

STATE OF NEBRASKA )  
COUNTY OF HALL )

2015 JUN 23 AM 9 50

*James P. ...*  
ASSISTANT COUNTY CLERK

CASH \_\_\_\_\_  
CHECK 716.00  
*Leininger*

REFUNDS:  
CASH \_\_\_\_\_  
CHECK \_\_\_\_\_

NEBRASKA DOCUMENTARY  
STAMP TAX  
DATE 6-23-2015  
BY JG



Return to: Brandon S. Connick  
P.O. Box 790  
Grand Island, Ne 68802

*16.00*

CORPORATION WARRANTY DEED  
WITH RESTRICTIONS

GRAND ISLAND AREA ECONOMIC DEVELOPMENT CORPORATION, a Nebraska non-profit corporation, GRANTOR, in consideration of Four Hundred Thousand and No/100 Dollars (\$400,000.00) and other valuable consideration received from GRANTEE, FREIGHTCAR RAIL SERVICES, L.L.C., a Delaware limited liability company, conveys to GRANTEE, the following described real estate (as defined in Neb. Rev. Stat. §76-201):

- Lot One (1), C.A.A.P. North Railroad Subdivision, Hall County, Nebraska;
- Lot One (1), C.A.A.P. West Railroad Subdivision, Hall County, Nebraska;
- Lot Two (2), C.A.A.P. East Railroad Subdivision, Hall County, Nebraska;

and

A tract of land comprising a part of the Southwest Quarter (SW ¼) and a part of the Southeast Quarter (SE ¼) of Section Seven (7), Township Eleven (11) North, Range Ten (10) West of the 6<sup>th</sup> P.M., Hall County Nebraska, and more particularly described as follows: Beginning at a point on the west line of said Southwest Quarter (SW ¼), said point being Six Hundred Eighty Three and Eight Tenths (683.80) feet north of the southwest corner of said Southwest Quarter (SW1/4) said point also being Fifteen (15.00) feet south of (measured perpendicular to) the centerline of an existing east-west railroad track; thence running northerly, along and upon the west line of said Southwest Quarter (SW1/4), a distance of Thirty (30.00) feet to a point which is Fifteen (15.00) feet north of (measured perpendicular to) said existing east-west railroad track centerline; thence deflecting right 90° 00' 36" and running easterly, parallel with and Fifteen (15.00) feet north of (measured perpendicular to) said existing east-west railroad track centerline, a distance of Two Thousand Six Hundred Seventeen and Sixty Five Hundredths (2,617.65) feet to a point on the northerly prolongation of the west line of the Waste Water Treatment Plant property; thence deflecting right 90° 24' 04" and running southerly, along and upon the northerly prolongation of the west line of said Waste Water Treatment Plant property, and along and upon the west line of said Waste Water Treatment Plant property, a distance of Thirty (30.00) feet to a point which is Fifteen (15.00) feet south of (measured perpendicular to) said existing east-west railroad track centerline; thence deflecting right 89° 35' 56" and running westerly, parallel with and Fifteen (15.00) feet south of (measured perpendicular to) said existing east-west railroad track centerline, a distance of Two Thousand Six Hundred Seventeen and Forty Four Hundredths (2,617.44) feet to the point of beginning.

Grantor acquired the real estate from the United States of America ("USA") pursuant to (i) the Quitclaim Deed dated August 5<sup>th</sup>, 2008 and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 0200809097 (ii) the Quitclaim Deed dated August 5, 2008, and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 0200809098, (iii) the Quitclaim Deed dated August 5, 2008, and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 0200809099 (iv) the Quitclaim Deed dated August 5, 2008 and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 0200809100 (the above-described Quitclaim Deeds shall be collectively referred to herein as the 'CHAAP Deed') and are incorporated herein as though set forth verbatim. The CHAAP Deed set forth certain notices of the condition of the Real Estate (the Environmental Disclosures") as well as reservations, restrictions and easements, related to the environmental condition of the Real Estate (the "Environmental Conditions"). Grantor conveys the Real Estate subject the Environmental Disclosures and the Environmental Conditions and Grantee shall take possession of the Real Estate subject to the Environmental Disclosures and Environmental Conditions. Grantor further discloses and this conveyance is subject to the following:

- a.) The United States of America is a third party beneficiary of the Environmental Disclosures and Environmental Conditions; and
- b.) Grantee and its successors or assigns, shall neither transfer, lease nor grant any interest, privilege or license whatsoever in connection with the Real Estate without inclusion of the Environmental Disclosures and Environmental Conditions and shall require the inclusion of such Environmental Disclosures and Environmental Conditions in all future deeds, transfers, leases, or grants of any interest, privilege or license in the Real Estate.

