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RECEIVED

July 29, 2016

AUG 01 2016

PBW Project No. 1358

**WASTE PERMITS DIVISION
TEXAS COMMISSION ON
ENVIRONMENTAL QUALITY**

VIA HAND DELIVERY

Ms. Karen Scott
Industrial & Hazardous Waste Permits Section
Texas Commission on Environmental Quality
P.O. Box 13087, MC-130
Austin, Texas 78711-3087

**Re: Response to 2nd Technical Notice of Deficiency
Permit Renewal/Compliance Plan with Major Amendment
Union Pacific Railroad Company – Houston Wood Preserving Works
Houston, Harris County, Texas
Permit/Compliance Plan Number: 50343/ ISWR No. 31547
CN600131098/RN100674613**

Dear Ms. Scott:

Please find attached with this cover letter the Response to the 2nd Technical Notice of Deficiency (NOD) on the Permit Renewal/Compliance Plan with Major Amendments for the facility listed above. The responses were prepared to address the NODs listed in the Texas Commission on Environmental Quality (TCEQ) letter to Mr. Geoffrey Reeder dated June 2, 2016. The Technical NOD listed several technical deficiencies in the renewal application and requested that UPRR provide certain additional information to complete the application. The attached table lists each deficiency identified in June 2016 letter as well as UPRR's response indicating how each deficiency has been addressed.

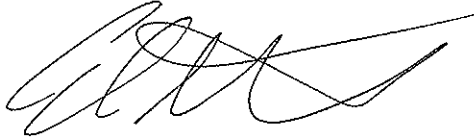
An original and three copies of the application revisions, including updated signature pages, are included as part of this submittal. These revisions have been prepared as replacement pages to be submitted in the original application with a revision number and date indicated on each page. In addition, a red-line strike out version of the revised permit sections is also enclosed.

*Ms. Karen Scott
Response to 2nd Technical Notice of Deficiency
Union Pacific Railroad Company – Houston Wood Preserving Works
Houston, Harris County, Texas
Permit/Compliance Plan Number: 50343/ ISWR No. 31547
Page 2*

If you have any questions or comments, please feel free to call Mr. Geoffrey Reeder, Site Remediation Manger, UPRR at 281-350-7197 or me at 512-671-3434.

Sincerely,

PASTOR, BEHLING & WHEELER, LLC

A handwritten signature in black ink, appearing to read 'Eric Matzner', written over a horizontal line.

Eric Matzner, P.G.
Associate Hydrogeologist

cc: Mr. Geoffrey Reeder, Union Pacific Railroad
Ms. Maureen Hatfield, TCEQ

Signature Page

JOEL STRAFELDA
GENERAL MANAGER
ENVIRONMENTAL MANAGEMENT

I, Joel Strafelda, _____,
(Operator) (Title)

certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gather and evaluate the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

Signature: [Signature] Date: 7-12-2016

To Be Completed By The Operator If The Application Is Signed By An Authorized Representative For The Operator

I, [Signature], hereby designate _____
(Print or Type Name) (Print or Type Name)

as my representative and hereby authorize said representative to sign any application, submit additional information as may be requested by the Commission; and/or appear for me at any hearing or before the Texas Commission on Environmental Quality in conjunction with this request for a Texas Water Code or Texas Solid Waste Disposal Act permit. I further understand that I am responsible for the contents of this application, for oral statements given by my authorized representative in support of the application, and for compliance with the terms and conditions of any permit which might be issued based upon this application.

Printed or Typed Name of Operator or Principal Executive Officer

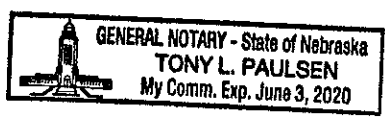
Signature

SUBSCRIBED AND SWORN to before me by the said [Signature]

On this 12th day of July 2016,

My commission expires on the 3rd day of June, 2020

Notary Public in and for Douglas County, Nebraska



(Note: Application Must Bear Signature & Seal of Notary Public)

ID ¹	App. Part	App. Section	Location ²	Citation	Error Type ³	Deficiency Description/Resolution	Response
T5(2)	B	II.G.6. & 7	pgs. 16-16a [report, pg. II-2]	335.5 305.45(a)(8)(c)	Omitted /incorrect	<ul style="list-style-type: none"> Submit a copy of the referenced Deed Recordation. Revise and resubmit section II.G.7 - Exposure Information of the Facility Citing Criteria Report to reflect current decisions regarding groundwater monitoring for SWMU No. 1 and change wording from "clean closed" to "closed". 	<ul style="list-style-type: none"> A copy of the deed notice as submitted with the original Permit Application in May 1991 recoding the removal of the wastes from the surface impoundment in accordance with the closure plan approved by the TDWR in 1984 is attached as Attachment II.G.6 Section II.G.7 of the Facility Citing Criteria Report has been revised as requested. This section has also been updated to reflect the move from Corrective Action Monitoring to Compliance Monitoring.
T7(2)	B	III.D	[report pg. III-1]	270.14(b)(5)	incorrect	Inspections for post-closure care are required. Revise and resubmit report section III.D - Inspection Schedule.	Report Section III.D has been revised to reflect the post closure care requirement and the change to compliance monitoring.
T18(2)	B	VII.C	Post-Closure Care Plan [VII Closure and Post-Closure Plans - Table of Contents]	350.32 264.117 & .118 335.174(b), 264.228(b), 264.310(b) 305.45(a)(8)(c)	ambiguous/missing/incomplete	<ul style="list-style-type: none"> Please revise and resubmit the Table of Contents for the Post-Closure Care Plan. Note, tables Unit Post-Closure Cost Estimate, Permitted Unit Post-Closure Cost Summary, and Post Closure Period are not required in the standalone Post-Closure Care Plan. Provide numbered pages for your Post-Closure Care Plan. The plan appears to mainly address inspections of the site and its components. Include more detail regarding how UPRR will maintain vegetative cover (erosion control, reseeding, fertilizing, etc.), subsidence, bench marks, run-on/run-off control, and access control (40 CFR264.228(b)). If a particular activity is found to be unachievable how/what will UPRR do to correct the outcome? Please be reminded that the Post-Closure Care Plan is a standalone document that must identify the activities that will be carried on after closure of the disposal unit and the frequency of these activities. The ED should be able to look at the Post-Closure Care Plan and know what unit(s) is covered, what components are present, the activities that are performed, and their frequencies. The plan should include the inspection schedule (III.D - Inspection Schedule) and a copy of the sites inspection form(s). Under the section marked Background, remove "clean" closed from the plan and replace with closed, as provided in other section of the application. Under Background, next to last paragraphs: it is indicated that groundwater at SWMU No. 1 has achieved TCEQ Remedy Standard A response action objectives and no further action is necessary to protect human health and the environment. Provide a copy of the letter sent to UPRR from the TCEQ Remediation Division regarding UPRR's achievement of Remedy Standard A. Provide a copy of the letter sent to UPRR from the TCEQ Remediation Division regarding UPRR's achievement of No Further Action required for SWMU No. 1. Revise where applicable and resubmit. 	<ul style="list-style-type: none"> Section VII has been revised to update the Table of Contents for the Post-Closure Care Plan and provide page numbers. Section VII has been revised to provide page numbers. The Inspection Schedule and copies of inspection forms are included. References to the unit being "clean" closed have been removed. The background section has been updated to reflect the following: "The TCEQ Remediation Division concurred in the Technical Notice of Deficiency (NOD) dated August 5, 2015 that SWMU No. 1 had met the requirements for Remedy Standard A response action objectives for groundwater and that the corrective action monitoring program could be terminated. Therefore SWMU 1 will be monitored through the compliance monitoring program. A Compliance Monitoring Program has been developed and is included in the revised Section IX."
T19(2)	B	VII	VII.D	264.144	incomplete	A detailed estimate, in current dollars, of the annual cost of monitoring and maintenance of the facility in accordance with the applicable post-closure regulations must be included in the report. Costs should be developed in detail for a period of not less than ten (10) years of post-closure care activities to be conducted by a third party , for each applicable unit. Submit the PCC report to include a detailed third party estimate . Revise and resubmit Table VII.E.2. - Permitted Unit Post-Closure Cost Summary. Do not modify table format.	A detailed estimate for post-closure care has been provided by PBW for UPRR and is attached. Tables VII.D and VII.E.2 have both been updated and included.
T20(2)	B	VIII	VIII.A.2	30 TAC Chapter 37, Subchapter P	Omitted	One additional copy of UPRR's financial assurance demonstration is required by the IHW Permits Section. The additional copy will be placed in the TCEQ Central Files.	Copies of the most recent financial assurance demonstration for Union Pacific Railroad is provided.

Hazardous Waste Permit No. 50343
Union Pacific Railroad-Houston Wood Preserving Works

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T23(2)	B	Sections VI.B.2.e, XI.A.4 & XI.D	Sections VI.B.2.e, XI.A.4 and XI.D and XI.D.1, Vol I & II, RAP Worksheets	30 TAC §350 and §335.167	Incomplete	Since the TCEQ shall require that all wells included in the corrective action groundwater monitoring program be monitored for dense non-aqueous phase liquid (DNAPL) thickness and not just limited to the B-CZ wells, and continue to monitor MW-35B for dissolved phase constituents of concern (COCs).	As detailed in the Compliance Plan Attachment C - Groundwater Sampling and Analysis Plan, Section 2.3, <i>"the presence of light and dense non-aqueous phase liquids (LNAPL and DNAPL, respectively) will be measured"</i> . Therefore, no revisions were made to application submittal. A copy of the GWSAP (December 2015) is provided with this submittal. Monitoring well MW-35B is listed as a Corrective Action Observation Well (Revised Response Action Plan (RAP), Compliance Plan Attachment XI.D), and will be monitored as part of the groundwater monitoring system.
T30(2)	B	Sections XI.A.3, XI.C & XI.D	Sections XI.A.3, XI.C and XI.D CP Tables I and II	30 TAC §335.167, and 335.165 and §305.45(a)(8)(C)	Inconsistent	Since SWMU-1 will be subject to Compliance Monitoring Program, remove the reference to SWMU-1 in CP Table I.A and mark it as reserved. Revise the language in CP Table II, row 1, far right hand column to state, <i>"Corrective Action Monitoring Program will be terminated and Unit will be subject to Compliance Monitoring upon issuance of the December 10, 2014 Permit Renewal."</i>	The tables have been updated as requested.
T31(2)	B	Section XI.B	Section XI.B, CP Tables III and IIIA, and VIII	30 TAC §335.160 and §350	Inconsistent / Incomplete	UPRR revised CP Tables III and IIIA to indicate that vinyl chloride shall be sampled from wells MW-18A and MW-17C wells. The frequency of monitoring for the selected wells was not specified as an item on CP Table VIII as requested. Revise CP Table VIII accordingly.	CP Table VIII has been revised as requested.
T34(2)	B	Sections XI.B, & XI.D	Section XI.B, XI.D, XI.D.1, Vol I & II, RAP Worksheets	30 TAC §335.160 and §350	Inconsistent	CP Tables III and IIIA, and CP Attachment A maps were revised to include the proposed boundary of the City of Houston-owned right-of-way (ROW) PMZ. UPRR further explains the UPRR will request written consent from the City of Houston for the restrictive covenant for the permit renewal. UPRR is in process of getting the restrictive covenants for the City, and is awaiting final survey of the City of Houston ROW. Even though the above changes were made to the application, the TCEQ cannot authorize the off-site PMZ until UPRR obtains written consent from the City of Houston in the form of a signed deed notice and restrictive covenant for the affected groundwater being closed/remediated to commercial/industrial PCLs pursuant to 30 TAC §350.111 (c) and (e); and should be submitted with the Permit Renewal application which contains the RAP. Please provide the requested information.	UPRR outside counsel, Baker Wotring, LLP, continues to work with the City of Houston City Attorney's office on the restrictive covenant for the PMZ that falls within the City right-of-way (ROW) or easements. According to the Baker Wotring letter dated July 28, 2016, "counsel from the City Attorney's office has reviewed the restrictive covenant language and is working on the details of the restrictive covenants and how those are to be recorded." Based on discussions between Baker Wotring and the City Attorney's office, they "do not anticipate any objection from the City to the requested restrictions for soil and groundwater in the designated ROW." The July 28, 2016 letter from John Muir with Baker Wotring regarding the status of the on-going review of the restrictive covenants on the City of Houston right-of-ways is provided in the revised Response Action Plan (RAP) Appendix 5.
T35(2)	B	Section XI.B, & XI.D	Section XI.B, XI.D, XI.D.1, Vol I & II, RAP Worksheets,	30 TAC §335.160 and §350	Inconsistent	Based on UPRR response to this comment there is still work that needs to be done. Based on review Section XI.D, Appendix 5A, 52 of the 88 property owners have signed the restrictive covenant. UPRR further explains that they will continue to pursue obtaining off-site private land owners written consent as proposed in the RAP, and obtain as much information as possible to document regarding hurdles in obtaining signatures such as titles of property where there is no clear ownership, etc. Provide any updated information to reflect progress in obtaining signatures from the remaining off-site property owners.	As discussed in the response to T45(2), UPRR's outside counsel, Baker Wotring, provided an affidavit describing the extensive and diligent inquiry to locate either the landowner or a representative of the landowner for the properties within the proposed PMZ. As summarized in Exhibit B of the signed affidavit provided in the Revised RAP Appendix 5 (Compliance Plan Attachment XI.D), the reasons that the institutional control has not been signed range from unable to locate landowner, landowner refusing to sign, heirship issues for the properties, properties in probate/tax court, and church properties where the board of directors will not allow the pastor for the church sign the restrictive covenant. Additional information on the properties is also provided in the Revised RAP, Appendix 5, including details on property foreclosures and heirship issues that are provided for each of the properties. UPRR will continue to attempt to locate the landowners or representatives for the landowners who can sign the restrictive covenant, and work with the legal entities for properties going through various stages of foreclosure.
T38(2)	B	Section XI.C	Section XI.C. 1.a(3), CP Tables IV and IVA	30 TAC §335.165	Redundant	Revise the first column in both CP Tables IV and IVA to remove the referenced to POC and Background wells. It is not necessary to reference the wells in CP Table IV and IVA, because the wells are already listed in CP Table V. The Permit Renewal text shall specify the monitoring requirements for sampling CP Table V wells for CP Table IV and IVA constituents.	CP Tables IV and IVA have been revised as requested.

Hazardous Waste Permit No. 50343
 Union Pacific Railroad-Houston Wood Preserving Works

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T39(2)	B	Section XI.C.	Sections XI.C.1.a(1)(j) & XI.C.1.a(8) and CP Table VI	30 TAC §335.162	Inconsistent	The compliance period that was calculated for SWMU 1 is correct, however date the compliance period began is incorrect. CP Table VI in the revised Permit Renewal application dated December 2015 indicates the compliance period began in 2015 and the current June 10, 2005 Compliance Plan specifies the compliance period be began in 1994. Revise CP Table VI in this Permit Renewal application indicate the compliance period began 1994.	CP Table VI has been revised as requested. In addition, in accordance with 30 TAC 335.162(c), <i>If the owner or operator is engaged in a corrective action program at the end of the compliance period specified in subsection (a) of this section, the compliance period is extended until the owner or operator can demonstrate that the groundwater protection standard of §335.158 of this title (relating to Groundwater Protection Standard) has not been exceeded for a period of three consecutive years.</i> With the compliance period beginning in 1994 and the compliance period being 5 years, the end of the compliance period was 1999. However, SMWU 1 was under corrective action monitoring in 1999. As discussed in the Permit Application, the point of compliance groundwater monitoring wells for SWMU 1 have shown that the groundwater protection standard has not been exceeded since July 2005. Therefore, the end of the compliance period per 30 TAC 335.162(c) on Table VI is now listed as 2009 (three consecutive years (2006, 2007, and 2008) with concentrations below groundwater protection standards).
T41(2)	B	Section XI.D	Section XI.D, XI.D.1, Vol I & II, RAP Worksheets	30 TAC §335.167 and §350.94, 350.33(a)(1), and 350.31(g)	Incomplete	On May 18, 2016 the TCEQ was notified that the remediation construction activities were completed to address the surface soil Protective Concentration Level Exceedances (PCLE) Zones at the UPRR Houston Wood Preserving Works site. The final day of construction activities was May 3, 2016. The remediation construction design and activities were detailed in the Response Action Plan (RAP) that was submitted to the TCEQ on December 10, 2014 and updated and submitted to the TCEQ on December 22, 2015. UPRR also notified the TCEQ that in the process of preparing the Response Action Completion Report (RACR) documenting remediation activities for this phase of the remediation at the Site, UPRR plans to submit the RACR to the TCEQ by July 2, 2016 (within 60 days of the date the construction activities were completed as required under the TCEQ Area of Contamination (AOC) authorization letter dated February 9, 2015 (and amended February 22, 2016)). Please submit the RACR in response to this comment so the information can be incorporated in to the Permit Renewal application. The information is needed to document the activities associated with the Conditionally approved AOC were completed as part of the final response action.	The RACR is provided attached with this submittal.
T42(2)	B	Section XI.D, XI.D.1,	Section XI.D, XI.D.1, Vol I & II, RAP Worksheets CP Attachment D and RAP Attachment 2G	30 TAC §335.167, §350.33(f) and §350.94	Incomplete	The TCEQ has the following additional comments regarding the revisions to the RAP Revision No. 1 dated December 2015, submitted in response to your letter of October 23, 2015, regarding the Technical Impracticability (TI) RAP Worksheet 2.3 and Attachment 2G included with the IHW Permit renewal application for the Union Pacific Railroad (UPRR) Houston Wood Preserving Works. The following portions of the RAP will need further response from UPRR <ul style="list-style-type: none"> RAP Worksheet 2.1, several places, and Attachment 2.G, Section 4.3 regarding receptors. In order for the proposed PMZs to extend onto properties that do not already contain the PCLE zone, UPRR must show that the Class 2 groundwater has no foreseeable future beneficial use. The TRRP rule at 350.37(l) (3) (A) –(C) specifies under what conditions this can be allowed, with subparagraph C describing example information needed for such a demonstration. UPRR cites lack of groundwater use due to availability of superior supplies and a zoning or governmental ordinance in lieu of the otherwise required Institutional Controls, specifically the Harris Galveston Subsidence District’s limitations on water wells. I recommend having Legal evaluate the HGSD’s regulations for equivalency to the zoning or governmental ordinance option as described in TRRP-16 and TRRP-21 since the HGSD regulations pre-dated the TRRP rule and don’t address COCs in the groundwater. If the HGSD’s regulations do not meet criteria for equivalency to the normally required ICs, UPRR will need restrictive covenants on all off-site properties designated for inclusion in a PMZ. Att. 2-G, Section 5.1, Source Control. The discussion of source control on page 12 needs clarification. For example, the general inability to recover DNAPL is one of the cornerstones for the TI waiver yet recovery of DNAPL is proposed in this section as the means by which the DNAPL source will be controlled. This action may satisfy 350.33(f) (3) (D) regarding the requirement to remove readily recoverable NAPL from a PMZ. The section goes on to assert that this DNAPL control via recovery will also enable achievement of critical PCLs at the alternate POEs of the PMZ through MNA, thereby meeting requirements for 350.33(f)(3)(B) and (C). Not addressed is how UPRR will achieve 350.33(f) (3) (E) 	Response to the comments under T42(2) is provided with the revisions to the Revised RAP, in Attachment 2G (Compliance Plan Attachment XI.D) detailing the Technical Impracticability Demonstration with this submittal.

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						<p>regarding prevention of COCs that exceed the critical groundwater PCLs from migrating beyond the existing boundary of the groundwater PCLE zones.</p> <ul style="list-style-type: none"> Att. 2-G, Section 5.3 Restoration Timeframe Analysis. The expanded discussion on the restoration timeframe analysis used a model similar to that used on the North Cavalcade Superfund site. Only the C-TZ unit was modeled because of its relatively consistent groundwater flow direction and gradient. UPRR should explain why the A-TZ and B TZ/CZ units were not modeled. For example, the B-TZ/CZ Unit PCLE zone extends farthest off-site to the north and has a notable north-south configuration in contrast to the C-TZ Unit. Att. 2-G, Appendix A, page 3. The text in the last paragraph on Input Parameters and Calibration refers to two tables (Tables 1 and 2) containing information used in the model. The tables do not appear to be included with the report and need to be submitted. Att. 2-G, Appendix A, page 4. The TRRP rule at 350.33(f) (3) (E) requires preventing COCs at concentrations above the critical groundwater PCLs from spreading beyond the existing PCLE zone boundaries. One of the model scenarios (current conditions with constant DNAPL source throughout the time period) predicted some amount of naphthalene migration, approximately 250 feet after 100 years. Another scenario modeled source reduction by assuming naphthalene decay rate at one-half every five years. That model also showed some migration although the naphthalene concentrations within the PCLE zone were greatly reduced. The TRRP rule at 350.75(g), regarding differences between natural attenuation factor modeling outputs and monitoring data, calls for placing more weight on the monitoring data. Whereas the predicted response is slight expansion of the naphthalene PCLE zone, the actual conformance with 350.33(f) (3) (C) and (E) will need to be verified with monitoring results. UPRR proposes a monitoring program in RAP Worksheet 2.1. UPRR should also provide supporting monitoring data as part of the evaluation to supplement the model prediction, and demonstrate the proposed monitoring program has sufficient to demonstrate conformance with the two provisions. Based on review of the proposed monitoring program the TCEQ believes there are an insufficient number of APOE wells and observation wells designated to adequately monitor and demonstrate conformance with the two provisions. 	
T44(2)	B	Section XI.D	XI.D, XI.D.1, Vol I & II, RAP Worksheets Attachments 2A-2, 2B-1, 2D-1 through 2D-3	30 TAC §335.167 §350.94	Inconsistent / Incomplete	Based on review of Technical NOD Revision 2/ December 2015 p. 9 of 13 T44-45, the TCEQ believes that UPRR does not meet the legal requirements yet. The TCEQ was expecting further documentation at this point, and that UPRR response does not meet the spirit of the rules cited yet. The TCEQ shall require that UPRR provide at least an affidavit and chart showing attempts at private land owners consent in addition to the signed consents obtained. There should also be more property specific information in order to meet the standards of a demonstration for the RAP and remedy chosen to comply with 30 TAC §350.94.	The requested affidavit is provided in the revised RAP Appendix 5 of this submittal. Also, more specific information on the properties that have not signed is also provided in the Revised RAP Appendix 5 (Compliance Plan Attachment XI.D).
T45(2)	B	Section XI.D	XI.D, XI.D.1, Vol I & II, RAP Worksheets Attachments 2A-2, 2B-1, 2D-1 through 2D-3 and Appendix 5	30 TAC §335.167 §350.94 and §350.111	Inconsistent /Incomplete	Appendix 5 with regard to the elements of 30 TAC§ 350.111(c). The TCEQ would prefer an affidavit of the participants in the meeting and those who prepared the written requests to the surrounding landowners to demonstrate the meeting of the elements of §350.111(c). The TCEQ requests that the memorandum be revised. The TCEQ would like to see more personal knowledge indicated by the Baker Wotring team in the memorandum. Also, the TCEQ does not understand why it is labeled confidential. UPRR needs to expand on the narrative of the memorandum to meet the elements of 30 TAC § 350.111(c) (3) or §350.111(f) to demonstrate an extensive and diligent inquiry was made if applicable.	The requested affidavit by Mr. Paul Shanklin of Baker Wotring is provided in the revised RAP Appendix 5 (Compliance Plan Attachment XI.D) with this submittal. The attached affidavit serves to replace the referenced memorandum.
T47 (2)	B	Sections XI.A, & XI.D	XI.A, XI.D, XI.D.1, Vol I & II, RAP Worksheets, CP Table V, and CP	30 TAC §335.167 §350.94	Incomplete	CP Table V includes designated background wells, POC wells and APOE wells. However, based on review of the CP Attachment A maps Sheets 1 through 6 none of the figures presented clearly depict the location of the CP Table V wells and AMP wells that are supposed to be included as on the CP Attachment A maps, also some of the proposed CP Attachment A Maps need to be re-labeled Please incorporate the following	The requested revisions have been incorporated and the figures are attached both in the Compliance Plan and revised RAP (Compliance Plan Attachment XI.D). Permit Section XI.A is also included with the updated references to the revised CP Attachment A maps.

