

ASSIGNMENT AND ASSUMPTION AGREEMENT

FOR VALUE RECEIVED, UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("Assignor"), ASSIGNS AND TRANSFERS to JACKSON COUNTY, MISSOURI, a Missouri political subdivision ("Assignee"), its successors and assigns, all of Assignor's right, title and interest in and to the leases and licenses (collectively, "Licenses") to the extent the Licenses affect the real property ("Property") described on **Exhibit A**, which Licenses are listed on **Exhibit B**.

Assignee agrees to (a) perform all of the obligations of Assignor pursuant to the Licenses as they relate to the Property accruing on and after the date hereof, and (b) indemnify, defend and hold Assignor harmless from and against any and all claims, causes of actions and expenses (including reasonable attorney's fees) incurred by Assignor and arising out of (1) Assignee's failure to comply with terms of the Licenses as they relate to the Property on and after the date hereof, or (2) claims under the Licenses as they relate to the Property by the licensees named in the Licenses accruing on and after the date hereof.

This assignment is made and accepted without recourse against Assignor as to the performance by any party under such Licenses.

All exhibits attached to this Agreement are incorporated herein for all purposes.

Dated the 28 day of April, 2016.

**UNION PACIFIC RAILROAD COMPANY,
a Delaware corporation**

By: _____
Tony K. Love, Assistant Vice President –
Real Estate

**JACKSON COUNTY, MISSOURI,
a Missouri political subdivision**

By: [Signature]
Frank White Jr., County Executive

Approved as to form:

By: [Signature]
Judge Steve Nixon

ATTEST:

[Signature]
Clerk of the County Legislature

FILED
MAY 11 2016
MARY JO SPINO
COUNTY CLERK

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Dated the 28 day of April, 2016.

**UNION PACIFIC RAILROAD COMPANY,
a Delaware corporation**

By: Tony K. Love
Tony K. Love Assistant Vice President –
Real Estate

**JACKSON COUNTY, MISSOURI,
a Missouri political subdivision**

By: _____
Frank White Jr., County Executive

Approved as to form:

By: _____
Judge Steve Nixon

Union Pacific Railroad Company

Jackson County, Missouri

Exhibit "A"

All right, title and interest in and to that part of the Wingate to Leeds Branch of the Union Pacific Railroad Company (formerly the Chicago, Rock Island and Pacific Railway Co.), as now located, said part extends northwesterly from a point at milepost 270.6, said point being 530 feet northwesterly, as measured along the centerline of the main track of said Branch, from the South Line of the Northwest Quarter of Section 21, Township 47 North, Range 31 West of the 5th Principal Meridian, to a point at milepost 288.3, said point being 2,066 feet northeasterly, as measured along the main track of said Branch from the South Line of the Northeast Quarter of Section 13, Township 49 North, Range 33 West of the 5th Principal Meridian, said part being situate in, over and across the following legal subdivisions of Jackson County, Missouri:

Subdivision	Section	Township	Range	Meridian
NW 1/4	21	47N	31W	5 th P.M.
NE 1/4	20	47N	31W	5 th P.M.
SE 1/4	17	47N	31W	5 th P.M.
SW 1/4	17	47N	31W	5 th P.M.
SE 1/4	18	47N	31W	5 th P.M.
NE 1/4	18	47N	31W	5 th P.M.
NW 1/4	18	47N	31W	5 th P.M.
SW 1/4	7	47N	31W	5 th P.M.
SE 1/4	12	47N	32W	5 th P.M.
SW 1/4	12	47N	32W	5 th P.M.
NW 1/4	12	47N	32W	5 th P.M.
NE 1/4	11	47N	32W	5 th P.M.
SE 1/4	2	47N	32W	5 th P.M.
SW 1/4	2	47N	32W	5 th P.M.
NW 1/4	2	47N	32W	5 th P.M.
NE 1/4	3	47N	32W	5 th P.M.
SE 1/4	34	48N	32W	5 th P.M.
NE 1/4	34	48N	32W	5 th P.M.
NW 1/4	34	48N	32W	5 th P.M.
SW 1/4	27	48N	32W	5 th P.M.
SE 1/4	27	48N	32W	5 th P.M.
NE 1/4	27	48N	32W	5 th P.M.
SE 1/4	22	48N	32W	5 th P.M.
NE 1/4	22	48N	32W	5 th P.M.
NW 1/4	23	48N	32W	5 th P.M.
SW 1/4	14	48N	32W	5 th P.M.
SE 1/4	15	48N	32W	5 th P.M.
NE 1/4	15	48N	32W	5 th P.M.
NW 1/4	15	48N	32W	5 th P.M.
SW 1/4	10	48N	32W	5 th P.M.
SE 1/4	9	48N	32W	5 th P.M.
NE 1/4	9	48N	32W	5 th P.M.
NW 1/4	9	48N	32W	5 th P.M.
SW 1/4	4	48N	32W	5 th P.M.
SE 1/4	5	48N	32W	5 th P.M.
NE 1/4	5	48N	32W	5 th P.M.
SE 1/4	32	49N	32W	5 th P.M.

NE 1/4	32	49N	32W	5 th P.M.
SE 1/4	29	49N	32W	5 th P.M.
SW 1/4	29	49N	32W	5 th P.M.
NW 1/4	29	49N	32W	5 th P.M.
NE 1/4	30	49N	32W	5 th P.M.
SE 1/4	19	49N	32W	5 th P.M.
SW 1/4	19	49N	32W	5 th P.M.
NW 1/4	19	49N	32W	5 th P.M.
NE 1/4	24	49N	33W	5 th P.M.
SE 1/4	13	49N	33W	5 th P.M.
NE 1/4	13	49N	33W	5 th P.M.

Reserving unto Grantor, its successors and assigns, an easement for railroad and transportation purposes over, through and across a portion of the hereinabove described property, said portion extends northwesterly from a point at milepost 270.6, said point being 530 feet northwesterly, as measured along the centerline of the main track of said Branch, from the South Line of the Northwest Quarter of Section 21, Township 47 North, Range 31 West of the 5th Principal Meridian, to a point on the east right of way line of Missouri Highway No. 291 at milepost 271.65, said point being 1,485 feet northwesterly, as measured along the centerline of the main track of said Branch, from the East Line of the Southwest Quarter of Section 17, Township 47 North, Range 31 West of the 5th Principal Meridian, said portion being situate in, over and across the following legal subdivisions of Jackson County, Missouri:

NW 1/4	21	47N	31W	5 th P.M.
NE 1/4	20	47N	31W	5 th P.M.
SE 1/4	17	47N	31W	5 th P.M.
SW 1/4	17	47N	31W	5 th P.M.

Also reserving unto Grantor, its successors and assigns, an easement for signboard purposes over a portion of the hereinabove described property, said portion being the southwesterly 50 feet of the 175 feet wide railroad right of way located in the Northwest Sixteenth of the Southwest Quarter of Section 19, Township 49 North, Range 32 West, 5th Principal Meridian, Jackson County, Missouri.

Union Pacific Railroad Co.
Real Estate Department
Omaha, NE.

Folder 0246306
March 30, 2016