GRANTOR covenants with GRANTEE that GRANTOR:

- 1. is lawfully seized of such real estate and that it is free from encumbrances, except easements and restrictions of record and as specifically set forth above;
- 2. has legal power and lawful authority to convey the same; and
- 3. warrants and will defend title to the real estate against the lawful claims of all persons.

Executed this 23 day of June, 2015

GRAND ISLAND AREA ECONOMIC DEVELOPMENT CORPORATION, A Nebraska non-profit corporation

By: Dave Taylor  
Dave Taylor, President

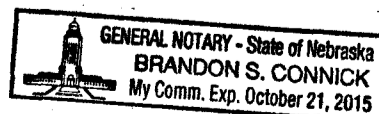
STATE OF NEBRASKA     )  
  ) ss  
COUNTY OF HALL        )

The foregoing instrument was acknowledged before me on this 23rd day of June, 2015 by Dave Taylor, President of Grand Island Area Economic Development Corporation, a Nebraska non-profit corporation, on behalf of the corporation.

Brandon S. Connick

Notary Public

My commission expires: October 21, 2015



STATE OF NEBRASKA )  
COUNTY OF HALL ) SS

2015 SEP 30 PM 4 05

*Grant Parsons*  
ASSY/REGISTER OF DEEDS

CASH  
CHECK 940.00

REFUNDS:  
CASH \_\_\_\_\_  
CHECK \_\_\_\_\_

NEBRASKA DOCUMENTARY  
STAMP TAX  
Date 9-30-2015  
\$ 900.00 BY JSC



Return to: Steptoe & Johnson PLLC  
Post Office Box 1588  
Charleston, WV 25326-1588  
Attn: Joseph G. Bunn, Esq.

40.00

**SPECIAL WARRANTY DEED  
WITH RESTRICTIONS**

THIS SPECIAL WARRANTY DEED WITH RESTRICTIONS is made and entered into on this 30<sup>th</sup> day of September, 2015. FreightCar Rail Services, LLC, a Delaware limited liability company ("**GRANTOR**"), in consideration of TEN DOLLARS (\$10.00) and other good and valuable consideration received from or on behalf of ARS Nebraska, LLC, a Delaware limited liability company ("**GRANTEE**"), conveys to GRANTEE, the real estate (as defined in Neb. Rev. Stat. §76-201) described in Exhibit A attached hereto ("**Real Estate**"), subject to the matters set forth on Exhibit B attached hereto.

GRANTOR covenants with GRANTEE that GRANTOR:

- (1) is lawfully seized of such real estate and that it is free from encumbrances created by GRANTOR, except easements and restrictions of record and as set forth on Exhibit B attached hereto;
- (2) has legal power and lawful authority to convey the same; and
- (3) warrants and will defend title to the real estate against the lawful claims of all persons claiming the same or any part thereof through, by or under GRANTOR.

Special Provisions

GRANTOR acquired the real estate from the Grand Island Area Economic Development Corporation, a Nebraska non-profit corporation ("**GIAEDC**"), pursuant to the Corporation Warranty Deed with Restrictions dated June 23, 2015 and recorded with the Hall County Register of Deeds on June 23, 2015 as Instrument No. 201504187. GIAEDC acquired the real estate from the United States of America pursuant to (i) the Quitclaim Deed dated August 5<sup>th</sup>,

2008 and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 200809097; (ii) the Quitclaim Deed dated August 5, 2008, and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 200809098; (iii) the Quitclaim Deed dated August 5, 2008, and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 200809099; (iv) the Quitclaim Deed dated August 5, 2008 and recorded with the Hall County Register of Deeds on October 30, 2008 as Instrument No. 200809100 (the above-described Quitclaim Deeds shall be collectively referred to herein as the "**CHAAP Deed**") and are incorporated herein as though set forth verbatim. The CHAAP Deed set forth certain notices of the condition of the Real Estate (the "**Environmental Disclosures**") as well as reservations, restrictions and easements, related to the environmental condition of the Real Estate (the "**Environmental Conditions**"). GRANTOR conveys the Real Estate subject the Environmental Disclosures and the Environmental Conditions and GRANTEE shall take possession of the Real Estate subject to the Environmental Disclosures and Environmental Conditions. GRANTOR further discloses and this conveyance is subject to the following:

- (A) The United States of America is a third party beneficiary of the Environmental Disclosures and Environmental Conditions; and
- (B) GRANTEE and its successors or assigns, shall neither transfer, lease nor grant any interest, privilege or license whatsoever in connection with the Real Estate without inclusion of the Environmental Disclosures and Environmental Conditions and shall require the inclusion of such Environmental Disclosures and Environmental Conditions in all future deeds, transfers, leases, or grants of any interest, privilege or license in the Real Estate.