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			Attachment A maps			revisions to the figures in the application so they will become part of the Final Draft Permit, CP Attachment A maps: <ul style="list-style-type: none"> • CP Attachment A, Sheet 1 of 6 should be re-numbered as CP Attachment A, Sheet 2 of 7 and relabeled “<i>Solid Waste Management Units (SWMUs)/Area of Concern (AOCs) Location Map</i>” Since this map shows the location of all the SWMUs and AOCs. • CP Attachment A, Sheet 2 of 6 should be re-numbered as CP Attachment A, Sheet 1 of 7 and relabeled “<i>Facility Site Map.</i>” • CP Attachment A, Sheets 3 of 6, 4 of 6, 5 of 6 and 6 of 6 should be re-numbered as Sheet 3 of 7, 4 of 7, 5 of 7, 6 of 7, respectively. • Attachment 5A, Post-Response Action Care Monitoring Map that was included in Worksheet 6of the revised RAP should be re-numbered as CP Attachment A, Sheet 7 of 7 and relabeled “<i>Post Response Action Care Well Location Map.</i>” <ul style="list-style-type: none"> ○ Also, the well symbol should be revised so there is different well symbol for each type of well (e.g. background well, point of exposure (POE) well attenuation monitoring point (AMP) well, etc.,). Thus, the different well designation will be easily distinguishable in the black and white copies that will be incorporated into Final draft Permit. ○ UPRR should designate some additional existing wells or install new wells as APOE wells along the northern eastern boundary of the proposed PMZ. Because there appears to be very limited number of APOE wells considering the size of the PMZ. The existing wells and/or new APOE wells should be included CP Table V. 	
T52(2)	B	Section XI.D	Section XI.D, XI.D.1, Vol I & II, RAP Worksheets. and CP Tables III, IIIA and VIII	30 TAC §335.167 and§350.94	Incomplete	CP Table VIII Compliance Schedule was revised to incorporate the implementation schedule provided in RAP Worksheet 6.1... However, for clarification the TCEQ recommends the following changes be made to CP Table VIII so the table will be consistent with standard permit language: <ul style="list-style-type: none"> • Item D, far right-hand column on the right should be revised to specifically identify the wells that are proposed for plugging and abandonment. • Item G, second Column should be revised to state “<i>during the second and fourth quarter of each year.</i>” The far right-hand column revise the language to state, “<i>Conduct groundwater monitoring events for those units listed in CP Table I that are subject to Compliance and Corrective action monitoring.</i>” The revised language will coincide with the standard permit module language and will not result in conflicting sampling schedule once the permit renewal is issued. • Item H, since the Area of Contamination activities as outlined in the RAP have been completed as an interim action the TCEQ recommends removing this item. • Item I, second column revise the language to state, “<i>Annually in accordance with CP Table VII.</i>” In the far right-hand column revise the text to state, <i>The Groundwater monitoring report required by CP Table VII shall include the results of all remediation and post-response action activities at the site, including Post Response Action Care Reports, and DNAPL recovery activities.</i>” The reporting schedule of January 21 will be specified in CP Table VII that will be incorporated in the Draft Permit. • Include the following additional item: in the second Column add the following language to state “<i>during the second and fourth quarter of each year.</i>” In the far right-hand column include the following language to state, “<i>Off-site MW-33BR and On-site wells MW-18A and MW-17C shall be sampled for vinyl chloride.</i>” In addition, the foot note at the bottom of CP Tables III and IIIA should be revised to state, “<i>Vinyl Chloride shall be sampled in accordance with the schedule specified in CP Table VIII.</i>” 	The requested changes have been made as noted: <ul style="list-style-type: none"> • Selected wells MW-16, MW-30A, MW-31A, MW-52A, MW-55A, TW56A, MW-55B, and MW-73B were plugged and abandoned in January 2016. Therefore, this line item was removed from Table VIII. • Item G was revised as requested. • Item H was removed. • Item I was updated as requested. Item I has become Item G on the Revision 3 version of Table VIII. • This additional item was included in CP Table VIII as Item H. The footnotes at the bottom of CP Tables III and IIIA were revised as requested.

Hazardous Waste Permit No. 50343
 Union Pacific Railroad-Houston Wood Preserving Works

ID ¹	App. Part	App. Section	Location ²	Citation	Error Type ³	Deficiency Description/Resolution	Response
T55(2)	B	Section XI.D	Section XI.D, XI.D.1, Vol I & II, RAP Worksheets. and Appendix 4	30 TAC §350.94 and §350.111 (c) and (e)	Incomplete	Based on review of the Technical NOD Revision 2/December 2015 T55 - Response - There is still work to be done by UPRR but the representations made regarding metes and bounds to be submitted, restrictive covenants to be submitted to TCEQ and to City of Houston appear to comport with the general principles of IC regulatory guidance in RG-366/TRRP-16. UPRR should submit any additional signed restrictive covenants obtained from off-site affected properties and City of Houston ROW, as well as submit the revised meets and bounds which include the capped areas.	As detailed in T34(2), UPRR outside counsel, Baker Wotring, LLP, continues to work with the City of Houston City Attorney's office on the restrictive covenant for the PMZ. The July 28, 2016 letter from John Muir with Baker Wotring regarding the status of the on-going review of the restrictive covenants on the City of Houston right-of-ways is provided in the revised Response Action Plan (RAP) Appendix 5 (Compliance Plan Attachment XI.D). The metes and bounds of the capped areas is provided in the RACR in Attachment A with this submittal.
T56 (2)	B	Section XI.D	Section XI.D, XI.D.1, Vol I & II, RAP Worksheets. and Appendix 4	30 TAC §350.94 and §350.111 (c) and (e)	Incomplete	Based on review of the Technical NOD Revision 2/December 2015 T -56 Response - There is still work to be done by UPRR but the representations made regarding metes and bounds to be submitted, restrictive covenants to be submitted to TCEQ and to City of Houston appear to comport with the general principles of IC regulatory guidance in RG-366/TRRP-16. UPRR should submit any additional signed restrictive covenants obtained from off-site affected properties and City of Houston ROW, as well as submit the revised meets and bounds which include the capped areas.	See response to T55(2).

¹Deficiency ID - Key: A#=Administrative deficiency (ex. A12); T#=Technical deficiency (ex. T10); C#=Comment only (ex. C1); Number in parenthesis (n) = nth instance of same deficiency (ex. T1(2) is the second instance of deficiency T1 originally identified in previous NOD).

²Location of deficiency in submittal/application. Items in square brackets [] refer to applicant's supplemental information submitted as attachments to the application form.

³Possible Error Types, one of: Ambiguous, Incomplete, Inconsistent, Incorrect, Omitted, Typo, or Wrong Format.

RESPONSE TO COMMENT T5(2)

SECTION II.G.6 AND II.G.7

II.G. ADDITIONAL INFORMATION REQUIREMENTS

II.G.7. Exposure Information

Hazardous waste is not stored, treated or disposed in the closed surface impoundment. In 1984 the surface impoundment was closed by excavating the soils and materials previously placed in the unit. The facility then began investigating and monitoring the shallow ground water in the vicinity of the surface impoundment. Between 1984 and 1991, nine groundwater monitoring wells were installed in the upper zone, and three piezometers were installed in the lower permeable zone. Hydrogeological data collected from these wells and piezometers indicate hydraulic conductivity between the zones. Analytical data compiled from 1984 until 1991 indicated that benzene, toluene, naphthalene, 2,4-dimethylphenol, and phenol were the most frequently detected parameters and that naphthalene was the parameter detected at the highest concentrations.

The facility entered into post-closure care in 1994, updated in 2005, and groundwater monitoring has taken place on a semi-annual basis since that time. Analytical results are compared to the TCEQ Texas Risk Reduction Program Protective Concentration Limits (TRRP PCLs). Since 2006, constituent concentrations have been below their respective PCLs, compliant with the TCEQ Remedy Standard A requirements for groundwater protection. The TCEQ Remediation Division concurred in the Technical Notice of Deficiency (NOD) dated August 5, 2015 that SWMU No. 1 had met the requirements for Remedy Standard A response action objectives for groundwater and that the corrective action monitoring program could be terminated. Therefore SWMU 1 will be monitored through the compliance monitoring program. A Compliance Monitoring Program has been developed and is included in the revised Section IX.

ATTACHMENT II.G.6
DEED RECORDATION

J601672

088-87-1494

NOTICE

pd
A. P. Campbell
P.O. Box 1319
Houston, Tx. 77251

COUNTY OF HARRIS

07/16/84 00227692 J601672 \$ 3.00

STATE OF TEXAS

Notice is hereby given that the environmental project of removal of hazardous wastes, clean up of the waste pond's clay lining and backfill of clean material and all necessary soil analyses on the following described premises:

Waste material pond in the most southwesterly corner of the Southern Pacific Wood Preserving Works property at 6918 Liberty Road

It is in accordance with certain contract between Rollins Environmental Services and Southern Pacific Transportation Company has been completed on the 26th day of April, 1984. *(w)*

Dated: July 9, 1984

Owner: SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *A. P. Campbell*

Title: *President*

A. P. Campbell

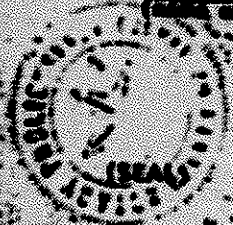
FILED
JUL 16 8 24 AM '84
Rita Anderson
COUNTY CLERK
HARRIS COUNTY, TEXAS

State of Texas

County of HARRIS

This instrument was acknowledged before me the 9th day of July (date)

by *A. P. Campbell*
(Name of names of person or persons acknowledging.)



R. B. SPIVEY, Notary Public
State of Texas
Comm. expires 2/21/88

R. B. Spivey
Notary Public in and for
The State of Texas

R. B. SPIVEY, Notary Public
State of Texas

Printed Name of Notary

My Commission expires: _____

088-87-1494

RESPONSE TO COMMENT T7(2)

SECTION III.D

III.A. COMPLIANCE HISTORY AND APPLICANT EXPERIENCE

Title 30 of the Texas Administrative Code (TAC) Chapter 305.50(2), and renewal application instructions require a listing of all solid waste management sites in Texas owned, operated or controlled by the applicant. The following is the only site owned by Union Pacific Railroad (UPRR) Company:

SWR #	Site Name	Location
31547	Union Pacific Railroad Houston Tie Plant	4910 Liberty Road, Houston, TX 77026

III.C. SECURITY

As required by 40 CFR 264.14, site access to the former Houston Wood Preserving Works (HWPW) facility is controlled by chain link fences approximately 6 feet in height with a 1-foot high top guard of barbed wire (3 horizontal wire lines). Warning signs of sufficient size to be legible from 25 feet were posted in sufficient number to be seen from any approach. The signs are labeled “Danger: Unauthorized Personnel Keep Out” and alternate between English and Spanish. Access is gained by an entry gate. The gate is locked and keys are held by UPRR personnel.

III.D. INSPECTION SCHEDULE

Specific components will be inspected and maintained at the facility during compliance monitoring activities. Components to be inspected and maintained include the vegetative cover, the groundwater monitoring wells, and the fences surrounding the facility. No safety or emergency equipment is stored at the HWPW facility since it is not an active site. Inspections will occur semi-annually or following a major storm or flood event. The schedule of inspections is included in Table III.D.

III.D.1. Vegetative Cover

The cover of the closed unit will be inspected semi-annually for proper drainage, signs of erosion, and loss of vegetative cover.

III.D.2. Groundwater Monitoring Wells

Monitoring wells will be inspected semi-annually for surface damage to casings, missing or damaged locks, and bent casings which result in an inability to sample the well. Malfunctions will be promptly repaired.

RESPONSE TO COMMENT T18(2)

SECTION VII

**VII. CLOSURE AND
POST-CLOSURE CARE PLANS**

**CLOSURE AND POST-CLOSURE CARE PLANS
PART B PERMIT APPLICATION
UNION PACIFIC RAILROAD COMPANY
HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

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VII.D.	Unit Post-Closure Cost Estimate
VII.E.2	Permitted Unit Post-Closure Cost Summary
VII.G	Post-Closure Period

LIST OF ATTACHMENTS

Attachment

VII.C.1	Post-Closure Inspection Schedule Record Form
VII.C.2	Inspection Schedule

VII.C. POST-CLOSURE

Background

This Post-Closure Care Plan was prepared to describe maintenance, monitoring, and response activities for the Houston Wood Preserving Works facility at 4910 Liberty Road, Houston, Texas. Currently, post-closure care includes the semi-annual monitoring of the two uppermost groundwater bearing units, the A-Transmissive Zone (A-TZ) and the B-Transmissive Zone (B-TZ).

Solid Waste Management Unit (SWMU) No. 1 is an inactive surface impoundment and is a grass-covered section of land located at the southwest corner of the facility property (Figure VI.A). SWMU No. 1 was built in 1979 for the disposal of contaminated surface soils remediated from an adjacent low-lying ponding area (AOC 6). Surface soils from the ponding area were remediated in response to a fire in 1979 and the discovery of contaminated soils. Installation of SWMU No. 1 was based on an agreement with the Texas Department of Water Resources (TDWR) for disposal of the soils.

SWMU No. 1 is bordered on the southern side by an earthen berm, which is about 2 feet by 3 feet by about 80 to 100 feet long. The berm extends about 100 feet south of the southwest corner of the SWMU No. 1. A chain-link security fence is located along the northern and western margins of SWMU No. 1. The original dimensions of the unit were about 180 feet by 106 feet at the surface, extending to a depth of about 7 feet bgs (SPTCo, 1991). Based on these dimensions, SWMU No. 1 would have a capacity of 133,560 cubic feet (about 4,950 cubic yards). According to Southern Pacific Transportation Company (SPTCo) facility representatives, a clay liner was installed during the original construction of SWMU No. 1. No information was available concerning the thickness and engineering properties of the liner.

In 1984, SPTCo closed SWMU No. 1 by excavating the soils and materials contained within the unit. The visual hazardous material was removed along with apparent contaminated soil. An additional 3-inches of soil was then removed. The area was then divided into 50-foot grids which were randomly selected for sampling. Between 10 and 15 grab samples not more than 6-inches deep were homogenized and analyzed for K001 listed waste parameters and polycyclic aromatic hydrocarbons (PAHs). When soil confirmation sample concentrations were lower than those of background samples, the excavated area was backfilled with compacted clay and a groundwater monitoring system was installed (Rollins, 1984).

In 1991, a series of six soil borings were drilled within the same six grid areas that were sampled during the 1984 closure operations (Geo Associates, 1991). Four samples were collected from each of the borings

from the following zones: the surficial clay fill, between the clay fill and the uppermost sand, the uppermost sand, and below the uppermost sand unit. These samples were analyzed for benzene, toluene, ethylbenzene and xylene (BTEX), total petroleum hydrocarbons (TPH) and semi-volatiles.

Bis (2-ethylhexyl) phthalate was detected in two samples at concentrations well below the TCEQ Texas Risk Reduction Program (TRRP) Protective Concentration Limits (PCL). Xylene, ethylbenzene and toluene were also detected, but at concentrations well below the PCL. The 1991 soil sampling results indicated that the source of contamination had been removed by the 1984 closure activities (SPTCo, 1991).

In 1984, the facility then began investigating and monitoring the shallow ground water in the vicinity of SWMU No. 1. Between 1984 and 1991, nine groundwater monitoring wells were installed in the upper zone, and three piezometers were installed in the lower permeable zone. Hydrogeological data collected from these wells and piezometers indicate hydraulic conductivity between the zones. Analytical data compiled from 1984 until 1991 indicated that benzene, toluene, naphthalene, 2,4-dimethylphenol, and phenol were the most frequently detected parameters and that naphthalene was the parameter detected at the highest concentrations. Even though the SWMU was clean closed in 1984, a groundwater release was identified and the facility entered into post-closure care in 1994, updated in 2005, and groundwater monitoring has taken place on a semi-annual basis since that time.

With the 2015 semi-annual analytical data, the SWMU No. 1 monitoring wells have been compliant for 20 consecutive semi-annual monitoring events (10 years). Tables VII.A.1 and VII.A.2 show groundwater monitoring data for the past 16 years (since 2000) for the A-TZ and B-TX, respectively. Concentration versus time graphs for COCs in the A-TZ (2-methylnaphthalene (Figure VII.B), dibenzofuran (Figure VII.C), and naphthalene (Figure VII.D)) and the B-TZ (dibenzofuran (Figure VII.E) and naphthalene (Figure VII.F)) demonstrate that COC concentrations in the A-TZ and B-TZ POC wells have shown a steady decrease over time. Groundwater at the SWMU No. 1 has achieved TCEQ Remedy Standard A response action objectives.

The TCEQ Remediation Division concurred in the Technical Notice of Deficiency (NOD) dated August 5, 2015 that SWMU No. 1 had met the requirements for Remedy Standard A response action objectives for groundwater and that the corrective action monitoring program could be terminated. Therefore SWMU 1 will be monitored through the compliance monitoring program. A Compliance Monitoring Program has been developed and is included in the revised Section IX.

VII.C.1. Post-Closure Care

The primary components for post-closure care for SWMU No. 1 include the following items:

- Maintain vegetative cover;
- Maintain the perimeter security fences, gates and warning signs;
- Maintain the integrity of the groundwater monitoring wells; and
- Monitor the quality of groundwater.

VII.C.1.a. Inspection Schedule

Site inspections will be performed to document site conditions during the post-closure care period. The inspections are scheduled semi-annually and will coincide with the semi-annual sampling events, with additional inspections to be conducted after major storm events and flood conditions. The schedule of inspections is included in Attachment VII.C.1. The Post-Closure Inspection Schedule Record Form (Attachment VII.C.2) will be completed as a record of each inspection.

VII.C.1.b. Security

Security controls will be evaluated at each inspection. The integrity of the entire perimeter fence for the closed area will be inspected. The base of the fence area will be inspected for erosion which may result in space beneath the fence large enough for passage of animals or people. Hinges and locks on gates will be checked for signs of wear or breakage. Surveyed benchmarks will be inspected for damage and replaced as necessary.

VII.C.1.c. Monitoring Wells

Monitoring wells will be inspected for signs of damage, including well pads, casing, locks and protective covers.

VII.C.1.d. Vegetative Cover

The vegetative cover on the closed SWMU No. 1 will be inspected for proper drainage, signs of erosion and loss of vegetative cover. Repairs to the vegetative cover will be made as necessary to correct the effects of settling, subsidence, erosion, or other events. Vegetation may require periodic application of fertilizer, mulch or seed. Mowing will be performed as needed and only periodically to promote the growth of desired vegetation and to block the growth of trees or shrubs.

VII.C.1.e. Corrective Action

Corrective action will be taken within 30 days of discovering a problem at the site, facility unit and/or monitoring wells.

VII.C.2. Facility Contact

The facility contact is:

Mr. Geoffrey B. Reeder, P.G.
Manager, Environmental Site Remediation
Union Pacific Railroad Company
24125 Aldine Westfield Rd.
Spring, TX 77373
Phone: 281-350-7197
Fax: 402-233-2351
gbreeder@up.com

VII.C.2.a. Facility Records

All plans, reports, financial assurance information, correspondence, and related records will be maintained at the following location:

Union Pacific Railroad Company
1400 Douglas St., STOP 1030
Omaha, NE 68179
Phone: 402-544-5000

In accordance with 40 CFR 264.15(b)(2) and (d), copies of all inspection records will be maintained for at least three years from the date of inspection.

VII.C.2.b. Amendment of Plan

In accordance with 40 CFR 264.118(d), a written notification of or a request for a permit modification will be submitted to authorize a change in the post-closure plan. The request will be submitted at least 60 days prior to the proposed change in design or operation, or no later than 60 days after an unexpected event has occurred which has affected the post-closure plan. A copy of the amended post-closure plan will be included in the notification or request.

VII.C.2.c. Certification of Completion of Post-closure Care

The Site is currently in year 20 (2014) of the 30 years required for post-closure care. In accordance with 40 CFR 264.120, no later than 60 days after completion of the established post-closure care period for the closed hazardous waste disposal unit, UPRR will submit, by registered mail, a certification that the post-

closure care period was performed in accordance with the post-closure care plan. The certification will be signed by UPRR and an independent registered professional engineer.

VII.C.3. Proposed Post-Closure Use of Property

UPRR intends to maintain the Site as an open vegetated area with restricted access. The regulated unit will be part of the on-site Plume Management Zone (PMZ) discussed in detail in Section XI – Compliance Plan Attachment D of this Permit application. Any future use of the site would be contingent upon approval of the TCEQ.

VII.C.4. Closure Under Interim Status

The surface impoundment is not closed under interim status.

VII.D. POST-CLOSURE COST ESTIMATE

A detailed cost estimate for post-closure care is summarized in Table VII.D of the Part B renewal application form included with the post-closure care plan. These costs cover semi-annual sampling and mowing for the ten years left for the post-closure care period.

ATTACHMENTS

ATTACHMENT VII.C.1
POST-CLOSURE INSPECTION SCHEDULE RECORD FORM
UNION PACIFIC RAILROAD HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS SWR NO. 31547, EPA ID TXD000820266

Inspection Date and Time: _____

Inspector's Name: _____

Inspector's Signature: _____

Facility Units(s) and Basic Elements	Possible Error, Malfunction, or Deterioration	Frequency of Inspection	Status	
			Acceptable	Unacceptable
Security Fencing	Damaged, broken/loose fencepost	Semi-annually & after storm/flood event		
	Loose or broken barbed wire			
	Damaged fence			
	Damaged gate			
	Inoperable gate locks			
Warning Signs	Missing, damaged or illegible signs	Same as above		
Surveyed Benchmarks	Benchmarks missing or damaged	Same as above		
Groundwater Monitor Wells	Well cap condition poor, broken, poor seal	Same as above		
	Lock function sticks, inoperable			
	Casing condition bent, torn, missing			
	Concrete pad cracked, broken, missing			
Final Cover	Settlement or subsidence	Same as above		
	Damage or erosion to cover			
	Erosion/undercutting at perimeters			
	Shrubs/trees with long root systems present			
Drainage Structures	Grass requires mowing, treatment or repairs	Same as above		
	Debris or sediment restrict flow			
	Erosion or undercutting			
	Inadequate drainage away from cover			
Comments:				

Note: In accordance with 40 CFR 264.15(b) and (d), copies of the inspection records will be maintained for at least three years from the date of inspection.

**ATTACHMENT VII.C.2
INSPECTION SCHEDULE
UNION PACIFIC RAILROAD HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS SWR NO. 31547, EPA ID TXD000820266**

Facility Unit(s) and Basic Elements	Possible Error, Malfunction, or Deterioration	Frequency of Inspection
Security Fencing	Damaged, broken/loose fencepost	Semi-annually & after major storm/flood event
Security Fencing	Loose or broken barbed wire	Semi-annually & after major storm/flood event
Security Fencing	Damaged fence	Semi-annually & after major storm/flood event
Security Fencing	Damaged gate	Semi-annually & after major storm/flood event
Security Fencing	Inoperable gate locks	Semi-annually & after major storm/flood event
Warning Signs	Missing, damaged or illegible signs	Semi-annually & after major storm/flood event
Surveyed Benchmarks	Benchmarks missing or damaged	Semi-annually & after major storm/flood event
Groundwater Monitor Wells	Well cap condition poor, broken, poor seal	Semi-annually & after major storm/flood event
Groundwater Monitor Wells	Lock function sticks, inoperable	Semi-annually & after major storm/flood event
Groundwater Monitor Wells	Casing condition bent, torn, missing	Semi-annually & after major storm/flood event
Groundwater Monitor Wells	Concrete pad cracked, broken, missing	Semi-annually & after major storm/flood event
Final Cover	Settlement or subsidence	Semi-annually & after major storm/flood event
Final Cover	Damage or erosion to cover	Semi-annually & after major storm/flood event
Final Cover	Erosion/undercutting at perimeters	Semi-annually & after major storm/flood event
Final Cover	Shrubs/trees with long root systems present	Semi-annually & after major storm/flood event
Drainage Structures	Grass requires mowing, treatment or repairs	Semi-annually & after major storm/flood event
Drainage Structures	Debris or sediment restrict flow	Semi-annually & after major storm/flood event
Drainage Structures	Erosion or undercutting	Semi-annually & after major storm/flood event
Drainage Structures	Inadequate drainage away from clay cap	Semi-annually & after major storm/flood event

RESPONSE TO COMMENT T19(2)

SECTION VII

Table VII.D. - Unit Post-Closure Cost Estimate

Task	Cost
SWMU No. 1	
Task 1 – Post-Closure Care Inspections and Maintenance	\$10,350
Task 2 – Sample Collection and Analysis	\$11,650.64
Task 3 – Annual Groundwater Monitoring Report	\$5,000
subtotal	\$27,000.64
Contingency (10% minimum)	\$2,700.06
Total Unit Post-Closure Care Cost x 10 yrs.	\$297,007.00 (2015) (10 years)
SWMU No. 1	
Task 4 – Well Casing Surveys (occurs every 5 years)	\$10,219
Task 5 – Groundwater POC plugging	\$12,315
subtotal	\$22,534
Contingency (10% minimum)	\$2,253
Total Unit Post-Closure Care Cost (one time cost)	\$24,787 (2015) (one time cost)
Total Permitted Facility Post-Closure Cost (all unit costs combined)	
	\$321,794 (2015)



*Consulting Engineers
and Scientists*

PASTOR, BEHLING & WHEELER, LLC
2201 Double Creek Drive, Suite 4004
Round Rock, TX 78664

*Tel (512) 671-3434
Fax (512) 671-3446*

July 1, 2016
PBW Project No. 1358

Mr. Geoffrey Reeder
Union Pacific Railroad
24125 Aldine Westfield Road
Spring, TX 77373

**Subject: Cost Estimate to Perform Post-Closure Care Activities
Former Houston Wood Preserving Works, Houston, Texas
Solid Waste Management Unit (SWMU) No. 1 – Closed Surface Impoundment
Hazardous Waste Permit/Compliance Plan No. 50343**

Dear Mr. Reeder:

Pastor, Behling & Wheeler, LLC (PBW) developed this cost estimate for post-closure care activities at the Closed Surface Impoundment (Solid Waste Management Unit (SWMU) No. 1) at the Union Pacific Railroad (UPRR) former Houston Wood Preserving Works facility in Houston, Texas (the Site). These activities include following post-closure care activities:

- Conducting semi-annual Post-Closure inspections,
- Conducting semi-annual groundwater point of compliance (POC) sampling events;
- Preparing annual groundwater monitoring reports.
- Re-surveying the groundwater POC monitoring wells every five years; and
- Plugging and abandoning the groundwater POC monitoring wells following the post-closure care period.

This proposal includes a scope of work description, a cost estimate, and proposed schedule. All costs are shown on the attached Table 1.

SCOPE OF WORK

TASK 1 – POST CLOSURE CARE INSPECTIONS AND MAINTENANCE

As part of the post-closure care, semi-annual Post-Closure Inspections as required by the Section III.D of the Permit will be conducted. Following the inspections, a Post-Closure Inspection Form will be completed and sent to UPRR to be included in the facility's operating record maintained by UPRR.

