

Original

**DONATIVE BILL OF SALE**

UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (successor in interest by merger to Union Pacific Railroad Company, a Utah corporation, successor in interest by merger to Missouri Pacific Railroad Company, a Delaware corporation) ("Donor"), does hereby donate, transfer and deliver to CITY OF LITTLE ROCK, a municipal corporation of the State of Arkansas ("Donee"), its successors and assigns, the following described personal property, to wit:

The Little Rock Junction Railroad Bridge and the CRI&P Railroad Bridge, including, without limitation, all support structures and appurtenances, as such Bridges are located in the Cities of Little Rock and North Little Rock, Pulaski County, Arkansas, and located on Donor's abandoned Junction Bridge Line and Rock Street Industrial Lead, both of which are shown on the print attached hereto as **Exhibit A** and hereby made a part hereof.

DONOR, BY THIS INSTRUMENT, MAKES NO WARRANTY OF ANY KIND, EXPRESS OR IMPLIED, AND FURTHER MAKES NO WARRANTY AS TO THE MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, IT BEING UNDERSTOOD THAT THE DONEE IS ACQUIRING THE PERSONAL PROPERTY DESCRIBED ABOVE IN AN "AS IS" AND "WHERE IS" CONDITION WITH ALL FAULTS.

By its acceptance of this Donative Bill of Sale and from and after the date hereof, Donee, its successors and assigns, agrees that, in its use and maintenance of the Bridges, it will accept and assume all liability, loss, damage, costs and expenses arising from or growing out of the existence, use or maintenance of the Bridges, including any third party's use or maintenance of the Bridges.

IN WITNESS WHEREOF, Donor and Donee have each duly executed this instrument as of the 27, day of December, 2001.

UNION PACIFIC RAILROAD COMPANY,  
a Delaware corporation

By:   
Title: Assistant Vice President

CITY OF LITTLE ROCK, a municipal  
corporation of the State of Arkansas

By:   
Title: Mayor