[Signature page to follow.]

IN WITNESS WHEREOF, the GRANTOR has executed this Special Warranty Deed With Restrictions as of the date first written above.

FREIGHTCAR RAIL SERVICES, LLC,  
a Delaware limited liability company

By: Joseph E. McNelly  
Name: Joseph E. McNelly  
Its: President

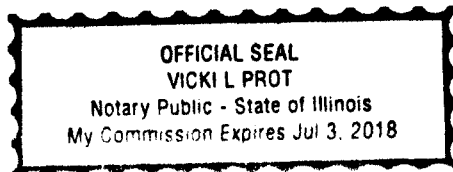
STATE OF Illinois )  
  )  
COUNTY OF Cook )

I, Vicki L. Prot, Notary Public in and for said County, in the State aforesaid, do hereby certify that Joseph E. McNelly who is personally known to me to be the same person whose name is subscribed to the foregoing instrument, appeared before me this day in person and acknowledged that he signed and delivered the said instrument as his own free and voluntary act as the free and voluntary act of said manager, for the uses and purposes therein set forth.

GIVEN, under my hand an notarial seal, this 28<sup>th</sup> day of September, 2015

Vicki L. Prot  
NOTARY PUBLIC

(SEAL)



**EXHIBIT A**  
**LEGAL DESCRIPTION OF REAL ESTATE**

Parcel 1: Lot One (1), C.A.A.P. North Railroad Subdivision, Hall County, Nebraska

Parcel 2: Lot One (1), C.A.A.P. West Railroad Subdivision, Hall County, Nebraska

Parcel 3: Lot Two (2), C.A.A.P. East Railroad Subdivision, Hall County, Nebraska

Parcel 4: A tract of land comprising a part of the Southwest Quarter (SW1/4) and a part of the Southeast Quarter (SE1/4) of Section Seven (7), Township Eleven (11) North, Range Ten (10) West of the 6th P.M., Hall County, Nebraska, and more particularly described as follows:

Beginning at a point on the west line of said Southwest Quarter (SW1/4), said point being Six Hundred Eighty Three and Eight Tenths (683.80) feet north of the southwest corner of said Southwest Quarter (SW1/4), said point also being Fifteen (15.00) feet south of (measured perpendicular to) the centerline of an existing east - west railroad track; thence running northerly, along and upon the west line of said Southwest Quarter (SW1/4), a distance of Thirty (30.00) feet to a point which is Fifteen (15.00) feet north of (measured perpendicular to) said existing east - west railroad track centerline; thence deflecting right 90° 00' 36" and running easterly, parallel with and Fifteen (15.00) feet north of (measured perpendicular to) said existing east - west railroad track centerline, a distance of Two Thousand Six Hundred Seventeen and Sixty Five Hundredths (2,617.65) feet to a point on the northerly prolongation of the west line of the Waste Water Treatment Plant property; thence deflecting right 90° 24' 04" and running southerly, along and upon the northerly prolongation of the west line of said Waste Water Treatment Plant property, and along and upon the west line of said Waste Water Treatment Plant property, a distance of Thirty (30.00) feet to a point which is Fifteen (15.00) feet south of (measured perpendicular to) said existing east - west railroad track centerline; thence deflecting right 89° 35' 56" and running westerly, parallel with and Fifteen (15.00) feet south of (measured perpendicular to) said existing east - west railroad track centerline, a distance of Two Thousand Six Hundred Seventeen and Forty Four Hundredths (2,617.44) feet to the point of beginning