TASK 2 - SAMPLE COLLECTION AND ANALYSIS

The cost estimate assumes that water levels and total depths will be measured, and groundwater samples will be collected from the ten groundwater POC monitoring wells on a semi-annual basis in accordance with the updated Post-Closure Care Permit. Groundwater purged from monitoring wells will be containerized, temporarily stored on-site, profiled for waste characteristics, and transported and disposed of off-site at a permitted disposal facility. Laboratory analysis will be performed for the list of detected hazardous and solid waste constituents listed in the Permit (selected list of semi-volatile organic

compounds (SVOCs) by EPA Method 8270). Costs for groundwater sampling assumes quality assurance/quality control (QA/QC) samples will be collected.

Costs also assume transportation and disposal of purge water from the semi-annual sampling events. Cost assume the purge water will be considered to contain listed hazardous waste unless a “contained-in” determination is conducted.

TASK 3 - GROUNDWATER MONITORING REPORT PREPARATION

An annual groundwater monitoring report, consistent with the requirements specified in Section II.B.10 and VI.G of the Post-Closure Care Permit, will be prepared following the second semi-annual groundwater sampling event. As part of this report, a data usability summary detailing the evaluation of laboratory data will be performed.

TASK 4 – WELL CASING ELEVATION SURVEYS

The top of casing elevations of the ten groundwater POC monitoring wells will be surveyed by a licensed surveyor once every five years. This information will be used to satisfy Attachment F, Provision 16 of the final permit (“The Permittee shall compare old and new elevations from previously surveyed wells and determine a frequency of surveying not to exceed five (5) year intervals.”).

TASK 5 – GROUNDWATER POC MONITORING WELL PLUGGING AND ABANDONMENT

Once the Site has achieved the post-closure care requirements, the groundwater POC monitoring wells will be plugged and abandoned in accordance with 16 TAC §76.1004. The cost estimate is based on current costs for conducting this activity.

COST ESTIMATE

PBW prepared the following cost estimate table based on reasonable current costs and rates.

Task	Labor Costs	Outside Services	Expenses	Total Cost
Task 1 – Post-Closure Care Inspections and Maintenance	\$800/yr	\$10,500/yr	\$0	\$11,300/yr
Task 2 – Sample Collection and Analysis	\$3,000/yr	\$5,100/yr	\$500/yr	\$8,600/yr
Task 3- Annual Groundwater Monitoring Report	\$5,000/yr	\$0/yr	\$0/yr	\$5,000/yr
Total Annual Sub Total				\$24,900
Total Years Used for Remaining Post-Closure Care				10
SWMU No. 1 Post-Closure Care Cost Estimate				\$249,000
Task 4 – Well Casing Surveys (every 5 yrs)	\$1,000/5yrs	\$3,500/5yrs	\$200/5yrs	\$8,540/5yrs
Task 5 – Groundwater POC plugging	\$1,500	\$7,340	\$200	\$9,040
Total Other Costs (10 yrs)				\$26,120
Annual and Other Costs Sub Total				\$275,120
10% Contingency				\$27,512
Grand Total SWMU 1 Post-Closure Care Estimate				\$302,632

Mr. Geoffrey Reeder
July 1, 2016
Page 3 of 3

If you have any questions or comments on the cost estimate or assumptions for the estimate, please call us at (512) 671-3434.

Sincerely

PASTOR, BEHLING & WHEELER, LLC

A handwritten signature in black ink, appearing to read "Eric Matzner", written in a cursive style.

Eric Matzner, P.G.
Associate Hydrogeologist

RESPONSE TO COMMENT T20(2)

SECTION VIII

March 24, 2016

Executive Director
Texas Commission on Environmental Quality
Financial Assurance Section, MC 184
P.O. Box 13087
Austin, TX 78711-3087

Re: Union Pacific Railroad Company, SWR #31547
Financial Assurance Demonstration, Houston - Wood Preserving Works Site

Dear Executive Director:

In accordance with our requirement of the above permit, I am enclosing the following information as a financial assurance demonstration for the Union Pacific Railroad Company:

- 1) Letter from the Chief Financial Officer, with wording as specified in 30 TAC §37.351.
- 2) A copy of the independently audited year-end financial statements.
- 3) A special report from an independent certified public accountant.
- 4) A written verification of the current bond rating.
- 5) A schedule identifying intangible assets used to calculate tangible net worth.
- 6) A Corporate Guarantee.

The total amount of financial assurance is the amount approved in the permit, \$322,000, and the compliance plan, \$231,000.

If you have any questions relating to this submittal please contact me at (402) 544-3675.

Sincerely,



Jeffrey D. McDermott, P.E.
Manager Environmental Site Remediation
Union Pacific Railroad Company
1400 Douglas Street – Stop 1030
Omaha, NE 68179

Enclosures

C: Geoffrey Reeder, UP
TCEQ, Industrial and Hazardous Waste Division - Permits Section
Donna Phillips, TCEQ, Region 12 Office, Houston, TX
U. S. EPA Region VI, Director, Hazardous Waste Management Division

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2015

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-6075

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

UTAH

(State or other jurisdiction of
incorporation or organization)

13-2626465

(I.R.S. Employer
Identification No.)

1400 DOUGLAS STREET, OMAHA, NEBRASKA

(Address of principal executive offices)

68179

(Zip Code)

(402) 544-5000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each Class

Name of each exchange on which registered

Common Stock (Par Value \$2.50 per share)

New York Stock Exchange, Inc.

- Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No
- Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No
- Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No
- Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No
- Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.
- Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.
Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
- Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2015, the aggregate market value of the registrant's Common Stock held by non-affiliates (using the New York Stock Exchange closing price) was \$82.7 billion.

The number of shares outstanding of the registrant's Common Stock as of January 29, 2016 was 846,414,350.

Documents Incorporated by Reference – Portions of the registrant’s definitive Proxy Statement for the Annual Meeting of Shareholders to be held on May 12, 2016, are incorporated by reference into Part III of this report. The registrant’s Proxy Statement will be filed with the Securities and Exchange Commission pursuant to Regulation 14A.

**UNION PACIFIC CORPORATION
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Fellow Shareholders:

This past year was a difficult one in many respects, but our team did outstanding work in the face of dramatic declines in volumes and shifts in our business mix. Although our earnings per share of \$5.49 fell short of last year's record of \$5.75 per share, we were able to improve our operating ratio to a record low 63.1 percent, 0.4 points better than 2014. Our return on invested capital* of 14.3 percent also fell short of last year's all-time high of 16.2 percent. Despite these shortfalls, Union Pacific was able to increase the cash returned to shareholders in 2015. We increased our quarterly declared dividend per share by 10 percent, with total dividends declared per share for 2015 growing 15 percent compared to the full year 2014. We also repurchased \$3.5 billion in Union Pacific shares, a 7 percent increase compared to 2014.

Union Pacific experienced a 6 percent decline in volume last year. Carloadings declined in five of our six commodity groups. Low natural gas prices and high coal inventory levels led to a significant reduction in our Coal volumes. Declines in shale drilling activity due to lower energy prices drove reductions in frac sand shipments. Steel shipments also declined due to lower drilling activity as well as from the strength of the U.S. dollar. Lower grain commodity prices, abundant worldwide inventories, and a strong U.S. Dollar negatively impacted grain shipments. International intermodal shipments declined as a result of the West Coast port work disruptions and higher than normal retail inventory levels. Crude oil shipments declined as a result of lower crude oil prices and unfavorable spreads, while fertilizer shipments also declined year-over-year due to the uncertainty of grain commodity prices. Increased auto production and vehicle sales drove strong growth in Automotive, our only business group which experienced volume growth in 2015.

As volumes began to decrease from 2014 levels, we were effective in aligning our resources to meet demand, while safely and efficiently serving our customers. Our operating metrics showed a step function improvement throughout last year. Average system velocity, as reported to the AAR, increased 6 percent and average terminal dwell decreased 3 percent when compared to 2014. By year end, our velocity was at an all-time best for that level of demand, and we continue to drive toward further network improvement.

2015 was a strong year for employee safety performance. Our reportable personal injury rate of 0.87 declined 11 percent from last year, and was an all-time record low. As we move forward, we continue to utilize our safety strategy to yield record results on our way toward achieving our ultimate goal of an incident free environment. We have an unrelenting focus on risk reduction through internal programs such as Courage to Care and Total Safety Culture. This is the cornerstone of our safety strategy so that every employee returns home safely at the end of each day.

Our robust capital program helps ensure we have the resources and network capacity required to efficiently handle our current volumes and future growth, while improving our network fluidity and generating returns for our shareholders. We invested \$4.3 billion in 2015 strengthening the franchise. This included \$1.9 billion in replacement capital to harden our infrastructure, and to improve the safety and resiliency of our network. In addition, we spent \$1.1 billion on locomotives and other equipment, and nearly \$700 million on new capacity and commercial facilities. We also spent almost \$400 million toward completing the federally mandated Positive Train Control project. The deadline for completing PTC was extended to December 31, 2018, and we will continue to work diligently to safely complete this mandate.

Overall economic conditions, uncertainty in the energy markets, commodity prices, and the strength of the U.S. dollar will continue to have a major impact on our business this year. We are well-positioned to serve customers in existing markets as they rebound. The strength and diversity of the Union Pacific franchise also will provide tremendous opportunities for new business development as both domestic and global markets evolve.

When combined with our unrelenting focus on safety, productivity, and service, these opportunities will translate into an excellent experience for our customers and strong value for our shareholders in the years ahead.



Chairman, President and Chief Executive Officer

*See Item 7 of this report for reconciliations to U.S. GAAP.

DIRECTORS AND SENIOR MANAGEMENT

BOARD OF DIRECTORS

Andrew H. Card, Jr.

President
Franklin Pierce University
*Board Committees: Audit,
Compensation and Benefits*

Erroll B. Davis, Jr.

Former Chairman,
President & CEO
Alliant Energy Corporation
*Board Committees: Compensation
and Benefits (Chair), Corporate
Governance and Nominating*

David B. Dillon

Former Chairman
The Kroger Company
*Board Committees: Audit,
Compensation and Benefits*

Lance M. Fritz

Chairman, President and
Chief Executive Officer
Union Pacific Corporation and
Union Pacific Railroad Company

Judith Richards Hope

Emerita Professor of Law and
Distinguished Visitor from Practice
Georgetown University Law Center
*Board Committees: Corporate
Governance and Nominating,
Finance*

Charles C. Krulak

General, USMC, Ret.
Board Committees: Audit, Finance

Michael R. McCarthy

Chairman
McCarthy Group, LLC
*Board Committees: Corporate
Governance and Nominating,
Finance (Chair)*

Michael W. McConnell

General Partner and
Former Managing Partner
Brown Brothers Harriman & Co.
*Board Committees: Audit (Chair),
Finance*

Thomas F. McLarty III

President
McLarty Associates
*Board Committees: Finance,
Corporate Governance and
Nominating*

Steven R. Rogel

Former Chairman
Weyerhaeuser Company
*Lead Independent Director
Board Committees: Compensation
and Benefits, Corporate Governance
and Nominating (Chair)*

Jose H. Villarreal

Advisor
Akin, Gump, Strauss, Hauer &
Feld, LLP
*Board Committees: Audit,
Compensation and Benefits*

SENIOR MANAGEMENT

Lance M. Fritz

Chairman, President and
Chief Executive Officer
Union Pacific Corporation and
Union Pacific Railroad Company

Eric L. Butler

Executive Vice President-
Marketing and Sales
Union Pacific Railroad Company

Diane K. Duren

Executive Vice President and
Corporate Secretary
Union Pacific Corporation

Mary Sanders Jones

Vice President and Treasurer
Union Pacific Corporation

D. Lynn Kelley

Senior Vice President-Supply and
Continuous Improvement
Union Pacific Railroad Company

Robert M. Knight, Jr.

Executive Vice President-Finance
and Chief Financial Officer
Union Pacific Corporation

Scott D. Moore

Senior Vice President-
Corporate Relations
Union Pacific Corporation

Joseph E. O'Connor, Jr.

Vice President-Labor Relations
Union Pacific Railroad Company

Patrick J. O'Malley

Vice President-Taxes and General
Tax Counsel
Union Pacific Corporation

Michael A. Rock

Vice President-External Relations
Union Pacific Corporation

Todd M. Rynaski

Vice President and Controller
Union Pacific Corporation

Cameron A. Scott

Executive Vice President -
Operations
Union Pacific Railroad Company

Lynden L. Tennison

Senior Vice President and
Chief Information Officer
Union Pacific Corporation

James J. Theisen, Jr.

Associate General Counsel and
Interim Chief of Legal Staff
Union Pacific Corporation

PART I

Item 1. Business

GENERAL

Union Pacific Railroad Company is the principal operating company of Union Pacific Corporation. One of America's most recognized companies, Union Pacific Railroad Company links 23 states in the western two-thirds of the country by rail, providing a critical link in the global supply chain. The Railroad's diversified business mix includes Agricultural Products, Automotive, Chemicals, Coal, Industrial Products and Intermodal. Union Pacific serves many of the fastest-growing U.S. population centers, operates from all major West Coast and Gulf Coast ports to eastern gateways, connects with Canada's rail systems and is the only railroad serving all six major Mexico gateways. Union Pacific provides value to its roughly 10,000 customers by delivering products in a safe, reliable, fuel-efficient and environmentally responsible manner.

Union Pacific Corporation was incorporated in Utah in 1969 and maintains its principal executive offices at 1400 Douglas Street, Omaha, NE 68179. The telephone number at that address is (402) 544-5000. The common stock of Union Pacific Corporation is listed on the New York Stock Exchange (NYSE) under the symbol "UNP".

For purposes of this report, unless the context otherwise requires, all references herein to "UPC", "Corporation", "Company", "we", "us", and "our" shall mean Union Pacific Corporation and its subsidiaries, including Union Pacific Railroad Company, which we separately refer to as "UPRR" or the "Railroad".

Available Information – Our Internet website is www.up.com. We make available free of charge on our website (under the "Investors" caption link) our Annual Reports on Form 10-K; our Quarterly Reports on Form 10-Q; eXtensible Business Reporting Language (XBRL) documents; our current reports on Form 8-K; our proxy statements; Forms 3, 4, and 5, filed on behalf of our directors and certain executive officers; and amendments to such reports filed or furnished pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act). We provide these reports and statements as soon as reasonably practicable after such material is electronically filed with, or furnished to, the Securities and Exchange Commission (SEC). We also make available on our website previously filed SEC reports and exhibits via a link to EDGAR on the SEC's Internet site at www.sec.gov. Additionally, our corporate governance materials, including By-Laws, Board Committee charters, governance guidelines and policies, and codes of conduct and ethics for directors, officers, and employees are available on our website. From time to time, the corporate governance materials on our website may be updated as necessary to comply with rules issued by the SEC and the NYSE or as desirable to promote the effective and efficient governance of our Company. Any security holder wishing to receive, without charge, a copy of any of our SEC filings or corporate governance materials should send a written request to: Secretary, Union Pacific Corporation, 1400 Douglas Street, Omaha, NE 68179.

We have included the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) certifications regarding our public disclosure required by Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31(a) and (b) to this report.

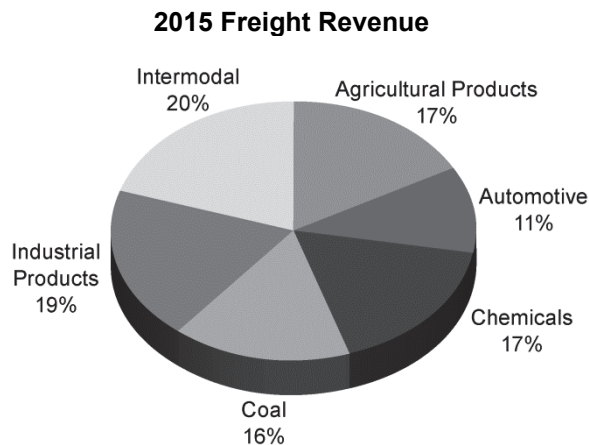
References to our website address in this report, including references in Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7, are provided as a convenience and do not constitute, and should not be deemed, an incorporation by reference of the information contained on, or available through, the website. Therefore, such information should not be considered part of this report.

OPERATIONS

The Railroad, along with its subsidiaries and rail affiliates, is our one reportable operating segment. Although we provide revenue by commodity group, we analyze the net financial results of the Railroad as one segment due to the integrated nature of our rail network. Additional information regarding our business and operations, including revenue and financial information and data and other information regarding environmental matters, is presented in Risk Factors, Item 1A; Legal Proceedings, Item 3; Selected Financial Data, Item 6; Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7; and the Financial Statements and Supplementary Data, Item 8 (which include information regarding revenues, statements of income, and total assets).

Operations – UPRR is a Class I railroad operating in the U.S. We have 32,084 route miles, linking Pacific Coast and Gulf Coast ports with the Midwest and eastern U.S. gateways and providing several corridors to key Mexican gateways. We serve the Western two-thirds of the country and maintain coordinated schedules with other rail carriers to move freight to and from the Atlantic Coast, the Pacific Coast, the Southeast, the Southwest, Canada, and Mexico. Export and import traffic moves through Gulf Coast and Pacific Coast ports and across the Mexican and Canadian borders. Our freight traffic consists of bulk,

manifest, and premium business. Bulk traffic primarily consists of coal, grain, soda ash, ethanol, rock and crude oil shipped in unit trains – trains transporting a single commodity from one source to one destination. Manifest traffic includes individual carload or less than train-load business involving commodities such as lumber, steel, paper, food and chemicals. The transportation of finished vehicles, auto parts, intermodal containers and truck trailers are included as part of our premium business. In 2015, we generated freight revenues totaling \$20.4 billion from the following six commodity groups:



Agricultural Products – Transportation of grains, commodities produced from these grains, and food and beverage products generated 17% of the Railroad’s 2015 freight revenue. We access most major grain markets, linking the Midwest and Western U.S. producing areas to export terminals in the Pacific Northwest and Gulf Coast ports, as well as Mexico. We also serve significant domestic markets, including grain processors, animal feeders and ethanol producers in the Midwest, West, South and Rocky Mountain states. Unit trains, which transport a single commodity between producers and export terminals or domestic markets, represent approximately 40% of our agricultural shipments.

Automotive – We are the largest automotive carrier west of the Mississippi River and operate or access over 40 vehicle distribution centers. The Railroad’s extensive franchise serves five vehicle assembly plants and connects to West Coast ports, Mexico gateways and the Gulf of Mexico to accommodate both import and export shipments. In addition to transporting finished vehicles, UPRR provides expedited handling of automotive parts in both boxcars and intermodal containers destined for Mexico, the U.S. and Canada. The automotive group generated 11% of Union Pacific’s freight revenue in 2015.

Chemicals – Transporting chemicals generated 17% of our freight revenue in 2015. The Railroad’s unique franchise serves the chemical producing areas along the Gulf Coast, where roughly 60% of the Company’s chemical business originates, terminates or travels. Our chemical franchise also accesses chemical producers in the Rocky Mountains and on the West Coast. The Company’s chemical shipments include six categories: industrial chemicals, plastics, fertilizer, petroleum and liquid petroleum gases, crude oil and soda ash. Currently, these products move primarily to and from the Gulf Coast region. Fertilizer movements originate in the Gulf Coast region, the western U.S. and Canada (through interline access) for delivery to major agricultural users in the Midwest, western U.S., as well as abroad. Soda ash originates in southwestern Wyoming and California, destined for chemical and glass producing markets in North America and abroad.

Coal – Shipments of coal and petroleum coke accounted for 16% of our freight revenue in 2015. The Railroad’s network supports the transportation of coal and petroleum coke to independent and regulated power companies and industrial facilities throughout the U.S. Through interchange gateways and ports, UPRR’s reach extends to eastern U.S. utilities, Mexico, Europe and Asia. Water terminals allow the Railroad to move western U.S. coal east via the Mississippi and Ohio Rivers, as well as the Great Lakes. Export coal moves through West Coast ports to Asia and through the Mississippi River and Houston to Europe. Coal traffic originating in the Southern Powder River Basin (SPRB) area of Wyoming is the largest segment of the Railroad’s coal business.

Industrial Products – Our extensive network facilitates the movement of numerous commodities between thousands of origin and destination points throughout North America. The Industrial Products group consists of several categories, including construction products, minerals, consumer goods, metals, lumber, paper, and other miscellaneous products. In 2015, this group generated 19% of our total freight revenue. Commercial, residential and governmental infrastructure investments drive shipments of steel,

aggregates (cement components), cement and wood products. Oil and gas drilling generates demand for raw steel, finished pipe, frac sand, stone and drilling fluid commodities. Industrial and light manufacturing plants receive steel, nonferrous materials, minerals and other raw materials. Paper and packaging commodities, as well as appliances, move to major metropolitan areas for consumers. Lumber shipments originate primarily in the Pacific Northwest and western Canada and move throughout the U.S. for use in new home construction and repair and remodeling.

Intermodal – Our Intermodal business includes two segments: international and domestic. International business consists of import and export container traffic that mainly passes through West Coast ports served by UPRR's extensive terminal network. Domestic business includes container and trailer traffic picked up and delivered within North America for intermodal marketing companies (primarily shipper agents and logistics companies), as well as truckload carriers. Less-than-truckload and package carriers with time-sensitive business requirements are also an important part of domestic shipments. Together, our international and domestic Intermodal business generated 20% of our 2015 freight revenue.

Seasonality – Some of the commodities we carry have peak shipping seasons, reflecting either or both the nature of the commodity and the demand cycle for the commodity (such as certain agricultural and food products that have specific growing and harvesting seasons). The peak shipping seasons for these commodities can vary considerably each year depending upon various factors, including the strength of domestic and international economies and currencies and the strength of harvests and market prices for agricultural products. In response to an annual request from the Surface Transportation Board (STB) to all of the Class I railroads operating in the U.S., we submit a publicly available letter during the third quarter detailing our plans for handling traffic during the third and fourth quarters each year and provide other information requested by the STB.

Working Capital – At December 31, 2015 and 2014, we had a modest working capital surplus, which provides enhanced liquidity. In addition, we believe we have adequate access to capital markets to meet any foreseeable cash requirements, and we have sufficient financial capacity to satisfy our current liabilities.

Competition – We are subject to competition from other railroads, motor carriers, ship and barge operators, and pipelines. Our main railroad competitor is Burlington Northern Santa Fe LLC. Its primary subsidiary, BNSF Railway Company (BNSF), operates parallel routes in many of our main traffic corridors. In addition, we operate in corridors served by other railroads and motor carriers. Motor carrier competition exists for five of our six commodity groups (excluding most coal shipments). Because of the proximity of our routes to major inland and Gulf Coast waterways, barges can be particularly competitive, especially for grain and bulk commodities in certain areas where we operate. In addition to price competition, we face competition with respect to transit times, quality and reliability of service from motor carriers and other railroads. Motor carriers in particular can have an advantage over railroads with respect to transit times and timeliness of service. However, railroads are much more fuel-efficient than trucks, which reduces the impact of transporting goods on the environment and public infrastructure, and we have been making efforts to convert certain truck traffic to rail. Additionally, we must build or acquire and maintain our rail system; trucks and barges are able to use public rights-of-way maintained by public entities. Any of the following could also affect the competitiveness of our transportation services for some or all of our commodities: (i) improvements or expenditures materially increasing the quality or reducing the costs of these alternative modes of transportation, (ii) legislation that eliminates or significantly reduces the size or weight limitations applied to motor carriers, or (iii) legislation or regulatory changes that impose operating restrictions on railroads or that adversely affect the profitability of some or all railroad traffic. Finally, many movements face product or geographic competition where our customers can use different products (e.g. natural gas instead of coal, sorghum instead of corn) or commodities from different locations (e.g. grain from states or countries that we do not serve, crude oil from different regions). Sourcing different commodities or different locations allows shippers to substitute different carriers and such competition may reduce our volume or constrain prices. For more information regarding risks we face from competition, see the Risk Factors in Item 1A of this report.

Key Suppliers – We depend on two key domestic suppliers of high horsepower locomotives. Due to the capital intensive nature of the locomotive manufacturing business and sophistication of this equipment, potential new suppliers face high barriers of entry into this industry. Therefore, if one of these domestic suppliers discontinues manufacturing locomotives for any reason, including insolvency or bankruptcy, we could experience a significant cost increase and risk reduced availability of the locomotives that are necessary to our operations. Additionally, for a high percentage of our rail purchases, we utilize two steel producers (one domestic and one international) that meet our specifications. Rail is critical for

maintenance, replacement, improvement, and expansion of our network and facilities. Rail manufacturing also has high barriers of entry, and, if one of those suppliers discontinues operations for any reason, including insolvency or bankruptcy, we could experience cost increases and difficulty obtaining rail.

Employees – Approximately 85% of our 47,457 full-time-equivalent employees are represented by 14 major rail unions. On January 1, 2015, current labor agreements became subject to modification and we began the current round of negotiations with the unions. Existing agreements remain in effect until new agreements are reached or the Railway Labor Act's procedures (which include mediation, cooling-off periods, and the possibility of Presidential Emergency Boards and Congressional intervention) are exhausted. Contract negotiations historically continue for an extended period of time and we rarely experience work stoppages while negotiations are pending.

Railroad Security – Our security efforts consist of a wide variety of measures including employee training, engagement with our customers, training of emergency responders, and partnerships with numerous federal, state, and local government agencies. While federal law requires us to protect the confidentiality of our security plans designed to safeguard against terrorism and other security incidents, the following provides a general overview of our security initiatives.

