13 sec. East, a distance of 63.80 feet to the South line of the NE1/4 of said Section 36, being also the North line of Block 6 in said Central Pueblo;
thence South 45 deg. 35 min. 18 sec. West, a distance of 20.00 feet to the Southwesterly line of said Block 6, being also the face of the abutment of the levee along the Arkansas River Channel as it existed in 1882;

thence South 44 deg. 24 min. 42 sec. East, along the said Southwesterly line, a distance of 103.37 feet to the Southeasterly line of said Block 6;

thence South 45 deg. 17 min. 25 sec. East across the right-of-way of Union Avenue, as platted in said Central Pueblo, a distance 80.00 feet to the Northwesterly line of said Block 5 in Central Pueblo;
thence Northeasterly, along said Northwesterly line and along the Northwesterly line of said Kretschmer's Subdivision of Block 44 of the Original City of Pueblo the following two (2) courses:

1. North 44 deg. 42 min. 35 sec. East, a distance of 153.43 feet;

2. North 44 deg. 42 min. 12 sec. East, a distance of 104.05 feet;

thence South 45 deg. 17 min. 48 sec. East, a distance of 341.79 feet to

the centerline of Main Street, as platted in said Central Pueblo;
thence South 45 deg. 16 min. 28 sec. East, a distance of 124.30 feet;
thence Southeasterly, along the arc of a curve to the right whose radius
is 540.00 feet, a distance of 178.71 feet;
thence South 26 deg. 18 min. 45 sec. East, a distance of 174.20 feet;
thence Southeasterly, along the arc of a curve to the left whose radius
is 460.00 feet, a distance of 333.76 feet;
thence continuing Southeasterly, along the arc of a compound curve to the
left whose radius is 590.00 feet, a distance of 233.88 feet;
thence North 89 deg. 24 min. 08 sec. East, a distance of 180.26 feet to
the East line of Block 3 in said Moore's Subdivision;
thence South 00 deg. 35 min. 52 sec. East, along said East line, a
distance of 80.00 feet;
thence South 89 deg. 24 min. 08 sec. West, a distance of 180.26 feet;
thence South 18 deg. 24 min. 29 sec. West, a distance of 268.08 feet to
the Southwesterly levee line as established by said Ordinance No. 446 of
the City of Pueblo;
thence Northwesterly, along said Southwesterly levee line, a distance of
927.30 feet;
thence North 75 deg. 27 min. 20 sec. West, a distance of 73.90 feet;
thence North 56 deg. 40 min. 11 sec. West, a distance of 142.02 feet to
the Southeasterly right-of-way line of Main Street extended;
thence Southwesterly, along said Southeasterly right-of-way line extended
the following two (2) courses;

1. South 44 deg. 47 min. 11 sec. West, a distance of 60.35 feet;
2. South 44 deg. 46 min. 09 sec. West, a distance of 29.98 feet
to the Northernmost corner of Block 70 in said South Pueblo;

thence Northwesterly, along the Southwesterly right-of-way line of
vacated E Street, as platted in said South Pueblo and in said Colorado
Coal and Iron Company's Addition No. 2 the following two (2) courses:

1. North 45 deg. 16 min. 29 sec. West, a distance of 411.10 feet;
2. North 45 deg. 15 min. 55 sec. West, a distance of 770.15 feet
to the centerline of vacated Lamkin Street, as platted in said
Colorado Coal and Iron Company's Addition No. 2 and the Southeast
corner of a tract of land (Parcel 1) conveyed by deed recorded in
Book 1026 at Page 516 of the said County records;

thence North 60 deg. 51 min. 27 sec. West, along the Northeasterly line
of said tract of land, a distance of 186.88 feet (North 60 deg. 30 min.
West, 186.80 feet, deed) to the Southwesterly corner of Lot 18, Block 30
in said Colorado Coal and Iron Company's Addition No. 2;

thence North 45 deg. 16 min. 57 sec. West, along the Southwesterly line extended of said Lot 18, a distance of 10.00 feet to the centerline of the vacated alley in Block 30 in said Colorado Coal and Iron Company's Addition No. 2;
thence South 44 deg. 42 min. 34 sec. West, along said centerline, a distance of 3.00 feet to the Southeast corner of a tract of land (Parcel 2) conveyed by the said deed recorded in Book 1026 at Page 516 of the County records;
thence North 78 deg. 10 min. 48 sec. West (North 77 deg. 53 min. West, a distance 86.55 feet to the Northeasterly line of Lot 12 in said Block 30;
thence North 18 deg. 03 min. 13 sec. West, a distance of 122.53 feet to a line lying 12.00 feet Southeasterly of and equidistant to the centerline of an existing railroad track;
thence Northeasterly, along said equidistant line the following two (2) courses:

1. Along the arc of a curve to the left whose center bears North 18 deg. 03 min. 13 sec. West and whose radius is 711.22 feet, a distance of 231.09 feet;

2. North 53 deg. 19 min. 47 sec. East, a distance of 29.17 feet to the West right-of-way line extended of Elizabeth Street, as platted in said State Addition;

thence North 00 deg. 35 min. 33 sec. West, along said West right-of-way line extended, a distance of 353.57 feet to the South right-of-way line extended of Second Street, as platted in said State Addition;
thence North 89 deg. 11 min. 03 sec. East, along said South right-of-way line extended, a distance of 80.03 feet to the POINT OF BEGINNING,

all in the County of Pueblo, State of Colorado,

Excluded from the above-described legal description, the following:

A parcel of land in the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 36, Township 20 South, Range 65 West of the 6th P.M., being 40 feet in width, 20 feet on each side of the following described centerline:

Considering the North line of Block 14 in the State Addition to the City of Pueblo, according to the recorded plat thereof, filed for record January 28, 1878 to bear N.89°11'03"E. and all bearings contained herein being relative thereto.

Commencing at the Northwest corner of Lot 8 in said Block 14 of the State Addition; thence S.01°59'16"E., a distance of 278.15 feet to the True Point of Beginning of the parcel centerline herein described; thence S.54°02'48"W., a distance of 152.77 feet; thence Southwesterly, along the arc of a curve to the right whose radius is 699.22 feet, a distance of 218.44 feet to the Point of Terminus.

EXHIBIT "B"

A parcel of land in the SE $\frac{1}{4}$ of the NE $\frac{1}{4}$ of Section 36, Township 20 South, Range 65 West of the 6th P.M., being 40 feet in width, 20 feet on each side of the following described centerline:

Considering the North line of Block 14 in the State Addition to the City of Pueblo, according to the recorded plat thereof, filed for record January 28, 1878 to bear N.89°11'03"E. and all bearings contained herein being relative thereto.

Commencing at the Northwest corner of Lot 8 in said Block 14 of the State Addition; thence S.01°59'16"E., a distance of 278.15 feet to the True Point of Beginning of the parcel centerline herein described; thence S.54°02'48"W., a distance of 152.77 feet; thence Southwesterly, along the arc of a curve to the right whose radius is 699.22 feet, a distance of 218.44 feet to the Point of Terminus, County of Pueblo, State of Colorado.

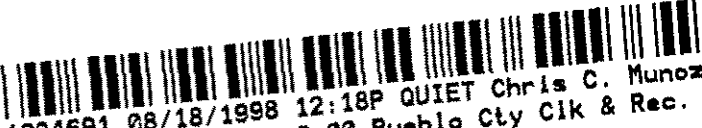

1234691 08/18/1998 12:18P QUIET Chris C. Munoz
12 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.

EXHIBIT "C"

An easement for railway purposes through a portion of the SE1/4 of the NE1/4 of Section 36, Township 20 South, Range 65 West of the 6th P.M., being 40 feet in width, 20 feet on each side of the following described centerline:

Considering the North line of Block 14 in the State Addition to the City of Pueblo, according to the recorded plat thereof, filed for record January 28, 1878 to bear N.89°11'03"E. and all bearings contained herein being relative thereto.

Commencing at the Northwest corner of Lot 8 in said Block 14 of the State Addition; thence S.08°56'52"E., a distance of 258.92 feet to the True Point of Beginning of the easement centerline herein described; thence S.54°02'48"W., a distance of 37.83 feet to the Point of Terminus, County of Pueblo, State of Colorado.



1234691 08/18/1998 12:18P QUIET Chris C. Munoz
13 of 13 R 66.00 D 0.00 Pueblo Cty Clk & Rec.