**EXHIBIT B**  
**PERMITTED EXCEPTIONS**

- a. Notice of Easement executed by and between Southern Nebraska Rural Public Power District, a public corporation and Secretary of the Army dated February 12, 1997 and recorded March 4, 1997 in the Register of Deeds Office as Document No. 97-101563. (Parcels 1, 2, 3 and 4)
- b. Department Of the Army Amendment No. 1 to Easement No. DACA 45-1-00-6023, Cornhusker Army Ammunition Plant, Hall County, Nebraska filed February 28, 2001 in the Register of Deeds Office as Document No. 200101488. (Parcels 1, 2, 3 and 4)
- c. Department of the Army Assignment of Easement Interests for Railroad Facilities located on Cornhusker Army Ammunition Plant, Hall County, Nebraska filed August 10, 2004 in the Register of Deeds Office as Document No. 200407898. (Parcel 1)
- d. Department of the Army Easement for Railroad Facilities located on Cornhusker Army Ammunition Plant, Hall County, Nebraska, filed August 10, 2004 in the Register of Deeds Office as Document No. 200407899. (Parcels 1, 2, 3 and 4)
- e. Department of the Army Amendment No. 3 to Easement No. DACA 45-2-04-6021, Cornhusker Army Ammunition Plant, Hall County, Nebraska, dated July 26, 2004, filed September 28, 2007 in the Register of Deeds Office as Document No. 200708367. (Parcels 1, 2, 3 and 4)
- f. Subject to Restrictions and Conditions and Perpetual and Assignable Easement and Right of Way access as shown in the Quitclaim Deed filed October 30, 2008 in the Register of Deeds Office as Document No. 200809100, Document No. 200809097, Document No. 200809099, Document No. 200809098. (Parcels 1, 2, 3 and 4)
- g. Agreement and Declaration of Covenants, Restrictions and Conditions between DTE Rail Services, Inc. and the County of Hall, dated December 17, 2002, filed December 4, 2009 in the Register of Deeds Office as Document No. 200909550. (Parcels 1, 2, 3 and 4)
- h. Department of the Army Assignment of Easement Interests for Railroad Facilities located on Cornhusker Army Ammunition Plant, Hall County, Nebraska filed August 10, 2004 in the Register of Deeds Office as Document No. 200407898. Assignment of Easement executed by DTE Rail Services, Inc. to FCRS, dated November 1, 2010, filed November 5, 2010 in the Register of Deeds Office as Document No. 201008265. (Parcels 1 and 4)
- i. Railroad License Agreement by and between Grand Island Area Economic Development Corp. (Licensor) and DTE Rail Services, Inc. (Licensee), dated November 1, 2008, filed December 8, 2010 in the Register of Deeds Office as Document No. 201009173. (Parcels 1, 2, 3 and 4)
- j. Easement for Pipeline Right of Way located on Cornhusker Army Ammunitions, Hall County, Nebraska executed by the Secretary of the Army to Northwestern Public Services.

Easement for Pipeline Right of Way filed August 10, 1999 in the Register of Deeds Office as Document No. 99-108017. (Parcels 2, 3 and 4)

- k. Department of the Army Amendment No. 1 to Easement No. DACA 45-2-00-6022 filed September 15, 2000 in the Register of Deeds Office as Document No. 200007605. (Parcels 2, 3 and 4)
- l. Department of the Army Easement for Public Road or Street located on Cornhusker Army Ammunition Plant, Hall County, Nebraska executed by and between the Secretary of the Army and Hall County recorded September 14, 1999 in the Register of Deeds Office as Document No. 99-1019121. Department of the Army Amendment No. 1 to Easement No. DACA 45-2-99-6157 filed February 16, 2001 in the Register of Deeds Office as Document No. 200101142. (Parcels 2, 3 and 4)
- m. First Amendment to Railroad License Agreement by and between Grand Island Area Economic Development Corp., Licensor and FCRS (successor of DTE Rail Services, Inc.) dated November 18, 2010, filed December 8, 2010 in the Register of Deeds Office as Document No. 201009174. (Parcel 2)
- n. Department of the Army Amendment No. 1 to Easement No. DACA 45-2-01-6078 Cornhusker Army Ammunition Plant, Hall County, Nebraska, filed March 4, 2002 in the Register of Deeds Office as Document No. 200202406. (Parcel 4)
- o. Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Financing Statement executed by FCRS to Advantage Title Services, LLC, a Nebraska limited liability company, Trustee, and Grand Island Area Economic Development Corporation, a Nebraska non-profit corporation, Beneficiary. Deed of Trust, Security Agreement, Assignment of Leases and Rents and Fixture Financing Statement made as of June 23, 2015, filed June 23, 2015 in the Register of Deeds Office as Document No. 201504188.

End of Exhibit B