UPRR Security Measures – We maintain a comprehensive security plan designed to both deter and respond to any potential or actual threats as they arise. The plan includes four levels of alert status, each with its own set of countermeasures. We employ our own police force, consisting of more than 250 commissioned and highly-trained officers. Our employees also undergo recurrent security and preparedness training, as well as federally-mandated hazardous materials and security training. We regularly review the sufficiency of our employee training programs. We maintain the capability to move critical operations to back-up facilities in different locations.

We operate an emergency response management center 24 hours a day. The center receives reports of emergencies, dangerous or potentially dangerous conditions, and other safety and security issues from our employees, the public, law enforcement and other government officials. In cooperation with government officials, we monitor both threats and public events, and, as necessary, we may alter rail traffic flow at times of concern to minimize risk to communities and our operations. We comply with the hazardous materials routing rules and other requirements imposed by federal law. We also design our operating plan to expedite the movement of hazardous material shipments to minimize the time rail cars remain idle at yards and terminals located in or near major population centers. Additionally, in compliance with Transportation Security Agency regulations, we deployed information systems and instructed employees in tracking and documenting the handoff of Rail Security Sensitive Materials with customers and interchange partners.

We also have established a number of our own innovative safety and security-oriented initiatives ranging from various investments in technology to The Officer on the Train program, which provides local law enforcement officers with the opportunity to ride with train crews to enhance their understanding of railroad operations and risks. Our staff of information security professionals continually assesses cyber security risks and implements mitigation programs that evolve with the changing technology threat environment. To date, we have not experienced any material disruption of our operations due to a cyber threat or attack directed at us.

Cooperation with Federal, State, and Local Government Agencies – We work closely on physical and cyber security initiatives with government agencies, including the DOT and the Department of Homeland Security (DHS) as well as local police departments, fire departments, and other first responders. In conjunction with the Association of American Railroads (AAR), we sponsor Ask Rail, a mobile application which provides first responders with secure links to electronic information, including commodity and emergency response information required by emergency personnel to respond to accidents and other situations. We also participate in the National Joint Terrorism Task Force, a multi-agency effort established by the U.S. Department of Justice and the Federal Bureau of Investigation to combat and prevent terrorism.

We work with the Coast Guard, U.S. Customs and Border Protection (CBP), and the Military Transport Management Command, which monitor shipments entering the UPRR rail network at U.S. border crossings and ports. We were the first railroad in the U.S. to be named a partner in CBP's Customs-Trade Partnership Against Terrorism, a partnership designed to develop, enhance, and maintain effective security processes throughout the global supply chain.

Cooperation with Customers and Trade Associations – Through TransCAER (Transportation Community Awareness and Emergency Response) we work with the AAR, the American Chemistry Council, the American Petroleum Institute, and other chemical trade groups to provide communities with preparedness tools, including the training of emergency responders. In cooperation with the Federal Railroad Administration (FRA) and other interested groups, we are also working to develop additional improvements to tank car design that will further limit the risk of releases of hazardous materials.

GOVERNMENTAL AND ENVIRONMENTAL REGULATION

Governmental Regulation – Our operations are subject to a variety of federal, state, and local regulations, generally applicable to all businesses. (See also the discussion of certain regulatory proceedings in Legal Proceedings, Item 3.)

The operations of the Railroad are also subject to the regulatory jurisdiction of the STB. The STB has jurisdiction over rates charged on certain regulated rail traffic; common carrier service of regulated traffic; freight car compensation; transfer, extension, or abandonment of rail lines; and acquisition of control of rail common carriers. In 2015, the STB continued its efforts to explore whether to expand rail regulation. The STB requested parties to discuss the STB's methodology for determining railroad revenue adequacy and the possible use of a revenue adequacy constraint in regulating railroad rates. The STB conducted a hearing on expanding and easing procedures for grain rate complaints.

The Surface Transportation Board Reauthorization Act of 2015 became law on December 18, 2015. The legislation increased the number of STB board members from three to five, requires the STB to post quarterly reports on rate reasonableness cases and maintain a database on service complaints, and grants the STB authority to initiate investigations, among other things.

The operations of the Railroad also are subject to the regulations of the FRA and other federal and state agencies. On January 12, 2010, the FRA issued initial rules governing installation of Positive Train Control (PTC) by the end of 2015. The final regulation was issued on August 8, 2014. Although still under further development, PTC is a collision avoidance technology intended to override engineer controlled locomotives and stop train-to-train and overspeed accidents, misaligned switch derailments, and unauthorized entry to work zones. Through 2015, we have invested approximately \$2.0 billion in the ongoing development of PTC.

Following the issuance of the initial rules, the FRA acknowledged that projected costs will exceed projected benefits by a ratio of at least 22 to one, and we estimate that our final costs will be higher than those assumed by the FRA. On October 29, 2015, Congress extended the December 31, 2015 PTC implementation deadline until December 31, 2018. The PTC implementation deadline may be extended to December 31, 2020, provided certain other criteria are satisfied. We are planning to submit our required PTC safety plan to the FRA in the first half of 2016.

On May 1, 2015, the Pipeline and Hazardous Materials Safety Administration (PHMSA) issued final rules governing the transportation of flammable liquids. The final rule included provisions for improved tank car standards, braking system requirements, community notification, and operating restrictions for certain trains carrying flammable liquids. Subsequently, Congress enacted the Fixing America's Surface Transportation Act, which requires the Government Accountability Office (GAO) to conduct an independent study on the rule's proposed braking system requirements. Pending the outcome of the study, the braking system requirement may be eliminated or revised. We will participate in and monitor the progress of the GAO study.

DOT, the Occupational Safety and Health Administration, PHMSA and DHS, along with other federal agencies, have jurisdiction over certain aspects of safety, movement of hazardous materials and hazardous waste, emissions requirements, and equipment standards. Additionally, various state and local agencies have jurisdiction over disposal of hazardous waste and seek to regulate movement of hazardous materials in ways not preempted by federal law.

Environmental Regulation – We are subject to extensive federal and state environmental statutes and regulations pertaining to public health and the environment. The statutes and regulations are administered and monitored by the Environmental Protection Agency (EPA) and by various state environmental agencies. The primary laws affecting our operations are the Resource Conservation and Recovery Act, regulating the management and disposal of solid and hazardous wastes; the Comprehensive Environmental Response, Compensation, and Liability Act, regulating the cleanup of

contaminated properties; the Clean Air Act, regulating air emissions; and the Clean Water Act, regulating waste water discharges.

Information concerning environmental claims and contingencies and estimated remediation costs is set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Environmental, Item 7 and Note 18 to the Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Item 1A. Risk Factors

The information set forth in this Item 1A should be read in conjunction with the rest of the information included in this report, including Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7, and Financial Statements and Supplementary Data, Item 8.

We Must Manage Fluctuating Demand for Our Services and Network Capacity – If there is significant demand for our services that exceeds the designed capacity of our network, we may experience network difficulties, including congestion and reduced velocity, that could compromise the level of service we provide to our customers. This level of demand may also compound the impact of weather and weather-related events on our operations and velocity. Although we continue to improve our transportation plan, add capacity, improve operations at our yards and other facilities, and improve our ability to address surges in demand for any reason with adequate resources, we cannot be sure that these measures will fully or adequately address any service shortcomings resulting from demand exceeding our planned capacity. We may experience other operational or service difficulties related to network capacity, dramatic and unplanned fluctuations in our customers' demand for rail service with respect to one or more commodities or operating regions, or other events that could negatively impact our operational efficiency, any of which could have a material adverse effect on our results of operations, financial condition, and liquidity. In the event that we experience significant reductions in demand for rail services with respect to one or more commodities or changes in consumer preferences that affect the businesses of our customers, we may experience increased costs associated with resizing our operations, including higher unit operating costs and costs for the storage of locomotives, rail cars, and other equipment; work-force adjustments; and other related activities, which could have a material adverse effect on our results of operations, financial condition, and liquidity.

We Transport Hazardous Materials – We transport certain hazardous materials and other materials, including crude oil, ethanol, and toxic inhalation hazard (TIH) materials, such as chlorine, that pose certain risks in the event of a release or combustion. Additionally, U.S. laws impose common carrier obligations on railroads that require us to transport certain hazardous materials regardless of risk or potential exposure to loss. A rail accident or other incident or accident on our network, at our facilities, or at the facilities of our customers involving the release or combustion of hazardous materials could involve significant costs and claims for personal injury, property damage, and environmental penalties and remediation in excess of our insurance coverage for these risks, which could have a material adverse effect on our results of operations, financial condition, and liquidity.

We Are Subject to Significant Governmental Regulation – We are subject to governmental regulation by a significant number of federal, state, and local authorities covering a variety of health, safety, labor, environmental, economic (as discussed below), and other matters. Many laws and regulations require us to obtain and maintain various licenses, permits, and other authorizations, and we cannot guarantee that we will continue to be able to do so. Our failure to comply with applicable laws and regulations could have a material adverse effect on us. Governments or regulators may change the legislative or regulatory frameworks within which we operate without providing us any recourse to address any adverse effects on our business, including, without limitation, regulatory determinations or rules regarding dispute resolution, business relationships with other railroads, calculation of our cost of capital or other inputs relevant to computing our revenue adequacy, the prices we charge, and costs and expenses. Significant legislative activity in Congress or regulatory activity by the STB could expand regulation of railroad operations and prices for rail services, which could reduce capital spending on our rail network, facilities and equipment and have a material adverse effect on our results of operations, financial condition, and liquidity. As part of the Rail Safety Improvement Act of 2008, rail carriers were to implement PTC by the end of 2015 (the Rail Safety Improvement Act). The Surface Transportation Extension Act of 2015 amended the Rail Safety Improvement Act to require implementation of PTC by the end of 2018, which deadline may be extended to December 31, 2020, provided certain other criteria are satisfied. This implementation could have a material adverse effect on our ability to make other capital investments. Additionally, one or more consolidations of Class I railroads could also lead to increased regulation of the rail industry.

We May Be Affected by General Economic Conditions – Prolonged severe adverse domestic and global economic conditions or disruptions of financial and credit markets may affect the producers and consumers of the commodities we carry and may have a material adverse effect on our access to liquidity and our results of operations and financial condition.

We Face Competition from Other Railroads and Other Transportation Providers – We face competition from other railroads, motor carriers, ships, barges, and pipelines. In addition to price competition, we face competition with respect to transit times and quality and reliability of service. We must build or acquire and maintain our rail system, while trucks, barges and maritime operators are able to use public rights-of-way maintained by public entities. Any future improvements or expenditures materially increasing the quality or reducing the cost of alternative modes of transportation, or legislation that eliminates or significantly reduces the burden of the size or weight limitations currently applicable to motor carriers, could have a material adverse effect on our results of operations, financial condition, and liquidity. Additionally, any future consolidation of the rail industry could materially affect the competitive environment in which we operate.

We Rely on Technology and Technology Improvements in Our Business Operations – We rely on information technology in all aspects of our business. If we do not have sufficient capital to acquire new technology or if we are unable to develop or implement new technology such as PTC or the latest version of our transportation control systems, we may suffer a competitive disadvantage within the rail industry and with companies providing other modes of transportation service, which could have a material adverse effect on our results of operations, financial condition, and liquidity. Additionally, if a cyber attack or other event causes significant disruption or failure of one or more of our information technology systems, including computer hardware, software, and communications equipment, we could suffer a significant service interruption, safety failure, security breach, or other operational difficulties, which could have a material adverse impact on our results of operations, financial condition, and liquidity.

We May Be Subject to Various Claims and Lawsuits That Could Result in Significant Expenditures – As a railroad with operations in densely populated urban areas and other cities and a vast rail network, we are exposed to the potential for various claims and litigation related to labor and employment, personal injury, property damage, environmental liability, and other matters. Any material changes to litigation trends or a catastrophic rail accident or series of accidents involving any or all of property damage, personal injury, and environmental liability that exceed our insurance coverage for such risks could have a material adverse effect on our results of operations, financial condition, and liquidity.

We Are Subject to Significant Environmental Laws and Regulations – Due to the nature of the railroad business, our operations are subject to extensive federal, state, and local environmental laws and regulations concerning, among other things, emissions to the air; discharges to waters; handling, storage, transportation, disposal of waste and other materials; and hazardous material or petroleum releases. We generate and transport hazardous and non-hazardous waste in our operations, and we did so in our former operations. Environmental liability can extend to previously owned or operated properties, leased properties, and properties owned by third parties, as well as to properties we currently own. Environmental liabilities have arisen and may also arise from claims asserted by adjacent landowners or other third parties in toxic tort litigation. We have been and may be subject to allegations or findings that we have violated, or are strictly liable under, these laws or regulations. We currently have certain obligations at existing sites for investigation, remediation and monitoring, and we likely will have obligations at other sites in the future. Liabilities for these obligations affect our estimate based on our experience and, as necessary, the advice and assistance of our consultants. However, actual costs may vary from our estimates due to any or all of several factors, including changes to environmental laws or interpretations of such laws, technological changes affecting investigations and remediation, the participation and financial viability of other parties responsible for any such liability and the corrective action or change to corrective actions required to remediate any existing or future sites. We could incur significant costs as a result of any of the foregoing, and we may be required to incur significant expenses to investigate and remediate known, unknown, or future environmental contamination, which could have a material adverse effect on our results of operations, financial condition, and liquidity.

We May Be Affected by Climate Change and Market or Regulatory Responses to Climate Change – Climate change, including the impact of global warming, could have a material adverse effect on our results of operations, financial condition, and liquidity. Restrictions, caps, taxes, or other controls on emissions of greenhouse gasses, including diesel exhaust, could significantly increase our operating costs. Restrictions on emissions could also affect our customers that (a) use commodities that we carry to produce energy, (b) use significant amounts of energy in producing or delivering the commodities we

carry, or (c) manufacture or produce goods that consume significant amounts of energy or burn fossil fuels, including chemical producers, farmers and food producers, and automakers and other manufacturers. Significant cost increases, government regulation, or changes of consumer preferences for goods or services relating to alternative sources of energy or emissions reductions could materially affect the markets for the commodities we carry, which in turn could have a material adverse effect on our results of operations, financial condition, and liquidity. Government incentives encouraging the use of alternative sources of energy could also affect certain of our customers and the markets for certain of the commodities we carry in an unpredictable manner that could alter our traffic patterns, including, for example, the impacts of ethanol incentives on farming and ethanol producers. Finally, we could face increased costs related to defending and resolving legal claims and other litigation related to climate change and the alleged impact of our operations on climate change. Any of these factors, individually or in operation with one or more of the other factors, or other unforeseen impacts of climate change could reduce the amount of traffic we handle and have a material adverse effect on our results of operations, financial condition, and liquidity.

Severe Weather Could Result in Significant Business Interruptions and Expenditures – As a railroad with a vast network, we are exposed to severe weather conditions and other natural phenomena, including earthquakes, hurricanes, fires, floods, mudslides or landslides, extreme temperatures, and significant precipitation. Line outages and other interruptions caused by these conditions can adversely affect our entire rail network and can adversely affect revenue, costs, and liabilities, which could have a material adverse effect on our results of operations, financial condition, and liquidity.

Strikes or Work Stoppages Could Adversely Affect Our Operations – The U.S. Class I railroads are party to collective bargaining agreements with various labor unions. The majority of our employees belong to labor unions and are subject to these agreements. Disputes with regard to the terms of these agreements or our potential inability to negotiate acceptable contracts with these unions could result in, among other things, strikes, work stoppages, slowdowns, or lockouts, which could cause a significant disruption of our operations and have a material adverse effect on our results of operations, financial condition, and liquidity. Additionally, future national labor agreements, or renegotiation of labor agreements or provisions of labor agreements, could compromise our service reliability or significantly increase our costs for health care, wages, and other benefits, which could have a material adverse impact on our results of operations, financial condition, and liquidity. Labor disputes, work stoppages, slowdowns or lockouts at loading/unloading facilities, ports or other transport access points could compromise our service reliability and have a material adverse impact on our results of operations, financial condition, and liquidity. Labor disputes, work stoppages, slowdowns or lockouts by employees of our customers or our suppliers could compromise our service reliability and have a material adverse impact on our results of operations, financial condition, and liquidity.

The Availability of Qualified Personnel Could Adversely Affect Our Operations – Changes in demographics, training requirements, and the availability of qualified personnel could negatively affect our ability to meet demand for rail service. Unpredictable increases in demand for rail services and a lack of network fluidity may exacerbate such risks, which could have a negative impact on our operational efficiency and otherwise have a material adverse effect on our results of operations, financial condition, and liquidity.

We May Be Affected By Fluctuating Fuel Prices – Fuel costs constitute a significant portion of our transportation expenses. Diesel fuel prices can be subject to dramatic fluctuations, and significant price increases could have a material adverse effect on our operating results. Although we currently are able to recover a significant amount of our fuel expenses from our customers through revenue from fuel surcharges, we cannot be certain that we will always be able to mitigate rising or elevated fuel costs through our fuel surcharges. Additionally, future market conditions or legislative or regulatory activities could adversely affect our ability to apply fuel surcharges or adequately recover increased fuel costs through fuel surcharges. As fuel prices fluctuate, our fuel surcharge programs trail such fluctuations in fuel price by approximately two months, and may be a significant source of quarter-over-quarter and year-over-year volatility, particularly in periods of rapidly changing prices. International, political, and economic factors, events and conditions affect the volatility of fuel prices and supplies. Weather can also affect fuel supplies and limit domestic refining capacity. A severe shortage of, or disruption to, domestic fuel supplies could have a material adverse effect on our results of operations, financial condition, and liquidity. Alternatively, lower fuel prices could have a positive impact on the economy by increasing consumer discretionary spending that potentially could increase demand for various consumer products we transport. However, lower fuel prices could have a negative impact on other commodities we

transport, such as coal, frac sand and crude oil shipments, which could have a material adverse effect on our results of operations, financial condition, and liquidity.

We Utilize Capital Markets – Due to the significant capital expenditures required to operate and maintain a safe and efficient railroad, we rely on the capital markets to provide some of our capital requirements. We utilize long-term debt instruments, bank financing and commercial paper from time-to-time, and we pledge certain of our receivables. Significant instability or disruptions of the capital markets, including the credit markets, or deterioration of our financial condition due to internal or external factors could restrict or prohibit our access to, and significantly increase the cost of, commercial paper and other financing sources, including bank credit facilities and the issuance of long-term debt, including corporate bonds. A significant deterioration of our financial condition could result in a reduction of our credit rating to below investment grade, which could restrict, or at certain credit levels below investment grade may prohibit us, from utilizing our current receivables securitization facility. This may also limit our access to external sources of capital and significantly increase the costs of short and long-term debt financing.

A Significant Portion of Our Revenue Involves Transportation of Commodities to and from International Markets – Although revenues from our operations are attributable to transportation services provided in the U.S., a significant portion of our revenues involves the transportation of commodities to and from international markets, including Mexico and Southeast Asia, by various carriers and, at times, various modes of transportation. Significant and sustained interruptions of trade with Mexico or countries in Southeast Asia, including China, could adversely affect customers and other entities that, directly or indirectly, purchase or rely on rail transportation services in the U.S. as part of their operations, and any such interruptions could have a material adverse effect on our results of operations, financial condition and liquidity. Any one or more of the following could cause a significant and sustained interruption of trade with Mexico or countries in Southeast Asia: (a) a deterioration of security for international trade and businesses; (b) the adverse impact of new laws, rules and regulations or the interpretation of laws, rules and regulations by government entities, courts or regulatory bodies, including taxing authorities, that affect our customers doing business in foreign countries; (c) any significant adverse economic developments, such as extended periods of high inflation, material disruptions in the banking sector or in the capital markets of these foreign countries, and significant changes in the valuation of the currencies of these foreign countries that could materially affect the cost or value of imports or exports; (d) shifts in patterns of international trade that adversely affect import and export markets; and (e) a material reduction in foreign direct investment in these countries.

We Are Subject to Legislative, Regulatory, and Legal Developments Involving Taxes – Taxes are a significant part of our expenses. We are subject to U.S. federal, state, and foreign income, payroll, property, sales and use, fuel, and other types of taxes. Changes in tax rates, enactment of new tax laws, revisions of tax regulations, and claims or litigation with taxing authorities could result in substantially higher taxes and, therefore, could have a material adverse effect on our results of operations, financial condition, and liquidity.

We Are Dependent on Certain Key Suppliers of Locomotives and Rail – Due to the capital intensive nature and sophistication of locomotive equipment, potential new suppliers face high barriers to entry. Therefore, if one of the domestic suppliers of high horsepower locomotives discontinues manufacturing locomotives for any reason, including bankruptcy or insolvency, we could experience significant cost increases and reduced availability of the locomotives that are necessary for our operations. Additionally, for a high percentage of our rail purchases, we utilize two steel producers (one domestic and one international) that meet our specifications. Rail is critical to our operations for rail replacement programs, maintenance, and for adding additional network capacity, new rail and storage yards, and expansions of existing facilities. This industry similarly has high barriers to entry, and if one of these suppliers discontinues operations for any reason, including bankruptcy or insolvency, we could experience both significant cost increases for rail purchases and difficulty obtaining sufficient rail for maintenance and other projects.

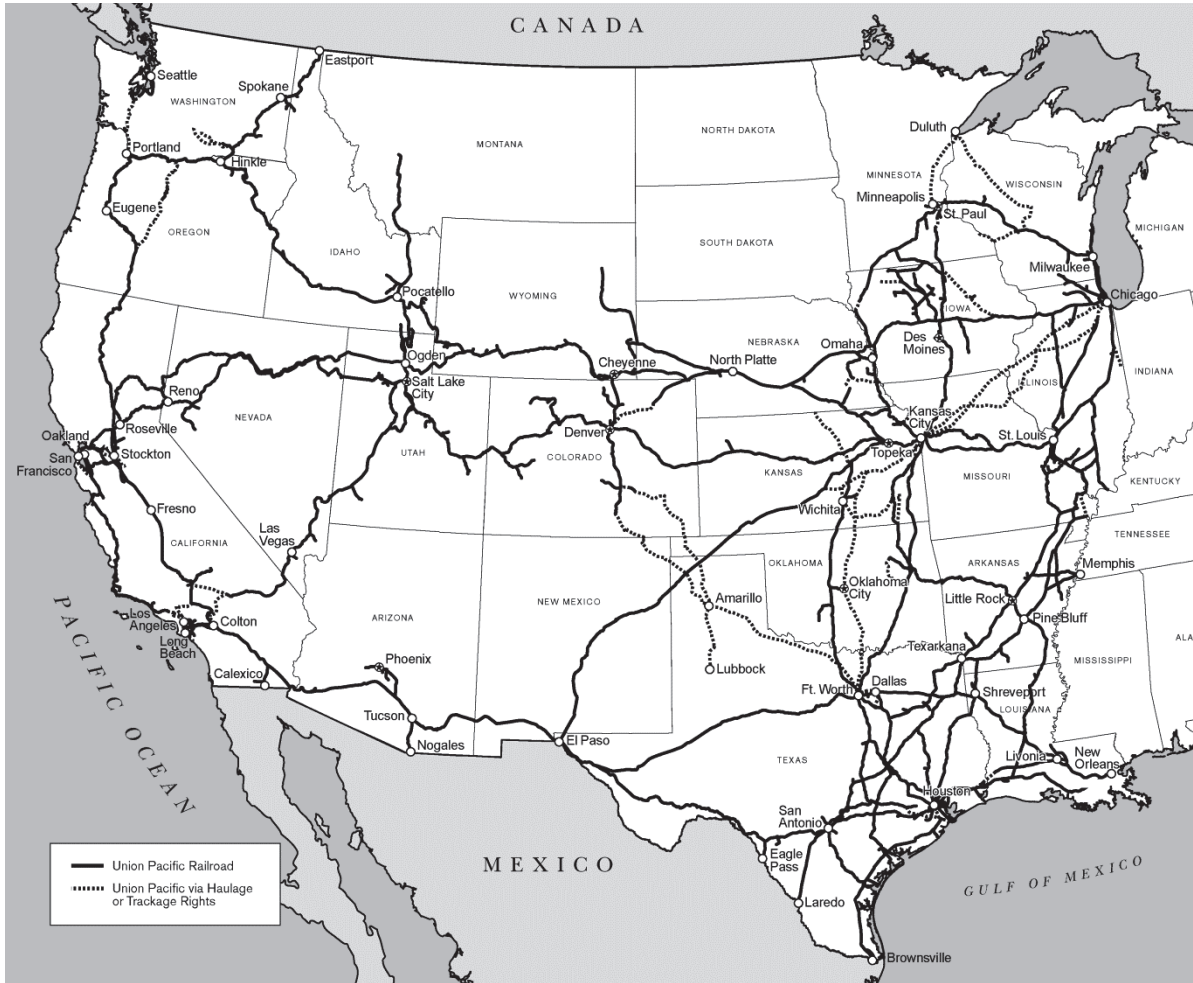
We May Be Affected by Acts of Terrorism, War, or Risk of War – Our rail lines, facilities, and equipment, including rail cars carrying hazardous materials, could be direct targets or indirect casualties of terrorist attacks. Terrorist attacks, or other similar events, any government response thereto, and war or risk of war may adversely affect our results of operations, financial condition, and liquidity. In addition, insurance premiums for some or all of our current coverages could increase dramatically, or certain coverages may not be available to us in the future.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

We employ a variety of assets in the management and operation of our rail business. Our rail network covers 23 states in the western two-thirds of the U.S.



TRACK

Our rail network includes 32,084 route miles. We own 26,064 miles and operate on the remainder pursuant to trackage rights or leases. The following table describes track miles at December 31, 2015 and 2014.

	2015	2014
Route	32,084	31,974
Other main line	7,012	6,943
Passing lines and turnouts	3,235	3,197
Switching and classification yard lines	9,108	9,058
Total miles	51,439	51,172

HEADQUARTERS BUILDING

We own our headquarters building in Omaha, Nebraska. The facility has 1.2 million square feet of space for approximately 4,000 employees.

HARRIMAN DISPATCHING CENTER

The Harriman Dispatching Center (HDC), located in Omaha, Nebraska, is our primary dispatching facility. It is linked to regional dispatching and locomotive management facilities at various locations along our network. HDC employees coordinate moves of locomotives and trains, manage traffic and train crews on our network, and coordinate interchanges with other railroads. Approximately 900 employees currently work on-site in the facility. In the event of a disruption of operations at HDC due to a cyber attack, flooding or severe weather or other event, we maintain the capability to conduct critical operations at back-up facilities in different locations.

RAIL FACILITIES

In addition to our track structure, we operate numerous facilities, including terminals for intermodal and other freight; rail yards for building trains (classification yards), switching, storage-in-transit (the temporary storage of customer goods in rail cars prior to shipment) and other activities; offices to administer and manage our operations; dispatching centers to direct traffic on our rail network; crew quarters to house train crews along our network; and shops and other facilities for fueling, maintenance, and repair of locomotives and repair and maintenance of rail cars and other equipment. The following table includes the major yards and terminals on our system:

<i>Major Classification Yards</i>	<i>Major Intermodal Terminals</i>
North Platte, Nebraska	ICTF (Los Angeles), California
North Little Rock, Arkansas	Joliet (Global 4), Illinois
Englewood (Houston), Texas	East Los Angeles, California
Proviso (Chicago), Illinois	DIT (Dallas), Texas
Fort Worth, Texas	Global I (Chicago), Illinois
Livonia, Louisiana	Marion (Memphis), Tennessee
Roseville, California	Global II (Chicago), Illinois
Pine Bluff, Arkansas	Mesquite, Texas
West Colton, California	City of Industry, California
Neff (Kansas City), Missouri	Lathrop, California

RAIL EQUIPMENT

Our equipment includes owned and leased locomotives and rail cars; heavy maintenance equipment and machinery; other equipment and tools in our shops, offices, and facilities; and vehicles for maintenance, transportation of crews, and other activities. As of December 31, 2015, we owned or leased the following units of equipment:

<i>Locomotives</i>	<i>Owned</i>	<i>Leased</i>	<i>Total</i>	<i>Average Age (yrs.)</i>
Multiple purpose	5,917	2,135	8,052	18.7
Switching	273	12	285	35.0
Other	70	57	127	36.6
Total locomotives	6,260	2,204	8,464	N/A

<i>Freight cars</i>	<i>Owned</i>	<i>Leased</i>	<i>Total</i>	<i>Average Age (yrs.)</i>
Covered hoppers	12,693	15,189	27,882	20.2
Open hoppers	7,272	3,464	10,736	29.0
Gondolas	5,856	3,674	9,530	25.2
Boxcars	3,147	4,432	7,579	32.9
Refrigerated cars	2,681	4,006	6,687	25.1
Flat cars	2,617	1,447	4,064	29.3
Other	33	352	385	22.2
Total freight cars	34,299	32,564	66,863	N/A

<i>Highway revenue equipment</i>	<i>Owned</i>	<i>Leased</i>	<i>Total</i>	<i>Average Age (yrs.)</i>
Containers	33,633	25,998	59,631	8.0
Chassis	22,086	26,837	48,923	9.6
Total highway revenue equipment	55,719	52,835	108,554	N/A

CAPITAL EXPENDITURES

Our rail network requires significant annual capital investments for replacement, improvement, and expansion. These investments enhance safety, support the transportation needs of our customers, and improve our operational efficiency. Additionally, we add new locomotives and freight cars to our fleet to replace older, less efficient equipment, to support growth and customer demand, and to reduce our impact on the environment through the acquisition of more fuel-efficient and low-emission locomotives.

2015 Capital Program – During 2015, our capital program totaled \$4.3 billion. (See the cash capital expenditures table in Management’s Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources, Item 7.)

2016 Capital Plan – In 2016, we expect our capital plan to be approximately \$3.75 billion, which will include expenditures for PTC of approximately \$375 million and may include non-cash investments. We may revise our 2016 capital plan if business conditions warrant or if new laws or regulations affect our ability to generate sufficient returns on these investments. (See discussion of our 2016 capital plan in Management’s Discussion and Analysis of Financial Condition and Results of Operations – 2016 Outlook, Item 7.)

OTHER

Equipment Encumbrances – Equipment with a carrying value of approximately \$2.6 billion and \$2.8 billion at December 31, 2015, and 2014, respectively served as collateral for capital leases and other types of equipment obligations in accordance with the secured financing arrangements utilized to acquire or refinance such railroad equipment.

As a result of the merger of Missouri Pacific Railroad Company (MPRR) with and into UPRR on January 1, 1997, and pursuant to the underlying indentures for the MPRR mortgage bonds, UPRR must maintain the same value of assets after the merger in order to comply with the security requirements of the mortgage bonds. As of the merger date, the value of the MPRR assets that secured the mortgage bonds was approximately \$6.0 billion. In accordance with the terms of the indentures, this collateral value must be maintained during the entire term of the mortgage bonds irrespective of the outstanding balance of such bonds.

Environmental Matters – Certain of our properties are subject to federal, state, and local laws and regulations governing the protection of the environment. (See discussion of environmental issues in Business – Governmental and Environmental Regulation, Item 1, and Management’s Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Environmental, Item 7.)

Item 3. Legal Proceedings

From time to time, we are involved in legal proceedings, claims, and litigation that occur in connection with our business. We routinely assess our liabilities and contingencies in connection with these matters based upon the latest available information and, when necessary, we seek input from our third-party advisors when making these assessments. Consistent with SEC rules and requirements, we describe below material pending legal proceedings (other than ordinary routine litigation incidental to our business), material proceedings known to be contemplated by governmental authorities, other proceedings arising under federal, state, or local environmental laws and regulations (including governmental proceedings involving potential fines, penalties, or other monetary sanctions in excess of \$100,000), and such other pending matters that we may determine to be appropriate.

ENVIRONMENTAL MATTERS

As previously reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, the Illinois Attorney General's Office notified UPRR on January 14, 2013, that it will seek a penalty against the Railroad for environmental conditions caused by its predecessor at a former locomotive fueling facility in South Pekin, Illinois. This former CNW facility discontinued fueling operations in the early 1980s. Subsequent environmental investigation revealed evidence of fuel releases to soil and groundwater. In January 2007, the State rejected UPRR's proposed compliance commitment agreement and responded with a notice of intent to pursue legal action. UPRR continued to perform remedial investigations under the supervision of the Illinois EPA. In June 2012, the Illinois EPA approved UPRR's proposed remedial action plan for the site, consisting of no further action and monitoring for a period of ten years. Subsequently, the State notified UPRR that it would seek to recover a civil penalty, and during early negotiations, it offered to settle its claim for \$240,000. UPRR rejected this offer. The State sued UPRR on October 26, 2013, in the Circuit Court for the Tenth Judicial Circuit, Tazewell County, Illinois. Through continued settlement negotiations, the parties reached an agreement to settle this matter in exchange for a payment by UPRR of \$100,000. A final agreement was signed by the parties and approved by the Circuit Court and UPRR completed payment of \$100,000.

As previously reported in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, a punctured tank car resulted in an accidental release of sulfuric acid in a rail yard in Herington, Kansas in January, 2012. The acid was released on the ground and entered a creek that runs adjacent to the yard. Environmental remediation at the site is complete. Despite negotiations with the federal government, the Assistant U.S. Attorney (District of Kansas) filed a criminal charge against the Railroad on March 30, 2015, in the U.S. District Court for Kansas. The action alleges a misdemeanor charge for negligent violation of the Clean Water Act. The penalty range was \$2,500 to \$200,000. In addition, the federal government may debar the facility if UPRR were convicted. A debarment would prevent Herington Yard from participating in new government contract work. On January 12, 2016, the federal judge in the U.S. District Court for Kansas dismissed the charge against the Railroad. The EPA is considering whether to appeal the case or pursue civil penalties. We cannot predict the ultimate impact of this proceeding at this time, but the proposed penalty could exceed \$100,000.

We receive notices from the EPA and state environmental agencies alleging that we are or may be liable under federal or state environmental laws for remediation costs at various sites throughout the U.S., including sites on the Superfund National Priorities List or state superfund lists. We cannot predict the ultimate impact of these proceedings and suits because of the number of potentially responsible parties involved, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs.

Information concerning environmental claims and contingencies and estimated remediation costs is set forth in Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies – Environmental, Item 7.

OTHER MATTERS

Antitrust Litigation - As we reported in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, 20 rail shippers (many of whom are represented by the same law firms) filed virtually identical antitrust lawsuits in various federal district courts against us and four other Class I railroads in the U.S. Currently, UPRR and three other Class I railroads are the named defendants in the lawsuit. The original plaintiff filed the first of these claims in the U.S. District Court in New Jersey on May 14, 2007. The number of complaints reached a total of 30. These suits allege that the named railroads engaged in price-fixing by establishing common fuel surcharges for certain rail traffic.

In addition to suits filed by direct purchasers of rail transportation services, a few of the suits involved plaintiffs alleging that they are or were indirect purchasers of rail transportation and sought to represent a purported class of indirect purchasers of rail transportation services that paid fuel surcharges. These complaints added allegations under state antitrust and consumer protection laws. On November 6, 2007, the Judicial Panel on Multidistrict Litigation ordered that all of the rail fuel surcharge cases be transferred to Judge Paul Friedman of the U.S. District Court in the District of Columbia for coordinated or consolidated pretrial proceedings. Following numerous hearings and rulings, Judge Friedman dismissed the complaints of the indirect purchasers, which the indirect purchasers appealed. On April 16, 2010, the U.S. Court of Appeals for the District of Columbia affirmed Judge Friedman's ruling dismissing the indirect purchasers' claims based on various state laws.

On June 21, 2012, Judge Friedman issued a decision that certified a class of plaintiffs with eight named plaintiff representatives. The decision included in the class all shippers that paid a rate-based fuel surcharge to any one of the defendant railroads for rate-unregulated rail transportation from July 1, 2003, through December 31, 2008. This was a procedural ruling, which did not affirm any of the claims asserted by the plaintiffs and does not address the ability of the railroad defendants to disprove the allegations made by the plaintiffs. On July 5, 2012, the defendant railroads filed a petition with the U.S. Court of Appeals for the District of Columbia requesting that the court review the class certification ruling. On August 28, 2012, a panel of the Circuit Court of the District of Columbia referred the petition to a merits panel of the court to address the issues in the petition and to address whether the district court properly granted class certification. The Circuit Court heard oral arguments on May 3, 2013. On August 9, 2013, the Circuit Court vacated the class certification decision and remanded the case to the district court to reconsider the class certification decision in light of a recent Supreme Court case and incomplete consideration of errors in the expert report of the plaintiffs. On October 31, 2013, Judge Friedman approved a schedule agreed to by all parties for consideration of the class certification issue on remand.

On October 2, 2014, the plaintiffs informed Judge Friedman that their economic expert had a previously undisclosed conflict of interest. Judge Friedman ruled on November 26, 2014, that the plaintiffs had until April 1, 2015, to file a supplemental expert report to support their motion for class certification. The plaintiffs filed their supplemental expert report on April 1, 2015. Judge Friedman issued a scheduling order on June 19, 2015, scheduling a class certification hearing for November 2, 2015. Judge Friedman then vacated the hearing date in an Order on September 28, 2015 because of the potential impact resulting from the decision of the U.S. Supreme Court case, *Tyson Foods v. Bouaphakeo*, related to class action certification and damages, which was heard on November 10, 2015. The Order requires the parties to file a joint schedule and briefing statement within fourteen days after the U.S. Supreme Court decision in the *Tyson Foods* matter, which is expected to be issued during the first half of 2016.

As we reported in our Current Report on Form 8-K, filed on June 10, 2011, the Railroad received a complaint filed in the U.S. District Court for the District of Columbia on June 7, 2011, by Oxbow Carbon & Minerals LLC and related entities (Oxbow). The complaint named the Railroad and one other U.S. Class I Railroad as defendants and alleged that the named railroads engaged in price-fixing and monopolistic practices in connection with fuel surcharge programs and pricing of shipments of certain commodities, including coal and petroleum coke. The complaint sought injunctive relief and payment of damages of over \$30 million, and other unspecified damages, including treble damages. Some of the allegations in the complaint were addressed in the existing fuel surcharge litigation referenced above. The complaint also included additional unrelated allegations regarding alleged limitations on competition for shipments of Oxbow's commodities. Judge Friedman, who presides over the fuel surcharge matter described above, also presides over this matter. On February 26, 2013, Judge Friedman granted the defendants' motion to dismiss Oxbow's complaint for failure to state properly a claim under the antitrust laws. However, the dismissal was without prejudice to refile the complaint. Judge Friedman approved a schedule that allowed Oxbow to file a revised complaint, which Oxbow filed on May 1, 2013. The amended complaint alleges that UPRR and one other Class I railroad violated Sections 1 and 2 of the Sherman Antitrust Act and that UPRR also breached a tolling agreement between Oxbow and UPRR. Oxbow claims that it paid more than \$50 million in wrongfully imposed fuel surcharges. UPRR and the other railroad filed separate motions to dismiss the Oxbow revised complaint on July 1, 2013. Judge Friedman heard oral arguments on the motions to dismiss filed by UPRR and the other railroad on January 8, 2015. Judge Friedman denied the motions to dismiss on February 24, 2015. This was a procedural ruling, which did not affirm any of the claims asserted by Oxbow and does not affect the ability of the railroad defendants to disprove the allegations made by Oxbow. UPRR filed its answer to Oxbow's complaint on March 24, 2015, and the parties have commenced discovery.

We deny the allegations that our fuel surcharge programs violate the antitrust laws or any other laws. We believe that these lawsuits are without merit, and we will vigorously defend our actions. Therefore, we currently believe that these matters will not have a material adverse effect on any of our results of operations, financial condition, and liquidity.

Item 4. Mine Safety Disclosures

Not applicable.

Executive Officers of the Registrant and Principal Executive Officers of Subsidiaries

The Board of Directors typically elects and designates our executive officers on an annual basis at the board meeting held in conjunction with the Annual Meeting of Shareholders, and they hold office until their successors are elected. Executive officers also may be elected and designated throughout the year, as the Board of Directors considers appropriate. There are no family relationships among the officers, nor is there any arrangement or understanding between any officer and any other person pursuant to which the officer was selected. The following table sets forth certain information current as of February 5, 2016, relating to the executive officers.

<u>Name</u>	<u>Position</u>	<u>Age</u>	<u>Business Experience During Past Five Years</u>
Lance M. Fritz	Chairman, President and Chief Executive Officer of UPC and the Railroad	53	[1]
Robert M. Knight, Jr.	Executive Vice President – Finance and Chief Financial Officer of UPC and the Railroad	58	Current Position
Eric L. Butler	Executive Vice President – Marketing and Sales of the Railroad	55	[2]
Diane K. Duren	Executive Vice President and Corporate Secretary of UPC and the Railroad	56	[3]
Todd M. Rynaski	Vice President and Controller of UPC and Chief Accounting Officer and Controller of the Railroad	45	[4]
Cameron A. Scott	Executive Vice President – Operations of the Railroad	53	[5]

[1] On July 30, 2015, Mr. Fritz was named Chairman of the Board of UPC and the Railroad effective October 1, 2015. Mr. Fritz was elected President and Chief Executive Officer of UPC and the Railroad effective February 5, 2015. Previously, Mr. Fritz was President and Chief Operating Officer of the Railroad effective February 6, 2014, Executive Vice President – Operations of the Railroad effective September 1, 2010, and Vice President – Operations of the Railroad effective January 1, 2010.

[2] Mr. Butler was elected to his current position effective March 15, 2012. He previously was Vice President and General Manager - Industrial Products effective April 14, 2005.

[3] Ms. Duren was elected Executive Vice President of UPC and the Railroad effective October 1, 2012. In addition, Ms. Duren was elected Corporate Secretary effective March 1, 2013. She previously was Vice President and General Manager - Chemicals effective August 1, 2006.

[4] Mr. Rynaski was elected Vice President and Controller of UPC and Chief Accounting Officer and Controller of the Railroad effective September 1, 2015. He previously was Assistant Vice President – Accounting of the Railroad effective January 1, 2014, and Assistant Vice President – Financial Reporting and Analysis effective April 1, 2011, and General Director – Information Technologies effective September 1, 2008.

[5] Mr. Scott was elected to his current position effective February 6, 2014. He previously was Vice President Network Planning and Operations effective June 30, 2012, Regional Vice President – Western Region effective April 1, 2012, and Assistant Vice President Operations – Western Region effective February 16, 2009.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities

Our common stock is traded on the New York Stock Exchange (NYSE) under the symbol "UNP". The following table presents the dividends declared and the high and low prices of our common stock for each of the indicated quarters. All amounts are retroactively adjusted to reflect the June 6, 2014 stock split.

<i>2015 - Dollars Per Share</i>		Q1	Q2	Q3	Q4
Dividends	\$	0.55	\$ 0.55	\$ 0.55	\$ 0.55
Common stock price:					
High		124.52	112.44	99.71	98.28
Low		106.75	94.91	79.31	74.78

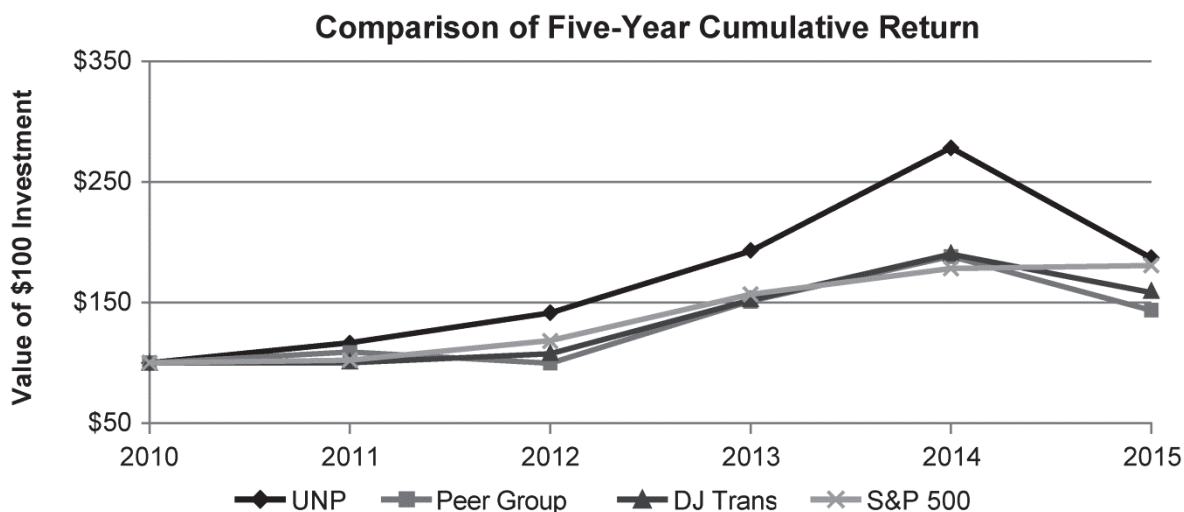
<i>2014 - Dollars Per Share</i>		Q1	Q2	Q3	Q4
Dividends	\$	0.455	\$ 0.455	\$ 0.50	\$ 0.50
Common stock price:					
High		95.24	102.96	110.26	123.61
Low		82.49	90.36	96.76	96.17

At January 29, 2016, there were 846,414,350 shares of common stock outstanding and 32,209 common shareholders of record. On that date, the closing price of the common stock on the NYSE was \$72.00. We paid dividends to our common shareholders during each of the past 116 years. We declared dividends totaling \$1,906 million in 2015 and \$1,714 million in 2014. We are subject to certain restrictions regarding retained earnings with respect to the payment of cash dividends to our shareholders. The amount of retained earnings available for dividends decreased to \$13.6 billion at December 31, 2015, from \$15.4 billion at December 31, 2014. (See discussion of this restriction in Management's Discussion and Analysis of Financial Condition and Results of Operations – Liquidity and Capital Resources, Item 7.) We do not believe the restriction on retained earnings will affect our ability to pay dividends, and we currently expect to pay dividends in 2016.

Comparison Over One- and Three-Year Periods – The following table presents the cumulative total shareholder returns, assuming reinvestment of dividends, over one- and three-year periods for the Corporation (UNP), a peer group index (comprised of CSX Corporation and Norfolk Southern Corporation), the Dow Jones Transportation Index (DJ Trans), and the Standard & Poor's 500 Stock Index (S&P 500).

<i>Period</i>	<i>UNP</i>	<i>Peer Group</i>	<i>DJ Trans</i>	<i>S&P 500</i>
1 Year (2015)	(32.9)%	(23.9)%	(16.8)%	1.4 %
3 Year (2013 - 2015)	32.2	43.9	47.2	52.5

Five-Year Performance Comparison – The following graph provides an indicator of cumulative total shareholder returns for the Corporation as compared to the peer group index (described above), the DJ Trans, and the S&P 500. The graph assumes that \$100 was invested in the common stock of Union Pacific Corporation and each index on December 31, 2010 and that all dividends were reinvested. The information below is historical in nature and is not necessarily indicative of future performance.



Purchases of Equity Securities – During 2015, we repurchased 36,921,641 shares of our common stock at an average price of \$99.16. The following table presents common stock repurchases during each month for the fourth quarter of 2015:

Period	Total Number of Shares Purchased [a]	Average Price Paid Per Share	Total Number of Shares Purchased as Part of a Publicly Announced Plan or Program [b]	Maximum Number of Shares Remaining Under the Plan or Program [b]
Oct. 1 through Oct. 31	3,247,731	\$ 92.98	3,221,153	56,078,192
Nov. 1 through Nov. 30	2,325,865	86.61	2,322,992	53,755,200
Dec. 1 through Dec. 31	1,105,389	77.63	1,102,754	52,652,446
Total	6,678,985	\$ 88.22	6,646,899	N/A

[a] Total number of shares purchased during the quarter includes approximately 32,086 shares delivered or attested to UPC by employees to pay stock option exercise prices, satisfy excess tax withholding obligations for stock option exercises or vesting of retention units, and pay withholding obligations for vesting of retention shares.

[b] Effective January 1, 2014, our Board of Directors authorized the repurchase of up to 120 million shares of our common stock by December 31, 2017. These repurchases may be made on the open market or through other transactions. Our management has sole discretion with respect to determining the timing and amount of these transactions.

Item 6. Selected Financial Data

The following table presents as of, and for the years ended, December 31, our selected financial data for each of the last five years. The selected financial data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations, Item 7, and with the Financial Statements and Supplementary Data, Item 8. The information below is historical in nature and is not necessarily indicative of future financial condition or results of operations.

<i>Millions, Except per Share Amounts, Carloads, Employee Statistics, and Ratios</i>	2015	2014	2013	2012	2011
For the Year Ended December 31					
Operating revenues [a]	\$ 21,813	\$ 23,988	\$ 21,963	\$ 20,926	\$ 19,557
Operating income	8,052	8,753	7,446	6,745	5,724
Net income	4,772	5,180	4,388	3,943	3,292
Earnings per share - basic [b]	5.51	5.77	4.74	4.17	3.39
Earnings per share - diluted [b]	5.49	5.75	4.71	4.14	3.36
Dividends declared per share [b]	2.20	1.91	1.48	1.245	0.965
Cash provided by operating activities	7,344	7,385	6,823	6,161	5,873
Cash used in investing activities	(4,476)	(4,249)	(3,405)	(3,633)	(3,119)
Cash used in financing activities	(3,063)	(2,982)	(3,049)	(2,682)	(2,623)
Cash used for common share repurchases	(3,465)	(3,225)	(2,218)	(1,474)	(1,418)
At December 31					
Total assets [c]	\$ 54,600	\$ 52,372	\$ 49,410	\$ 46,842	\$ 44,742
Long-term obligations [c] [d]	30,692	27,419	24,395	23,847	22,848
Debt due after one year [c]	13,607	10,952	8,820	8,754	8,650
Common shareholders' equity	20,702	21,189	21,225	19,877	18,578
Additional Data					
Freight revenues [a]	\$ 20,397	\$ 22,560	\$ 20,684	\$ 19,686	\$ 18,508
Revenue carloads (units) (000)	9,062	9,625	9,022	9,048	9,072
Operating ratio (%) [e]	63.1	63.5	66.1	67.8	70.7
Average employees (000)	47.5	47.2	46.4	45.9	44.9
Financial Ratios (%)					
Debt to capital [c] [f]	40.7	35.0	31.0	31.0	32.3
Return on average common shareholders' equity [g]	22.8	24.4	21.4	20.5	18.1

[a] Includes fuel surcharge revenue of \$1.3 billion, \$2.8 billion, \$2.6 billion, \$2.6 billion, and \$2.2 billion for 2015, 2014, 2013, 2012, and 2011, respectively, which partially offsets increased operating expenses for fuel. (See further discussion in Management's Discussion and Analysis of Financial Condition and Results of Operations – Results of Operations – Operating Revenues, Item 7.)

[b] Earnings per share and dividends declared per share are retroactively adjusted to reflect the June 6, 2014 stock split.

[c] Total assets, long-term obligations, debt due after one year, and debt to capital are retroactively adjusted to reflect the adoption of accounting standard updates on deferred debt issuance costs and deferred taxes. (See further discussion in Financial Statements and Supplementary Data– Accounting Pronouncements, Item 8.)

[d] Long-term obligations is determined as follows: total liabilities less current liabilities.

[e] Operating ratio is defined as operating expenses divided by operating revenues.

[f] Debt to capital is determined as follows: total debt divided by total debt plus common shareholders' equity.

[g] Return on average common shareholders' equity is determined as follows: Net income divided by average common shareholders' equity.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Consolidated Financial Statements and applicable notes to the Financial Statements and Supplementary Data, Item 8, and other information in this report, including Risk Factors set forth in Item 1A and Critical Accounting Policies and Cautionary Information at the end of this Item 7.

The Railroad, along with its subsidiaries and rail affiliates, is our one reportable business segment. Although revenue is analyzed by commodity, we analyze the net financial results of the Railroad as one segment due to the integrated nature of the rail network.

EXECUTIVE SUMMARY

2015 Results

- **Safety** – During 2015, we continued our focus on safety to reduce risk and eliminate incidents for our employees, our customers and the public. We achieved our best ever reportable personal injury incidents per 200,000 employee-hours of 0.87. In addition, we finished 2015 with a 3% improvement in our crossing incident rate per million train miles compared to the prior year. These results demonstrate our employees' dedication to our safety initiatives and our efforts to further engage the workforce through programs such as Courage to Care, Total Safety Culture, and UP Way (our continuous improvement culture).
- **Financial Performance** – In 2015, we generated operating income of \$8.1 billion, an 8% decrease compared to a record-setting 2014. Despite a 6% decrease in carloads, it was our second-best financial performance ever. Core pricing gains of 3.7%, productivity, and improved network operations partially offset the lower volumes. Our operating ratio for 2015 of 63.1% was an all-time best, improving from last year's operating ratio of 63.5%. Net income of \$4.8 billion translated into earnings of \$5.49 per diluted share for 2015.
- **Freight Revenues** – Our freight revenues declined 10% year-over-year to \$20.4 billion as a result of lower volume levels in five of our six commodity groups and overall lower fuel surcharge revenue, partially offset by core pricing gains. Volume declines in coal, international intermodal, frac sand, metals, crude oil, and grain shipments more than offset volume growth in domestic intermodal, finished vehicles, automotive parts, industrial chemicals and plastics shipments.
- **Network Operations** – Significant improvements were made in our operating and service metrics, as our average train speed, as reported to the AAR, increased 6% in 2015 compared to 2014, and our average terminal dwell time decreased 3%, both reflecting the impact of lower volumes and improved network fluidity.
- **Fuel Prices** – Our average price per gallon of diesel fuel in 2015 decreased 38% from the average price in 2014, as both crude oil and the conversion spreads between crude oil and diesel declined in 2015. The lower price decreased operating expenses by \$1.2 billion (excluding any impact from year-over-year volume declines). Gross-ton miles decreased 9%, which also decreased fuel expense. These declines were partially offset by a 1% increase in our fuel consumption rate, computed as gallons of fuel consumed divided by gross ton-miles in thousands.
- **Free Cash Flow** – Cash generated by operating activities totaled \$7.3 billion, yielding free cash flow of \$524 million after reductions of \$4.5 billion for cash used in investing activities and a 15% increase in dividends declared per share. In 2015, the timing of the dividend declaration and payable dates was aligned to occur within the same quarter, which resulted in two payments in the first quarter of 2015. Free cash flow is defined as cash provided by operating activities less cash used in investing activities and dividends paid.

Free cash flow is not considered a financial measure under accounting principles generally accepted in the U.S. (GAAP) by SEC Regulation G and Item 10 of SEC Regulation S-K and may not be defined and calculated by other companies in the same manner. We believe free cash flow is important to management and investors in evaluating our financial performance and measures our ability to generate cash without additional external financings. Free cash flow should be considered in addition

to, rather than as a substitute for, cash provided by operating activities. The following table reconciles cash provided by operating activities (GAAP measure) to free cash flow (non-GAAP measure):

<i>Millions</i>	<i>2015</i>		<i>2014</i>		<i>2013</i>	
Cash provided by operating activities	\$	7,344	\$	7,385	\$	6,823
Cash used in investing activities		(4,476)		(4,249)		(3,405)
Dividends paid		(2,344)		(1,632)		(1,333)
Free cash flow	\$	524	\$	1,504	\$	2,085

2016 Outlook

- **Safety** – Operating a safe railroad benefits all our constituents: our employees, customers, shareholders and the communities we serve. We will continue using a multi-faceted approach to safety, utilizing technology, risk assessment, quality control, training and employee engagement, and targeted capital investments. We will continue using and expanding the deployment of Total Safety Culture and Courage to Care throughout our operations, which allows us to identify and implement best practices for employee and operational safety. We will continue our efforts to increase detection of rail defects; improve or close crossings; and educate the public and law enforcement agencies about crossing safety through a combination of our own programs (including risk assessment strategies), industry programs and local community activities across our network.
- **Network Operations** – In 2016, we will continue to align resources with customer demand, continue to improve network performance, and maintain our surge capability.
- **Fuel Prices** – With the dramatic drop in fuel prices during 2015, fuel price projections continue to be uncertain in the current environment. We again could see volatile fuel prices during the year, as they are sensitive to global and U.S. domestic demand, refining capacity, geopolitical events, weather conditions and other factors. As prices fluctuate, there will be a timing impact on earnings, as our fuel surcharge programs trail fluctuations in fuel price by approximately two months.

Continuing lower fuel prices could have a positive impact on the economy by increasing consumer discretionary spending that potentially could increase demand for various consumer products that we transport. Alternatively, lower fuel prices will likely have a negative impact on other commodities such as coal, frac sand and crude oil shipments.

- **Capital Plan** – In 2016, we expect our capital plan to be approximately \$3.75 billion, including expenditures for PTC, 230 locomotives and 450 freight cars. The capital plan may be revised if business conditions warrant or if new laws or regulations affect our ability to generate sufficient returns on these investments. (See further discussion in this Item 7 under Liquidity and Capital Resources – Capital Plan.)
- **Financial Expectations** – Economic conditions in many of our market sectors continue to drive uncertainty with respect to our volume levels. We expect volumes to be down slightly in 2016 compared to 2015, but will depend on the overall economy and market conditions. The strong U.S. dollar and historic low commodity prices could also drive continued volatility. One of the biggest uncertainties is the outlook for energy markets, which will bring both challenges and opportunities. In the current environment, we expect continued margin improvement driven by continued pricing opportunities, ongoing productivity initiatives, and the ability to leverage our resources and strengthen our franchise. Over the longer term, we expect the overall U.S. economy to continue to improve at a modest pace, with some markets outperforming others.

RESULTS OF OPERATIONS

Operating Revenues

<i>Millions</i>	2015	2014	2013	% Change 2015 v 2014	% Change 2014 v 2013
Freight revenues	\$ 20,397	\$ 22,560	\$ 20,684	(10)%	9 %
Other revenues	1,416	1,428	1,279	(1)%	12 %
Total	\$ 21,813	\$ 23,988	\$ 21,963	(9)%	9 %

We generate freight revenues by transporting freight or other materials from our six commodity groups. Freight revenues vary with volume (carloads) and average revenue per car (ARC). Changes in price, traffic mix and fuel surcharges drive ARC. We provide some of our customers with contractual incentives for meeting or exceeding specified cumulative volumes or shipping to and from specific locations, which we record as reductions to freight revenues based on the actual or projected future shipments. We recognize freight revenues as shipments move from origin to destination. We allocate freight revenues between reporting periods based on the relative transit time in each reporting period and recognize expenses as we incur them.

Other revenues include revenues earned by our subsidiaries, revenues from commuter rail operations that we manage, accessorial revenues, which we earn when customers retain equipment owned or controlled by us or when we perform additional services such as switching or storage, and miscellaneous contract revenue. We recognize other revenues as we perform services or meet contractual obligations.

Freight revenues from five of our six commodity groups decreased in 2015 compared to 2014 due to a 6% decline in carloadings and lower fuel surcharge revenue, partially offset by core pricing gains. Volume declines in coal, international intermodal, frac sand, metals, crude oil, and grain shipments more than offset volume growth in domestic intermodal, finished vehicles, automotive parts, industrial chemicals and plastics shipments.

Freight revenues from all six commodity groups increased during 2014 compared to 2013 driven by 7% volume growth and core pricing gains of 2.5%. Volume growth from grain, frac sand, rock, and intermodal (domestic and international) shipments offset declines in crude oil.

Our fuel surcharge programs generated freight revenues of \$1.3 billion, \$2.8 billion, and \$2.6 billion in 2015, 2014, and 2013, respectively. Fuel surcharge revenue in 2015 decreased \$1.5 billion as a result of a 38% decrease in fuel price and a 6% reduction in carloadings. Fuel surcharge revenue in 2014 increased 6% based on our 7% carloadings increase.

In 2015, other revenue decreased from 2014 due to lower revenues at our subsidiaries, primarily those that broker intermodal and automotive services, partially offset by higher accessorial revenue driven by increased revenue for container usage and demurrage fees.

In 2014, other revenue increased from 2013 due to higher revenues at our subsidiaries, primarily those that broker intermodal and automotive services, accessorial revenue driven by increased volume and per diem revenue for container usage (previously included in automotive freight revenue).

The following tables summarize the year-over-year changes in freight revenues, revenue carloads, and ARC by commodity type:

Freight Revenues				% Change	% Change
<i>Millions</i>	2015	2014	2013	2015 v 2014	2014 v 2013
Agricultural Products	\$ 3,581	\$ 3,777	\$ 3,276	(5)%	15 %
Automotive	2,154	2,103	2,077	2	1
Chemicals	3,543	3,664	3,501	(3)	5
Coal	3,237	4,127	3,978	(22)	4
Industrial Products	3,808	4,400	3,822	(13)	15
Intermodal	4,074	4,489	4,030	(9)	11
Total	\$ 20,397	\$ 22,560	\$ 20,684	(10)%	9 %

Revenue Carloads				% Change	% Change
<i>Thousands</i>	2015	2014	2013	2015 v 2014	2014 v 2013
Agricultural Products	941	973	874	(3)%	11 %
Automotive	863	809	781	7	4
Chemicals	1,098	1,116	1,103	(2)	1
Coal	1,459	1,768	1,703	(17)	4
Industrial Products	1,213	1,368	1,236	(11)	11
Intermodal [a]	3,488	3,591	3,325	(3)	8
Total	9,062	9,625	9,022	(6)%	7 %

Average Revenue per Car				% Change	% Change
	2015	2014	2013	2015 v 2014	2014 v 2013
Agricultural Products	\$ 3,805	\$ 3,881	\$ 3,746	(2)%	4 %
Automotive	2,498	2,602	2,659	(4)	(2)
Chemicals	3,227	3,282	3,176	(2)	3
Coal	2,218	2,334	2,336	(5)	-
Industrial Products	3,139	3,217	3,093	(2)	4
Intermodal [a]	1,168	1,250	1,212	(7)	3
Average	\$ 2,251	\$ 2,344	\$ 2,293	(4)%	2 %

[a] Each intermodal container or trailer equals one carload.

Agricultural Products – Lower fuel surcharge revenue and volume declines, partially offset by core pricing gains, decreased freight revenue from agricultural shipments in 2015 compared to 2014. Grain shipments decreased 11% in 2015 compared to 2014. The strength of the U.S. dollar, lower grain commodity prices, and higher worldwide inventories contributed to the reduction in overall demand.

Higher volume and pricing gains drove the increase in freight revenue from agricultural shipments in 2014 versus 2013. Grain shipments increased 27%, reflecting the strong overall harvest in 2013 and 2014. The 2012 drought also negatively impacted the first three quarters of 2013, which created favorable comparisons for the first three quarters of 2014. Lower export wheat shipments due to a larger world crop partially offset gains in grain.

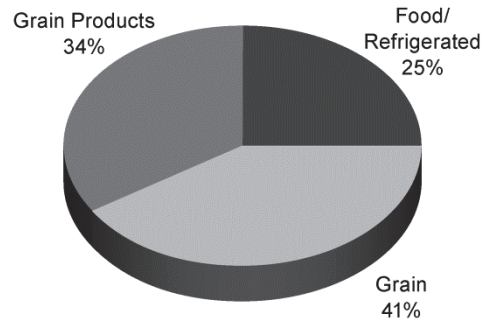
Automotive – Freight revenue from automotive shipments increased compared to 2014 driven by volume growth and core pricing gains, which were partially offset by lower fuel surcharge revenue. Higher automotive production and record sales levels drove the volume growth.

Freight revenue from automotive shipments increased in 2014 compared to 2013. Growth in automotive parts and finished vehicle shipments and core price improvements drove the higher revenue. The increase in automotive parts volume was driven by continued strength in production and market penetration. Finished vehicles shipments increased the last three quarters of 2014 with improved sales and production, which offset declines in the first quarter due to winter weather. Shifts in business mix and a change in how we are compensated for container usage, which is now included as a per diem charge in other revenue, negatively impacted ARC compared to 2013.

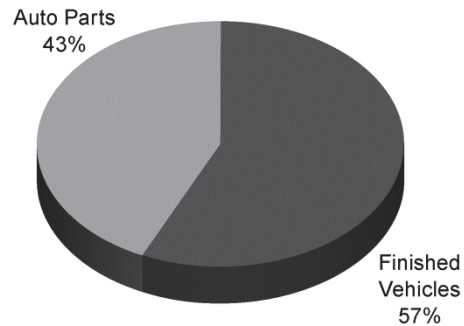
Chemicals – Freight revenue from chemical shipments declined in 2015 versus 2014 due to lower fuel surcharge revenue and volume declines, which more than offset core price improvements. Crude oil shipments declined as a result of the drop in crude oil prices and production declines from various shale formations, which impacted the regional pricing differences for crude oil. Lower fertilizer shipments also decreased freight revenue in 2015. Strength in export plastics markets and industrial chemical shipments helped offset the decline in crude oil and fertilizer shipments.

Core price improvements, higher volumes and ARC driven by positive business mix increased freight revenue from chemicals in 2014 compared to 2013. Shipments of industrial chemicals grew as a result of continued strong demand in the drilling market. Fertilizer shipments increased due to strong exports of potash. Reduced shipments of crude oil from the Bakken and Permian shale formations to the Gulf area partially offset these gains as market factors, primarily regional pricing differences for various types of crude oil, displaced some of the former Gulf Coast shipments to the East and West Coasts.

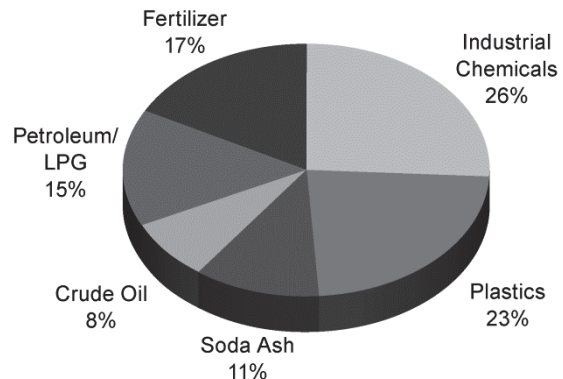
2015 Agricultural Products Carloads



2015 Automotive Carloads



2015 Chemicals Carloads



Coal – Lower volume and fuel surcharge revenue, partially offset by core pricing gains, drove the decline in freight revenue from coal shipments in 2015 compared to 2014. Shipments out of the Southern Powder River Basin (SPRB) declined 17% in 2015 as a result of depressed coal markets due to low natural gas prices and high inventory levels. Shipments out of the SPRB also were negatively impacted as heavy rains in June flooded coal mines and washed out tracks in some areas, impacting both second and third quarter shipments. Shipments out of Colorado and Utah declined 33% in 2015 primarily due to lower domestic demand for Colorado and Utah coal.

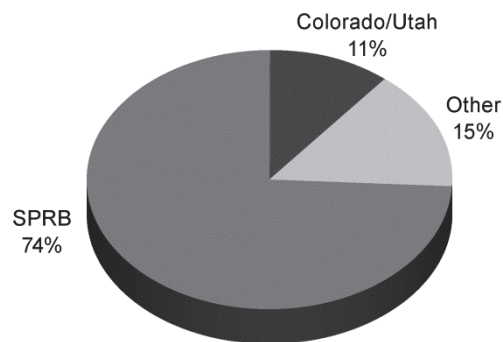
This lower demand was a result of several utilities switching to other fuel sources due to lower natural gas prices. In addition, coal exports declined due to a soft global market.

Freight revenue from coal shipments increased in 2014 compared to 2013, driven by higher volumes. Shifts in business mix negatively impacted ARC compared to 2013. SPRB shipments increased 3% from 2013. Strong demand continued throughout the year due to inventory replenishment but network performance and contract losses limited year-over-year volume growth. Shipments from Colorado and Utah mines increased 6% compared to 2013, driven by higher natural gas prices for most of the year and strong exports through the West Coast. However, in the fourth quarter volumes from Colorado and Utah mines declined as exports to the Gulf Coast decreased.

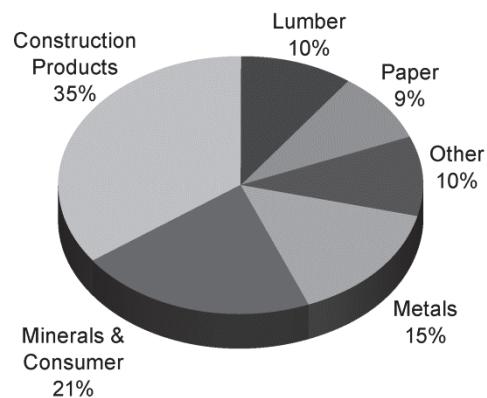
Industrial Products – Freight revenue from industrial products shipments decreased in 2015 compared to 2014 due to volume declines, lower fuel surcharge revenue, and lower ARC due to the mix of traffic, partially offset by core price improvements. Declines in shale drilling activity due to lower oil prices decreased non-metallic mineral shipments (primarily frac sand carloadings). Steel shipments also declined as a result of reductions in shale drilling activity, low commodity prices, and increased imports associated with the strength of the U.S. dollar. Low commodity prices for lumber and the strong U.S. dollar resulted in inventory reductions that reduced lumber shipments.

Volume growth, core pricing gains and positive business mix in 2014 increased freight revenue for industrial products shipments versus 2013. Shipments of non-metallic minerals (primarily frac sand, up 31%) grew as a result of drilling activity for energy products, as well as evolving drilling practices, which can increase the amount of frac sand used at certain wells. Additionally, rock and lumber shipments increased from 2013, driven by new housing and commercial construction.

2015 Coal Carloads

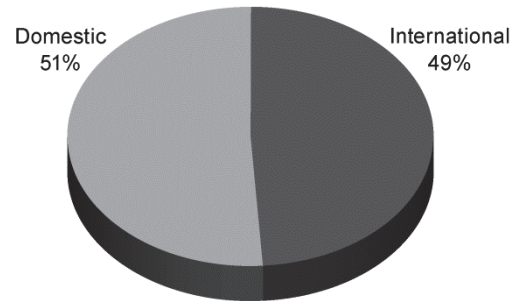


2015 Industrial Products Carloads



Intermodal – Lower fuel surcharge revenue and volume declines, partially offset by core pricing gains, resulted in a decline in freight revenue from intermodal shipments in 2015 compared to 2014. International shipments declined 8% resulting from the supply chain disruptions stemming from the West Coast port work disruptions and historically high retail inventories. Domestic volume increased 3% driven by continued conversions from trucks and new premium services, more than offsetting the impact of high retail inventory levels and modest retail sales activity.

2015 Intermodal Carloads



Freight revenue from intermodal shipments increased in 2014 compared to 2013 driven by volume growth, core pricing improvements and positive business mix. Domestic traffic increased 11% due to continued conversions from truck transportation to rail and new premium services. International traffic grew 5% versus 2013, driven primarily by new business and improving economic conditions. International gains in the last three quarters of the year offset the declines in the first quarter due to severe weather that negatively impacted consumer demand.

Mexico Business – Each of our commodity groups includes revenue from shipments to and from Mexico. Freight revenue from Mexico business decreased 4% to \$2.2 billion in 2015 compared to 2014 primarily due to lower fuel surcharge revenue. Volume levels were flat compared to 2014 as lower shipments of Intermodal, Agricultural, and Industrial Products were offset by growth in Automotive, Coal, and Chemical shipments.

Revenue from Mexico business increased 8% to \$2.3 billion in 2014 versus 2013. Volume levels increased 8% from 2013, as increases in Agricultural Products, Chemicals, Intermodal, Automotive and Industrial Products offset lower export Coal shipments.

Operating Expenses

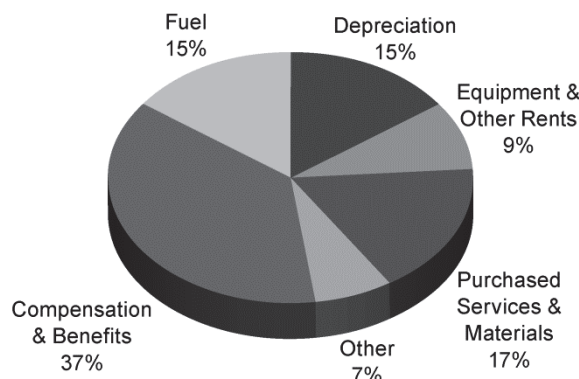
Millions	2015	2014	2013	% Change 2015 v 2014	% Change 2014 v 2013
Compensation and benefits	\$ 5,161	\$ 5,076	\$ 4,807	2 %	6 %
Purchased services and materials	2,421	2,558	2,315	(5)	10
Fuel	2,013	3,539	3,534	(43)	-
Depreciation	2,012	1,904	1,777	6	7
Equipment and other rents	1,230	1,234	1,235	-	-
Other	924	924	849	-	9
Total	\$ 13,761	\$ 15,235	\$ 14,517	(10)%	5 %

Operating expenses decreased nearly \$1.5 billion compared to 2014 driven by significantly lower fuel prices and volume-related cost savings. Productivity gains in the second half of the year also drove expenses lower. These decreases were partially offset by wage inflation, higher depreciation, and property taxes. In addition, we incurred approximately \$35 million of weather-related costs in 2014.

Operating expenses increased \$718 million in 2014 versus 2013. Volume-related expenses, incremental costs associated with operating a slower network, depreciation, wage and benefit inflation, and locomotive and freight car

materials contributed to the higher costs. Lower fuel price partially offset these increases. In addition, there were approximately \$35 million of weather-related costs in the first quarter of 2014.

2015 Operating Expenses



Compensation and Benefits – Compensation and benefits include wages, payroll taxes, health and welfare costs, pension costs, other postretirement benefits, and incentive costs. In 2015, lower volume-related costs and second half productivity gains were more than offset by general wage inflation and increased hiring and training expenses related to a larger workforce in the first half of the year.

Volume-related expenses, including training, and a slower network increased our train and engine work force, which, along with general wage and benefit inflation, resulted in increased wages in 2014 compared to 2013. Weather-related costs in the first quarter of 2014 also increased costs.

Purchased Services and Materials – Expense for purchased services and materials includes the costs of services purchased from outside contractors and other service providers (including equipment maintenance and contract expenses incurred by our subsidiaries for external transportation services); materials used to maintain the Railroad's lines, structures, and equipment; costs of operating facilities jointly used by UPRR and other railroads; transportation and lodging for train crew employees; trucking and contracting costs for intermodal containers; leased automobile maintenance expenses; and tools and supplies. Purchased services and materials decreased \$137 million compared to 2014 primarily due to lower volume-related costs, including a decrease in external transportation expenses incurred by our logistics subsidiaries. Expenses also decreased due to lower locomotive and freight car repair costs.

Expenses for purchased services in 2014 increased 8% compared to 2013 primarily due to volume-related expenses incurred by our logistics subsidiaries for external transportation and increased crew transportation and lodging due to volumes and a slower network. In addition, higher consulting fees and higher contract expenses (including equipment maintenance) increased costs compared to 2013. Locomotive and freight car material expenses increased in 2014 compared to 2013 due to additional volumes, including the impact of activating stored equipment to address operational issues caused by demand and a slower network.

Fuel – Fuel includes locomotive fuel and gasoline for highway and non-highway vehicles and heavy equipment. Locomotive diesel fuel prices, which averaged \$1.84 per gallon (including taxes and transportation costs) in 2015, compared to \$2.97 per gallon in 2014, decreased expenses \$1.2 billion. In

addition, fuel costs were lower as gross-ton miles decreased 9%. The fuel consumption rate (c-rate), computed as gallons of fuel consumed divided by gross ton-miles in thousands, increased 1% compared to 2014. Decreases in heavier, more fuel-efficient shipments, decreased gross-ton miles and increased the c-rate.

Volume growth of 7%, as measured by gross ton-miles, drove the increase in fuel expense in 2014 compared to 2013. This was essentially offset by lower locomotive diesel fuel prices, which averaged \$2.97 per gallon (including taxes and transportation costs) in 2014, compared to \$3.15 in 2013, along with a slight improvement in c-rate, computed as gallons of fuel consumed divided by gross ton-miles.

Depreciation – The majority of depreciation relates to road property, including rail, ties, ballast, and other track material. A higher depreciable asset base, reflecting higher capital spending in recent years, increased depreciation expense in 2015 compared to 2014. This increase was partially offset by our recent depreciation studies that resulted in lower depreciation rates for some asset classes.

Depreciation was up 7% in 2014 compared to 2013. A higher depreciable asset base, reflecting higher ongoing capital spending drove the increase.

Equipment and Other Rents – Equipment and other rents expense primarily includes rental expense that the Railroad pays for freight cars owned by other railroads or private companies; freight car, intermodal, and locomotive leases; and office and other rent expenses. Equipment and other rents expense decreased \$4 million compared to 2014 primarily from a decrease in manifest and intermodal shipments, partially offset by growth in finished vehicle shipments.

Higher intermodal volumes and longer cycle times increased short-term freight car rental expense in 2014 compared to 2013. Lower equipment leases essentially offset the higher freight car rental expense, as we exercised purchase options on some of our leased equipment.

Other – Other expenses include state and local taxes, freight, equipment and property damage, utilities, insurance, personal injury, environmental, employee travel, telephone and cellular, computer software, bad debt, and other general expenses. Other expenses were flat in 2015 compared to 2014 as higher property taxes were offset by lower costs in other areas.

Higher property taxes, personal injury expense and utilities costs partially offset by lower environmental expense and costs associated with damaged freight resulted in an increase in other costs in 2014 compared to 2013.

Non-Operating Items

<i>Millions</i>	2015	2014	2013	% Change 2015 v 2014	% Change 2014 v 2013
Other income	\$ 226	\$ 151	\$ 128	50 %	18 %
Interest expense	(622)	(561)	(526)	11	7
Income taxes	(2,884)	(3,163)	(2,660)	(9)%	19 %

Other Income – Other income increased in 2015 compared to 2014 primarily due to a \$113 million gain from a real estate sale in the second quarter of 2015, partially offset by a gain from the sale of a permanent easement in 2014.

Other income increased in 2014 versus 2013 due to higher gains from real estate sales and a sale of a permanent easement. These gains were partially offset by higher environmental costs on non-operating property in 2014 and lower lease income due to the \$17 million settlement of a land lease contract in 2013.

Interest Expense – Interest expense increased in 2015 compared to 2014 due to an increased weighted-average debt level of \$13.0 billion in 2015 from \$10.7 billion in 2014, partially offset by the impact of a lower effective interest rate of 4.8% in 2015 compared to 5.3% in 2014.

Interest expense increased in 2014 versus 2013 due to an increased weighted-average debt level of \$10.7 billion in 2014 from \$9.6 billion in 2013, which more than offset the impact of the lower effective interest rate of 5.3% in 2014 versus 5.7% in 2013.

Income Taxes – Lower pre-tax income decreased income taxes in 2015 compared to 2014. Our effective tax rate for 2015 was 37.7% compared to 37.9% in 2014.

Higher pre-tax income increased income taxes in 2014 compared to 2013. Our effective tax rate for 2014 was 37.9% compared to 37.7% in 2013.

OTHER OPERATING/PERFORMANCE AND FINANCIAL STATISTICS

We report a number of key performance measures weekly to the Association of American Railroads. We provide this data on our website at www.up.com/investor/aar-stb_reports/index.htm.

Operating/Performance Statistics

Railroad performance measures are included in the table below:

	2015	2014	2013	% Change 2015 v 2014	% Change 2014 v 2013
Average train speed (miles per hour)	25.4	24.0	26.0	6 %	(8)%
Average terminal dwell time (hours)	29.3	30.3	27.1	(3)%	12 %
Gross ton-miles (billions)	927.7	1,014.9	949.1	(9)%	7 %
Revenue ton-miles (billions)	485.0	549.6	514.3	(12)%	7 %
Operating ratio	63.1	63.5	66.1	(0.4)pts	(2.6)pts
Employees (average)	47,457	47,201	46,445	1 %	2 %

Average Train Speed – Average train speed is calculated by dividing train miles by hours operated on our main lines between terminals. Average train speed, as reported to the Association of American Railroads, improved 6% in 2015 compared to 2014. Velocity gains resulted from lower volumes, improved network fluidity and a strong resource position. More favorable weather conditions in the first quarter of 2015 also contributed to the improvement in our average train speed.

Average train speed decreased 8% in 2014 versus 2013. The decline was as result of a 7% volume increase, a major infrastructure project in Fort Worth, Texas and inclement weather, including flooding in the Midwest in the second quarter and severe weather conditions in the first quarter that impacted all major U.S. and Canadian railroads.

Average Terminal Dwell Time – Average terminal dwell time is the average time that a rail car spends at our terminals. Lower average terminal dwell time improves asset utilization and service. Average terminal dwell time improved 3% in 2015 compared to 2014, reflecting the impact of lower volume and improved network operations.

Average terminal dwell time increased 12% in 2014 compared to 2013, caused by higher volumes and inclement weather.

Gross and Revenue Ton-Miles – Gross ton-miles are calculated by multiplying the weight of loaded and empty freight cars by the number of miles hauled. Revenue ton-miles are calculated by multiplying the weight of freight by the number of tariff miles. Gross ton-miles and revenue ton-miles decreased 9% and 12%, respectively in 2015 compared to 2014, resulting from a 6% decrease in carloads. Changes in commodity mix drove the variances in year-over-year declines between gross ton-miles, revenue ton-miles and carloads.

Gross ton-miles, revenue ton-miles and carloadings all increased 7% in 2014 compared to 2013.

Operating Ratio – Operating ratio is our operating expenses reflected as a percentage of operating revenue. Our operating ratio improved 0.4 points to a new record low of 63.1% in 2015 compared to 2014. Core pricing gains, the impact of lower fuel prices, resource realignments, network efficiencies and productivity gains more than offset the impact of lower volume and inflation.

Our operating ratio improved 2.6 points to 63.5% in 2014 versus 2013. Core pricing, business demand and productivity more than offset the incremental operating costs associated with volume, a slower network, weather and inflation.

Employees – Employee levels increased 1% in 2015 compared to 2014, driven by more employees in training and an increase in capital project work. More employees were in training as a result of the number of transportation employees hired during the last half of 2014 and early 2015 to handle expected volume increases, and who continued receiving training in 2015, most of which occurred in the first nine months of the year.

Employee levels increased 2% in 2014 versus 2013. A decrease in our capital workforce due to improved productivity and project mix partially offset the larger train and engine workforce required for higher volume levels and a slower network. We successfully managed the growth of our full-time equivalent train and engine force levels at a rate less than our volume growth in 2014.

Return on Average Common Shareholders' Equity

<i>Millions, Except Percentages</i>	2015	2014	2013
Net income	\$ 4,772	\$ 5,180	\$ 4,388
Average equity	\$ 20,946	\$ 21,207	\$ 20,551
Return on average common shareholders' equity	22.8%	24.4%	21.4%

Return on Invested Capital as Adjusted (ROIC)

<i>Millions, Except Percentages</i>	2015	2014	2013
Net income	\$ 4,772	\$ 5,180	\$ 4,388
Interest expense	622	561	526
Interest on present value of operating leases	135	158	175
Taxes on interest	(285)	(273)	(264)
Net operating profit after taxes as adjusted (a)	\$ 5,244	\$ 5,626	\$ 4,825
Average equity	\$ 20,946	\$ 21,207	\$ 20,551
Average debt*	12,807	10,469	9,237
Average present value of operating leases	2,814	2,980	3,077
Average invested capital as adjusted (b)	\$ 36,567	\$ 34,656	\$ 32,865
Return on invested capital as adjusted (a/b)	14.3%	16.2%	14.7%

* Adjusted for the retrospective adoption of Accounting Standard Update 2015-03 related to the presentation of deferred debt issuance costs.

ROIC is considered a non-GAAP financial measure by SEC Regulation G and Item 10 of SEC Regulation S-K, and may not be defined and calculated by other companies in the same manner. We believe this measure is important to management and investors in evaluating the efficiency and effectiveness of our long-term capital investments. In addition, we currently use ROIC as a performance criteria in determining certain elements of equity compensation for our executives. ROIC should be considered in addition to, rather than as a substitute for, other information provided in accordance with GAAP. The most comparable GAAP measure is Return on Average Common Shareholders' Equity. The tables above provide reconciliations from return on average common shareholders' equity to ROIC. Our 2015 ROIC decreased 1.9 points compared to 2014, primarily as a result of lower earnings and a higher invested capital base.

Debt to Capital

<i>Millions, Except Percentages</i>	2015	2014
Debt* (a)	\$ 14,201	\$ 11,413
Equity	20,702	21,189
Capital (b)	\$ 34,903	\$ 32,602
Debt to capital (a/b)	40.7%	35.0%

* Adjusted for the retrospective adoption of Accounting Standard Update 2015-03 related to the presentation of deferred debt issuance costs.

Adjusted Debt to Capital

<i>Millions, Except Percentages</i>	2015	2014
Debt	\$ 14,201	\$ 11,413
Net present value of operating leases	2,726	2,902
Unfunded pension and OPEB, after tax	463	523
Adjusted debt* (a)	\$ 17,390	\$ 14,838
Equity	20,702	21,189
Adjusted capital (b)	\$ 38,092	\$ 36,027
Adjusted debt to capital (a/b)	45.7%	41.2%

* *Adjusted for the retrospective adoption of Accounting Standard Update 2015-03 related to the presentation of deferred debt issuance costs.*

Adjusted debt to capital is a non-GAAP financial measure under SEC Regulation G and Item 10 of SEC Regulation S-K, and may not be defined and calculated by other companies in the same manner. We believe this measure is important to management and investors in evaluating the total amount of leverage in our capital structure, including off-balance sheet lease obligations, which we generally incur in connection with financing the acquisition of locomotives and freight cars and certain facilities. Operating leases were discounted using 4.8% and 5.3% at December 31, 2015 and 2014, respectively. The discount rate reflects our effective interest rate. We monitor the ratio of adjusted debt to capital as we manage our capital structure to balance cost-effective and efficient access to the capital markets with our overall cost of capital. Adjusted debt to capital should be considered in addition to, rather than as a substitute for, debt to capital. The tables above provide reconciliations from debt to capital to adjusted debt to capital. Our December 31, 2015 debt to capital ratios increased as a result of a \$2.8 billion increase in debt from December 31, 2014.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2015, our principal sources of liquidity included cash, cash equivalents, our receivables securitization facility, and our revolving credit facility, as well as the availability of commercial paper and other sources of financing through the capital markets. We had \$1.7 billion of committed credit available under our credit facility, with no borrowings outstanding as of December 31, 2015. We did not make any borrowings under this facility during 2015. The value of the outstanding undivided interest held by investors under the \$650 million capacity receivables securitization facility was \$400 million as of December 31, 2015, and is included in our Consolidated Statements of Financial Position as debt due after one year. Our access to this receivables securitization facility may be reduced or restricted if our bond ratings fall to certain levels below investment grade. If our bond rating were to deteriorate, it could have an adverse impact on our liquidity. Access to commercial paper as well as other capital market financings is dependent on market conditions. Deterioration of our operating results or financial condition due to internal or external factors could negatively impact our ability to access capital markets as a source of liquidity. Access to liquidity through the capital markets is also dependent on our financial stability. We expect that we will continue to have access to liquidity through any or all of the following sources or activities: (i) increasing the size or utilization of our receivables securitization, (ii) issuing commercial paper, (iii) entering into bank loans, outside of our revolving credit facility, or (iv) issuing bonds or other debt securities to public or private investors based on our assessment of the current condition of the credit markets. The Company's \$1.7 billion revolving credit facility is intended to support the issuance of commercial paper by UPC and also serves as an emergency source of liquidity. The Company currently does not intend to make any borrowings under this facility.

At December 31, 2015 and 2014, we had a modest working capital surplus. This reflects a strong cash position that provides enhanced liquidity in an uncertain economic environment. In addition, we believe we have adequate access to capital markets to meet any foreseeable cash requirements, and we have sufficient financial capacity to satisfy our current liabilities.

Cash Flows			
<i>Millions</i>	2015	2014	2013
Cash provided by operating activities	\$ 7,344	\$ 7,385	\$ 6,823
Cash used in investing activities	(4,476)	(4,249)	(3,405)
Cash used in financing activities	(3,063)	(2,982)	(3,049)
Net change in cash and cash equivalents	\$ (195)	\$ 154	\$ 369

Operating Activities

Cash provided by operating activities decreased in 2015 compared to 2014 due to lower net income and changes in working capital, partially offset by the timing of tax payments.

Federal tax law provided for 100% bonus depreciation for qualified investments made during 2011 and 50% bonus depreciation for qualified investments made during 2012-2013. As a result, the Company deferred a substantial portion of its 2011-2013 income tax expense, contributing to the positive operating cash flow in those years. Congress extended 50% bonus depreciation for 2014, but this extension occurred in December, and the related benefit was realized in 2015, rather than 2014. Similarly, in December of 2015, Congress extended bonus depreciation through 2019, which delayed the benefit of 2015 bonus depreciation into 2016. Bonus depreciation will be at a rate of 50% for 2015, 2016 and 2017, 40% for 2018 and 30% for 2019.

Higher net income in 2014 increased cash provided by operating activities compared to 2013, despite higher income tax payments. 2014 income tax payments were higher than 2013 primarily due to higher income, but also because we paid taxes previously deferred by bonus depreciation.

Investing Activities

Higher capital investments in locomotives and freight cars, including \$327 million in early lease buyouts, which we exercised due to favorable economic terms and market conditions, drove the increase in cash used in investing activities in 2015 compared to 2014.

Higher capital investments, including the early buyout of the long-term operating lease of our headquarters building for approximately \$261 million, drove the increase in cash used in investing activities in 2014 compared to 2013. Significant investments also were made for new locomotives, freight cars and containers, and capacity and commercial facility projects. Capital investments in 2014 also included \$99 million for the early buyout of locomotives and freight cars under long-term operating leases, which we exercised due to favorable economic terms and market conditions.

The following tables detail cash capital investments and track statistics for the years ended December 31, 2015, 2014, and 2013:

<i>Millions</i>	2015	2014	2013
Rail and other track material	\$ 734	\$ 749	\$ 743
Ties	455	415	438
Ballast	233	204	226
Other [a]	438	378	326
Total road infrastructure replacements	1,860	1,746	1,733
Line expansion and other capacity projects	457	515	455
Commercial facilities	227	217	146
Total capacity and commercial facilities	684	732	601
Locomotives and freight cars [b]	1,436	1,067	580
Positive train control	381	384	419
Technology and other [c]	289	417	163
Total cash capital investments	\$ 4,650	\$ 4,346	\$ 3,496

[a] Other includes bridges and tunnels, signals, other road assets, and road work equipment.

[b] Locomotives and freight cars include early lease buyouts of \$327 million in 2015, \$75 million in 2014, and \$16 million in 2013.

[c] Technology and other includes the \$261 million early buyout of our headquarters building operating lease in 2014.

	2015	2014	2013
Track miles of rail replaced	767	912	834
Track miles of rail capacity expansion	103	119	97
New ties installed (thousands)	4,178	4,076	3,870
Miles of track surfaced	10,076	10,791	11,017

Capital Plan – In 2016, we expect our capital plan to be approximately \$3.75 billion, which may be revised if business conditions or the regulatory environment affect our ability to generate sufficient returns on these investments. While asset replacements will fluctuate as part of our renewal strategy, we expect to use 55% to 60% of our capital investments to renew and improve existing capital assets. We will continue to invest in our network and terminals where appropriate, balancing terminal capacity with mainline capacity. Significant investments in technology improvements are planned, including approximately \$375 million for PTC. We will also continue commercial investments in rail facilities and equipment, including 230 locomotives and 450 freight cars.

We expect to fund our 2016 cash capital plan by using some or all of the following: cash generated from operations, proceeds from the sale or lease of various operating and non-operating properties, proceeds from the issuance of long-term debt, and cash on hand. Our annual capital plan is a critical component of our long-term strategic plan. We expect our plan will enhance the long-term value of the Company for our shareholders by providing sufficient resources to (i) replace and improve our existing track infrastructure to provide safe and fluid operations, (ii) increase network efficiency by adding or improving facilities and track, and (iii) make investments that meet customer demand and take advantage of opportunities for long-term growth.

Financing Activities

Cash used in financing activities increased in 2015 compared to 2014. An increase of \$712 million in dividends paid and \$240 million for the repurchase of shares under our common stock repurchase program more than offset an increase of \$740 million in debt issued and a decrease of \$154 million in debt repaid. The higher dividend payments primarily were a result of adjusting the dividend payable dates to align with the timing of the quarterly dividend declaration and payment within the same quarter. Aligning the quarterly dividend declaration and payment resulted in two payments in the first quarter of 2015: the fourth quarter 2014 dividend of \$438 million, which was paid on January 2, 2015, as well as the first quarter 2015 dividend of \$484 million, which was paid on March 30, 2015. The second quarter 2015 dividend of \$479 million was paid on June 30, 2015, the third quarter 2015 dividend of \$476 million was paid on September 30, 2015, and the fourth quarter 2015 dividend of \$467 million was paid on December 31, 2015. Higher dividends per share also contributed to the increase in dividends paid.

Cash used in financing activities remained flat in 2014 versus 2013. Increases for the repurchase of shares under our common stock repurchase program and higher dividend payments in 2014 of \$1.6 billion compared to \$1.3 billion in 2013 were offset by higher debt issuances in 2014.

Credit Facilities – At December 31, 2015, we had \$1.7 billion of credit available under our revolving credit facility (the facility), which is designated for general corporate purposes and supports the issuance of commercial paper. We did not draw on the facility during 2015. Commitment fees and interest rates payable under the facility are similar to fees and rates available to comparably rated, investment-grade borrowers. The facility allows for borrowings at floating rates based on London Interbank Offered Rates, plus a spread, depending upon credit ratings for our senior unsecured debt. The facility matures in May 2019 under a five-year term and requires UPC to maintain a debt-to-net-worth coverage ratio. At December 31, 2015, and December 31, 2014 (and at all times during the periods presented), we were in compliance with this covenant.

The definition of debt used for purposes of calculating the debt-to-net-worth coverage ratio includes, among other things, certain credit arrangements, capital leases, guarantees and unfunded and vested pension benefits under Title IV of ERISA. At December 31, 2015, the debt-to-net-worth coverage ratio allowed us to carry up to \$41.4 billion of debt (as defined in the facility), and we had \$14.3 billion of debt (as defined in the facility) outstanding at that date. Under our current capital plans, we expect to continue to satisfy the debt-to-net-worth coverage ratio; however, many factors beyond our reasonable control could affect our ability to comply with this provision in the future. The facility does not include any other financial restrictions, credit rating triggers (other than rating-dependent pricing), or any other provision that could require us to post collateral. The facility also includes a \$125 million cross-default provision and a change-of-control provision.

During 2015, we did not issue or repay any commercial paper, and at December 31, 2015, and 2014, we had no commercial paper outstanding. Our revolving credit facility supports our outstanding commercial paper balances, and, unless we change the terms of our commercial paper program, our aggregate issuance of commercial paper will not exceed the amount of borrowings available under the facility.

(See further discussion in this Item 7 under Receivables Securitization Facility for information regarding the Company's receivables securitization facility.)

Ratio of Earnings to Fixed Charges

For each of the years ended December 31, 2015, 2014, and 2013, our ratio of earnings to fixed charges was 11.6, 13.5, and 11.8, respectively. The ratio of earnings to fixed charges was computed on a consolidated basis. Earnings represent income from continuing operations, less equity earnings net of distributions, plus fixed charges and income taxes. Fixed charges represent interest charges, amortization of debt discount, and the estimated amount representing the interest portion of rental charges. (See Exhibit 12 to this report for the calculation of the ratio of earnings to fixed charges.)

Common Shareholders' Equity

Dividend Restrictions – Our revolving credit facility includes a debt-to-net worth covenant (discussed in the Credit Facilities section above) that, under certain circumstances, restricts the payment of cash dividends to our shareholders. The amount of retained earnings available for dividends was \$13.6 billion and \$15.4 billion at December 31, 2015, and 2014, respectively.

Share Repurchase Program

Effective January 1, 2014, our Board of Directors authorized the repurchase of up to 120 million shares of our common stock by December 31, 2017, replacing our previous repurchase program. As of December 31, 2015, we repurchased a total of \$16.0 billion of our common stock since the commencement of our repurchase programs in 2007. The table below represents shares repurchased under this repurchase program.

	<i>Number of Shares Purchased</i>		<i>Average Price Paid</i>	
	<i>2015</i>	<i>2014</i>	<i>2015</i>	<i>2014</i>
First quarter	6,881,455	7,640,000	\$ 117.28	\$ 89.43
Second quarter	7,975,100	8,320,000	104.62	96.84
Third quarter	13,800,700	8,347,000	89.65	102.54
Fourth quarter	6,646,899	7,736,400	88.19	113.77
Total	35,304,154	32,043,400	\$ 98.14	\$ 100.65
Remaining number of shares that may be repurchased under current authority				52,652,446

Management's assessments of market conditions and other pertinent facts guide the timing and volume of all repurchases. We expect to fund any share repurchases under this program through cash generated from operations, the sale or lease of various operating and non-operating properties, debt issuances, and cash on hand. Repurchased shares are recorded in treasury stock at cost, which includes any applicable commissions and fees.

From January 1, 2016, through February 4, 2016, we repurchased 3.7 million shares at an aggregate cost of approximately \$268 million.

Shelf Registration Statement and Significant New Borrowings – We filed a new shelf registration statement with the SEC that became effective on February 9, 2015. The Board of Directors authorized the issuance of up to \$4.0 billion of debt securities, replacing the \$4.0 billion authorized under our shelf registration filed in February 2013, which was fully utilized after our January 2015 debt offering noted below. Under our current shelf registration, we may issue, from time to time, any combination of debt securities, preferred stock, common stock, or warrants for debt securities or preferred stock in one or more offerings. We have no immediate plans to issue equity securities; however, we will continue to explore opportunities to replace existing debt or access capital through issuances of debt securities under our shelf registration, and, therefore, we may issue additional debt securities at any time.

During 2015, we issued the following unsecured, fixed-rate debt securities under our shelf registrations:

<i>Date</i>	<i>Description of Securities</i>
January 29, 2015	\$250 million of 1.80% Notes due February 1, 2020 \$450 million of 3.375% Notes due February 1, 2035 \$450 million of 3.875% Notes due February 1, 2055
June 19, 2015	\$400 million of 2.250% Notes due June 19, 2020 \$300 million of 3.250% Notes due August 15, 2025
October 29, 2015	\$200 million of reopened 3.250% Notes due August 15, 2025 \$500 million of 4.050% Notes due November 15, 2045 \$400 million of 4.375% Notes due November 15, 2065

We used the net proceeds from the offerings for general corporate purposes, including the repurchase of common stock pursuant to our share repurchase program. These debt securities include change-of-control provisions. At December 31, 2015, we had remaining authority to issue up to \$2.2 billion of debt securities under our current shelf registration.

Equipment Trust – On May 12, 2015, UPRR consummated a pass-through (P/T) financing, whereby a P/T trust was created, which issued \$399 million of P/T trust certificates with a stated interest rate of 2.695%. The P/T trust certificates will mature on May 12, 2027. The proceeds from the issuance of the P/T trust certificates were used to purchase equipment trust certificates to be issued by UPRR to finance the acquisition of 182 locomotives. The equipment trust certificates are secured by a lien on the

locomotives. The \$399 million is classified as debt due after one year in our Consolidated Statements of Financial Position.

Debt Exchange – On August 21, 2013, we exchanged \$1,170 million of various outstanding notes and debentures due between 2016 and 2040 (the Existing Notes) for \$439 million of 3.646% notes (the New 2024 Notes) due February 15, 2024 and \$700 million of 4.821% notes (the New 2044 Notes) due February 1, 2044, plus cash consideration of approximately \$280 million in addition to \$8 million for accrued and unpaid interest on the Existing Notes. In accordance with ASC 470-50-40, Debt-Modifications and Extinguishments-Derecognition, this transaction was accounted for as a debt exchange, as the exchanged debt instruments are not considered to be substantially different. The cash consideration was recorded as an adjustment to the carrying value of debt, and the balance of the unamortized discount and issue costs from the Existing Notes is being amortized as an adjustment of interest expense over the terms of the New 2024 Notes and the New 2044 Notes. No gain or loss was recognized as a result of the exchange. Costs related to the debt exchange that were payable to parties other than the debt holders totaled approximately \$9 million and were included in interest expense during the year ended December 31, 2013.

The following table lists the outstanding notes and debentures that were exchanged:

<i>Millions</i>	<i>Principal amount exchanged</i>
The 2024 Offers	
7.000% Debentures due 2016	\$ 8
5.650% Notes due 2017	38
5.750% Notes due 2017	70
5.700% Notes due 2018	103
7.875% Notes due 2019	20
6.125% Notes due 2020	238
The 2044 Offers	
7.125% Debentures due 2028	73
6.625% Debentures due 2029	177
6.250% Debentures due 2034	19
6.150% Debentures due 2037	138
5.780% Notes due 2040	286
Total	\$ 1,170

Receivables Securitization Facility – The Railroad maintains a \$650 million, 3-year receivables securitization facility maturing in July 2017 under which it sells most of its eligible third-party receivables to Union Pacific Receivables, Inc. (UPRI), a consolidated, wholly-owned, bankruptcy-remote subsidiary that may subsequently transfer, without recourse, an undivided interest in accounts receivable to investors. The investors have no recourse to the Railroad's other assets except for customary warranty and indemnity claims. Creditors of the Railroad do not have recourse to the assets of UPRI.

The amount outstanding under the facility was \$400 million at both December 31, 2015, and December 31, 2014, respectively. The facility was supported by \$0.9 billion and \$1.2 billion of accounts receivable as collateral at December 31, 2015, and December 31, 2014, respectively, which, as a retained interest, is included in accounts receivable, net in our Consolidated Statements of Financial Position.

The outstanding amount the Railroad is allowed to maintain under the facility, with a maximum of \$650 million, may fluctuate based on the availability of eligible receivables and is directly affected by business volumes and credit risks, including receivables payment quality measures such as default and dilution ratios. If default or dilution ratios increase one percent, the allowable outstanding amount under the facility would not materially change.

The costs of the receivables securitization facility include interest, which will vary based on prevailing benchmark and commercial paper rates, program fees paid to participating banks, commercial paper issuance costs, and fees of participating banks for unused commitment availability. The costs of the receivables securitization facility are included in interest expense and were \$5 million, \$4 million, and \$5 million for 2015, 2014, and 2013, respectively.

Contractual Obligations and Commercial Commitments

As described in the notes to the Consolidated Financial Statements and as referenced in the tables below, we have contractual obligations and commercial commitments that may affect our financial condition. Based on our assessment of the underlying provisions and circumstances of our contractual obligations and commercial commitments, including material sources of off-balance sheet and structured finance arrangements, other than the risks that we and other similarly situated companies face with respect to the condition of the capital markets (as described in Item 1A of Part II of this report), there is no known trend, demand, commitment, event, or uncertainty that is reasonably likely to occur that would have a material adverse effect on our consolidated results of operations, financial condition, or liquidity. In addition, our commercial obligations, financings, and commitments are customary transactions that are similar to those of other comparable corporations, particularly within the transportation industry.

The following tables identify material obligations and commitments as of December 31, 2015:

Contractual Obligations	Payments Due by December 31,							
	Millions	Total	2016	2017	2018	2019	2020	After 2020
Debt [a]	\$ 22,885	\$ 1,006	\$ 1,434	\$ 938	\$ 981	\$ 1,339	\$ 17,187	\$ -
Operating leases [b]	3,430	491	446	371	339	282	1,501	-
Capital lease obligations [c]	1,587	217	220	198	184	193	575	-
Purchase obligations [d]	3,983	2,309	673	306	255	211	197	32
Other post retirement benefits [e]	453	45	45	46	46	46	225	-
Income tax contingencies [f]	94	-	-	-	-	-	-	94
Total contractual obligations	\$ 32,432	\$ 4,068	\$ 2,818	\$ 1,859	\$ 1,805	\$ 2,071	\$ 19,685	\$ 126

[a] Excludes capital lease obligations of \$1,268 million, as well as unamortized discount and deferred issuance costs of \$(674) million. Includes an interest component of \$9,278 million.

[b] Includes leases for locomotives, freight cars, other equipment, and real estate.

[c] Represents total obligations, including interest component of \$319 million.

[d] Purchase obligations include locomotive maintenance contracts; purchase commitments for fuel purchases, locomotives, ties, ballast, and rail; and agreements to purchase other goods and services. For amounts where we cannot reasonably estimate the year of settlement, they are reflected in the Other column.

[e] Includes estimated other post retirement, medical, and life insurance payments, payments made under the unfunded pension plan for the next ten years.

[f] Future cash flows for income tax contingencies reflect the recorded liabilities and assets for unrecognized tax benefits, including interest and penalties, as of December 31, 2015. For amounts where the year of settlement is uncertain, they are reflected in the Other column.

Other Commercial Commitments	Amount of Commitment Expiration per Period							
	Millions	Total	2016	2017	2018	2019	2020	After 2020
Credit facilities [a]	\$ 1,700	\$ -	\$ -	\$ -	\$ 1,700	\$ -	\$ -	
Receivables securitization facility [b]	650	-	650	-	-	-	-	
Guarantees [c]	53	9	10	11	8	5	10	
Standby letters of credit [d]	35	33	2	-	-	-	-	
Total commercial commitments	\$ 2,438	\$ 42	\$ 662	\$ 11	\$ 1,708	\$ 5	\$ 10	

[a] None of the credit facility was used as of December 31, 2015.

[b] \$400 million of the receivables securitization facility was utilized as of December 31, 2015, which is accounted for as debt. The full program matures in July 2017.

[c] Includes guaranteed obligations related to our affiliated operations.

[d] None of the letters of credit were drawn upon as of December 31, 2015.

Off-Balance Sheet Arrangements

Guarantees – At December 31, 2015, and 2014, we were contingently liable for \$53 million and \$82 million in guarantees. We have recorded liabilities of \$0 and \$0.3 million for the fair value of these obligations as of December 31, 2015, and 2014, respectively. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of

default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

OTHER MATTERS

Labor Agreements – Approximately 85% of our 47,457 full-time-equivalent employees are represented by 14 major rail unions. On January 1, 2015, current labor agreements became subject to modification and we began the current round of negotiations with the unions. Existing agreements remain in effect until new agreements are reached or the Railway Labor Act's procedures (which include mediation, cooling-off periods, and the possibility of Presidential Emergency Boards and Congressional intervention) are exhausted. Contract negotiations historically continue for an extended period of time and we rarely experience work stoppages while negotiations are pending.

Inflation – Long periods of inflation significantly increase asset replacement costs for capital-intensive companies. As a result, assuming that we replace all operating assets at current price levels, depreciation charges (on an inflation-adjusted basis) would be substantially greater than historically reported amounts.

Derivative Financial Instruments – We may use derivative financial instruments in limited instances to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2015 and 2014, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Determination of Fair Value – We determine the fair values of our derivative financial instrument positions based upon current fair values as quoted by recognized dealers or the present value of expected future cash flows.

Sensitivity Analyses – The sensitivity analyses that follow illustrate the economic effect that hypothetical changes in interest rates could have on our results of operations and financial condition. These hypothetical changes do not consider other factors that could impact actual results.

At December 31, 2015, we had variable-rate debt representing approximately 4.2% of our total debt. If variable interest rates average one percentage point higher in 2016 than our December 31, 2015 variable rate, which was approximately 1.1%, our interest expense would increase by approximately \$6 million. This amount was determined by considering the impact of the hypothetical interest rate on the balances of our variable-rate debt at December 31, 2015.

Market risk for fixed-rate debt is estimated as the potential increase in fair value resulting from a hypothetical one percentage point decrease in interest rates as of December 31, 2015, and amounts to an increase of approximately \$1.6 billion to the fair value of our debt at December 31, 2015. We estimated the fair values of our fixed-rate debt by considering the impact of the hypothetical interest rates on quoted market prices and current borrowing rates.

Interest Rate Fair Value Hedges – We manage our overall exposure to fluctuations in interest rates by adjusting the proportion of fixed and floating rate debt instruments within our debt portfolio over a given period. We generally manage the mix of fixed and floating rate debt through the issuance of targeted amounts of each as debt matures or as we require incremental borrowings. We employ derivatives, primarily swaps, as one of the tools to obtain the targeted mix. In addition, we also obtain flexibility in

managing interest costs and the interest rate mix within our debt portfolio by evaluating the issuance of and managing outstanding callable fixed-rate debt securities.

Swaps allow us to convert debt from fixed rates to variable rates and thereby hedge the risk of changes in the debt's fair value attributable to the changes in interest rates. We account for swaps as fair value hedges using the short-cut method as allowed by the Derivatives and Hedging Topic of the Financial Accounting Standards Board (FASB) ASC 815; therefore, we do not record any ineffectiveness within our Consolidated Financial Statements. As of December 31, 2015 and 2014, we had no interest rate fair value hedges outstanding.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. As of December 31, 2015, and 2014, we had no interest rate cash flow hedges outstanding.

Accounting Pronouncements – In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 supersedes the revenue recognition guidance in Topic 605, Revenue Recognition. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the entity expects to be entitled in the exchange for those goods or services. This standard is effective for annual reporting periods beginning after December 15, 2017, and can be adopted either retrospectively or as a cumulative effect adjustment as of the date of adoption. ASU 2014-09 is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03 (ASU 2015-03), *Interest - Imputation of Interest (Subtopic 835-30)*. ASU 2015-03 changes the presentation of debt issuance costs in the financial statements to present such costs as a direct deduction from the related debt liability rather than as an asset. Amortization of debt issuance costs will be reported as interest expense. This standard is effective for annual reporting periods beginning after December 15, 2015. We elected to early adopt ASU 2015-03 on December 31, 2015. As a result, the Company reclassified debt issuance costs from other assets to a direct deduction from debt due after one year on the Consolidated Statements of Financial Position. ASU 2015-03 did not have a material impact on our consolidated financial position, and had no impact on our results of operations or cash flows. All prior period financial information presented herein has been adjusted to reflect the retrospective application of this ASU.

In November 2015, the FASB issued Accounting Standards Update No. 2015-17 (ASU 2015-17), *Balance Sheet Classification of Deferred Taxes (Subtopic 740-10)*. ASU 2015-17 simplifies the presentation of deferred income taxes by eliminating the requirement for companies to present deferred tax liabilities and assets as current and non-current on the Consolidated Statements of Financial Position. Instead, companies will be required to classify all deferred tax assets and liabilities as non-current. This guidance is effective for annual and interim periods beginning after December 15, 2016 and early adoption is permitted. We elected to early adopt ASU 2015-17 on December 31, 2015. ASU 2015-17 did not have a material impact on our consolidated financial position, and had no impact on our results of operations or cash flows. All prior period financial information presented herein has been adjusted to reflect the retrospective application of this ASU.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01 (ASU 2016-01), *Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10)*. ASU 2016-01 provides guidance for the recognition, measurement, presentation, and disclosure of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted. ASU 2016-01 is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity. To the extent possible, we have recorded a liability where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities and insurance recoveries previously recorded for these matters.

Indemnities – Our maximum potential exposure under indemnification arrangements, including certain tax indemnifications, can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

Climate Change – Although climate change could have an adverse impact on our operations and financial performance in the future (see Risk Factors under Item 1A of this report), we are currently unable to predict the manner or severity of such impact. However, we continue to take steps and explore opportunities to reduce the impact of our operations on the environment, including investments in new technologies, using training programs to reduce fuel consumption, and changing our operations to increase fuel efficiency.

CRITICAL ACCOUNTING POLICIES

Our Consolidated Financial Statements have been prepared in accordance with GAAP. The preparation of these financial statements requires estimation and judgment that affect the reported amounts of revenues, expenses, assets, and liabilities. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. The following critical accounting policies are a subset of our significant accounting policies described in Note 2 to the Financial Statements and Supplementary Data, Item 8. These critical accounting policies affect significant areas of our financial statements and involve judgment and estimates. If these estimates differ significantly from actual results, the impact on our Consolidated Financial Statements may be material.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability, including unasserted claims. The Federal Employers' Liability Act (FELA) governs compensation for work-related accidents. Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements. We offer a comprehensive variety of services and rehabilitation programs for employees who are injured at work.

Our personal injury liability is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 94% of the recorded liability is related to asserted claims and approximately 6% is related to unasserted claims at December 31, 2015. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately \$318 million to \$345 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

<i>Millions</i>	2015	2014	2013
Beginning balance	\$ 335	\$ 294	\$ 334
Current year accruals	89	96	87
Changes in estimates for prior years	(3)	9	(38)
Payments	(103)	(64)	(89)
Ending balance at December 31	\$ 318	\$ 335	\$ 294
Current portion, ending balance at December 31	\$ 63	\$ 111	\$ 82

Our personal injury claims activity was as follows:

	2015	2014	2013
Open claims, beginning balance	2,618	2,605	2,792
New claims	2,573	2,773	2,705
Settled or dismissed claims	(2,787)	(2,760)	(2,892)
Open claims, ending balance at December 31	2,404	2,618	2,605

In conjunction with the liability update performed in 2015, we also reassessed our estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2015, and 2014.

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. We assess our potential liability using a statistical analysis of resolution costs for asbestos-related claims. This liability is updated annually and excludes future defense and processing costs. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The ratio of future claims by alleged disease would be consistent with historical averages adjusted for inflation.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 22% of the recorded liability related to asserted claims and approximately 78% related to unasserted claims at December 31, 2015. Because of the uncertainty surrounding the ultimate outcome of asbestos-related claims, it is reasonably possible that future costs to settle these claims may range from approximately \$120 million to \$129 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other.

Our asbestos-related liability activity was as follows:

Millions	2015	2014	2013
Beginning balance	\$ 126	\$ 131	\$ 139
Accruals/(Credits)	-	1	2
Payments	(6)	(6)	(10)
Ending balance at December 31	\$ 120	\$ 126	\$ 131
Current portion, ending balance at December 31	\$ 6	\$ 8	\$ 9

Our asbestos-related claims activity was as follows:

	2015	2014	2013
Open claims, beginning balance	1,065	1,140	1,258
New claims	193	183	192
Settled or dismissed claims	(169)	(258)	(310)
Open claims, ending balance at December 31	1,089	1,065	1,140

In conjunction with the liability update performed in 2015, we also reassessed our estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2015, and 2014. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws

governing asbestos litigation increase or decrease the probability or amount of compensation of claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 290 sites at which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 31 sites that are the subject of actions taken by the U.S. government, 19 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified sites; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities at each site.

When we identify an environmental issue with respect to property owned, leased, or otherwise used in our business, we perform, with assistance of our consultants, environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. Our environmental liability is not discounted to present value due to the uncertainty surrounding the timing of future payments.

Our environmental liability activity was as follows:

<i>Millions</i>	2015		2014		2013	
Beginning balance	\$	182	\$	171	\$	170
Accruals		61		56		58
Payments		(53)		(45)		(57)
Ending balance at December 31	\$	190	\$	182	\$	171
Current portion, ending balance at December 31	\$	52	\$	60	\$	53

Our environmental site activity was as follows:

	2015	2014	2013
Open sites, beginning balance	270	268	284
New sites	66	55	41
Closed sites	(46)	(53)	(57)
Open sites, ending balance at December 31	290	270	268

The environmental liability includes future costs for remediation and restoration of sites, as well as ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. The ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. Current obligations are not expected to have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

Property and Depreciation – Our railroad operations are highly capital intensive, and our large base of homogeneous, network-type assets turns over on a continuous basis. Each year we develop a capital program for the replacement of assets and for the acquisition or construction of assets that enable us to enhance our operations or provide new service offerings to customers. Assets purchased or constructed throughout the year are capitalized if they meet applicable minimum units of property criteria. Properties and equipment are carried at cost and are depreciated on a straight-line basis over their estimated service lives, which are measured in years, except for rail in high-density traffic corridors (i.e., all rail lines except for those subject to abandonment, yard and switching tracks, and electronic yards) for which lives are measured in millions of gross tons per mile of track. We use the group method of depreciation in which all items with similar characteristics, use, and expected lives are grouped together in asset classes, and are depreciated using composite depreciation rates. The group method of depreciation treats each asset class as a pool of resources, not as singular items. We currently have more than 60 depreciable

asset classes, and we may increase or decrease the number of asset classes due to changes in technology, asset strategies, or other factors.

We determine the estimated service lives of depreciable railroad property by means of depreciation studies. We perform depreciation studies at least every three years for equipment and every six years for track assets (i.e., rail and other track material, ties, and ballast) and other road property. Our depreciation studies take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of our asset classes;
- Evaluation of any expected changes in current operations and the outlook for continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Expected salvage to be received upon retirement.

For rail in high-density traffic corridors, we measure estimated service lives in millions of gross tons per mile of track. It has been our experience that the lives of rail in high-density traffic corridors are closely correlated to usage (i.e., the amount of weight carried over the rail). The service lives also vary based on rail weight, rail condition (e.g., new or secondhand), and rail type (e.g., straight or curve). Our depreciation studies for rail in high-density traffic corridors consider each of these factors in determining the estimated service lives. For rail in high-density traffic corridors, we calculate depreciation rates annually by dividing the number of gross ton-miles carried over the rail (i.e., the weight of loaded and empty freight cars, locomotives and maintenance of way equipment transported over the rail) by the estimated service lives of the rail measured in millions of gross tons per mile. Rail in high-density traffic corridors accounts for approximately 70 percent of the historical cost of rail and other track material. Based on the number of gross ton-miles carried over our rail in high density traffic corridors during 2015, the estimated service lives of the majority of this rail ranged from approximately 19 years to approximately 39 years. For all other depreciable assets, we compute depreciation based on the estimated service lives of our assets as determined from the analysis of our depreciation studies. Changes in the estimated service lives of our assets and their related depreciation rates are implemented prospectively.

Estimated service lives of depreciable railroad property may vary over time due to changes in physical use, technology, asset strategies, and other factors that will have an impact on the retirement profiles of our assets. We are not aware of any specific factors that are reasonably likely to significantly change the estimated service lives of our assets. Actual use and retirement of our assets may vary from our current estimates, which would impact the amount of depreciation expense recognized in future periods.

Changes in estimated useful lives of our assets due to the results of our depreciation studies could significantly impact future periods' depreciation expense and have a material impact on our Consolidated Financial Statements. If the estimated useful lives of all depreciable assets were increased by one year, annual depreciation expense would decrease by approximately \$66 million. If the estimated useful lives of all depreciable assets were decreased by one year, annual depreciation expense would increase by approximately \$70 million. Our recent depreciation studies have resulted in lower depreciation rates for some asset classes. These lower rates will partially offset the impact of a projected higher depreciable asset base, resulting in an increase in total depreciation expense by approximately 1% to 2% in 2016 versus 2015.

Under group depreciation, the historical cost (net of salvage) of depreciable property that is retired or replaced in the ordinary course of business is charged to accumulated depreciation and no gain or loss is recognized. The historical cost of certain track assets is estimated using (i) inflation indices published by the Bureau of Labor Statistics and (ii) the estimated useful lives of the assets as determined by our depreciation studies. The indices were selected because they closely correlate with the major costs of the properties comprising the applicable track asset classes. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of property is completely retired, we continually monitor the estimated service lives of our assets and the accumulated depreciation associated with each asset class to ensure our depreciation rates are appropriate. In addition, we determine if the recorded amount of accumulated depreciation is deficient (or in excess) of the amount indicated by our depreciation studies. Any deficiency (or excess) is amortized as a component of depreciation expense over the remaining service lives of the applicable classes of assets.

For retirements of depreciable railroad properties that do not occur in the normal course of business, a gain or loss may be recognized if the retirement meets each of the following three conditions: (i) it is unusual, (ii) it is material in amount, and (iii) it varies significantly from the retirement profile identified through our depreciation studies. During the last three fiscal years, no gains or losses were recognized due to the retirement of depreciable railroad properties. A gain or loss is recognized in other income when we sell land or dispose of assets that are not part of our railroad operations.

Income Taxes – We account for income taxes by recording taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on current tax law; the effects of future tax legislation are not anticipated. Future tax legislation, such as a change in the corporate tax rate, could have a material impact on our financial condition, results of operations, or liquidity. For example, a 1% increase in future income tax rates would increase our deferred tax liability by approximately \$390 million.

When appropriate, we record a valuation allowance against deferred tax assets to reflect that these tax assets may not be realized. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based on management’s judgments using available evidence for purposes of estimating whether future taxable income will be sufficient to realize a deferred tax asset. In 2015 and 2014, there were no valuation allowances.

We recognize tax benefits that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for “unrecognized tax benefits” is recorded for any tax benefits claimed in our tax returns that do not meet these recognition and measurement standards.

Pension and Other Postretirement Benefits – We use an actuarial analysis to measure the liabilities and expenses associated with providing pension and medical and life insurance benefits (OPEB) to eligible employees. In order to use actuarial methods to value the liabilities and expenses, we must make several assumptions. The critical assumptions used to measure pension obligations and expenses are the discount rate and expected rate of return on pension assets. For OPEB, the critical assumptions are the discount rate and health care cost trend rate.

We evaluate our critical assumptions at least annually, and selected assumptions are based on the following factors:

- Discount rate is based on a Mercer yield curve of high quality corporate bonds (rated AA by a recognized rating agency) for which the timing and amount of cash flows matches our plans’ expected benefit payments.
- Expected return on plan assets is based on our asset allocation mix and our historical return, taking into consideration current and expected market conditions.
- Health care cost trend rate is based on our historical rates of inflation and expected market conditions.

The following tables present the key assumptions used to measure net periodic pension and OPEB cost/(benefit) for 2015 and the estimated impact on 2015 net periodic pension and OPEB cost/(benefit) relative to a change in those assumptions:

Assumptions	<i>Pension</i>	<i>OPEB</i>
Discount rate	3.94%	3.74%
Expected return on plan assets	7.50%	N/A
Compensation increase	4.00%	N/A
Health care cost trend rate:		
Pre-65 current	N/A	6.34%
Pre-65 level in 2028	N/A	4.50%

Sensitivities Millions	<i>Increase in Expense</i>	
	<i>Pension</i>	<i>OPEB</i>
0.25% decrease in discount rate	\$ 14	\$ 1
0.25% increase in compensation scale	\$ 9	N/A
0.25% decrease in expected return on plan assets	\$ 8	N/A
1% increase in health care cost trend rate	N/A	\$ 3

The following table presents the net periodic pension and OPEB cost for the years ended December 31:

<i>Millions</i>	<i>Est.</i>			
	<i>2016</i>	<i>2015</i>	<i>2014</i>	<i>2013</i>
Net periodic pension cost	\$ 42	\$ 120	\$ 69	\$ 110
Net periodic OPEB cost	13	19	15	14

In 2016, we will measure the service cost and interest cost components of our net periodic benefit cost by using individual spot rates matched with separate cash flows for each future year instead of a single weighted-average discount rate approach. Our net periodic pension cost is expected to decrease to approximately \$42 million in 2016 from \$120 million in 2015. Our net periodic OPEB expense is expected to decrease to approximately \$13 million in 2016 from \$19 million in 2015.

CAUTIONARY INFORMATION

Certain statements in this report, and statements in other reports or information filed or to be filed with the SEC (as well as information included in oral statements or other written statements made or to be made by us), are, or will be, forward-looking statements as defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. These forward-looking statements and information include, without limitation, (A) statements in the Chairman's letter preceding Part I; statements regarding planned capital expenditures under the caption "2016 Capital Plan" in Item 2 of Part I; statements regarding dividends in Item 5 of Part II; and statements and information set forth under the captions "2016 Outlook"; "Liquidity and Capital Resources"; and "Pension and Other Postretirement Benefits" in this Item 7 of Part II, and (B) any other statements or information in this report (including information incorporated herein by reference) regarding: expectations as to financial performance, revenue growth and cost savings; the time by which goals, targets, or objectives will be achieved; projections, predictions, expectations, estimates, or forecasts as to our business, financial and operational results, future economic performance, and general economic conditions; expectations as to operational or service performance or improvements; expectations as to the effectiveness of steps taken or to be taken to improve operations and/or service, including capital expenditures for infrastructure improvements and equipment acquisitions, any strategic business acquisitions, and modifications to our transportation plans; expectations as to existing or proposed new products and services; expectations as to the impact of any new regulatory activities or legislation on our operations or financial results; estimates of costs relating to environmental remediation and restoration; estimates and expectations regarding tax matters; expectations that claims, litigation, environmental costs, commitments, contingent liabilities, labor negotiations or agreements, or other matters will not have a material adverse effect on our consolidated results of operations, financial condition, or liquidity and any other similar expressions concerning matters that are not historical facts. Forward-looking statements may be identified by their use of forward-looking terminology, such as "believes," "expects," "may," "should," "would," "will," "intends," "plans," "estimates," "anticipates," "projects" and similar words, phrases or expressions.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times that, or by which, such performance or results will be achieved. Forward-looking statements and information are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements and information. Forward-looking statements and information reflect the good faith consideration by management of currently available information, and may be based on underlying assumptions believed to be reasonable under the circumstances. However, such information and assumptions (and, therefore, such forward-looking statements and information) are or may be subject to variables or unknown or unforeseeable events or circumstances over which management has little or no influence or control. The Risk Factors in Item 1A of this report could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in any forward-looking statements or information. To the extent circumstances require or we deem it otherwise necessary, we will update or

amend these risk factors in a Form 10-Q, Form 8-K or subsequent Form 10-K. All forward-looking statements are qualified by, and should be read in conjunction with, these Risk Factors.

Forward-looking statements speak only as of the date the statement was made. We assume no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect thereto or with respect to other forward-looking statements.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Information concerning market risk sensitive instruments is set forth under Management’s Discussion and Analysis of Financial Condition and Results of Operations – Other Matters, Item 7.

Item 8. Financial Statements and Supplementary Data

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

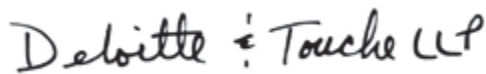
To the Board of Directors and Shareholders of Union Pacific Corporation
Omaha, Nebraska

We have audited the accompanying consolidated statements of financial position of Union Pacific Corporation and Subsidiary Companies (the "Corporation") as of December 31, 2015 and 2014, and the related consolidated statements of income, comprehensive income, changes in common shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2015. Our audits also included the financial statement schedule listed in the Table of Contents at Part IV, Item 15. These financial statements and financial statement schedule are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Union Pacific Corporation and Subsidiary Companies as of December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Corporation's internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 5, 2016 expressed an unqualified opinion on the Corporation's internal control over financial reporting.

The image shows a handwritten signature in cursive script that reads "Deloitte Touche LLP". The signature is written in dark ink and is positioned above the typed name and date.

Omaha, Nebraska
February 5, 2016

CONSOLIDATED STATEMENTS OF INCOME
Union Pacific Corporation and Subsidiary Companies

<i>Millions, Except Per Share Amounts, for the Years Ended December 31,</i>	2015	2014	2013
Operating revenues:			
Freight revenues	\$ 20,397	\$ 22,560	\$ 20,684
Other revenues	1,416	1,428	1,279
Total operating revenues	21,813	23,988	21,963
Operating expenses:			
Compensation and benefits	5,161	5,076	4,807
Purchased services and materials	2,421	2,558	2,315
Fuel	2,013	3,539	3,534
Depreciation	2,012	1,904	1,777
Equipment and other rents	1,230	1,234	1,235
Other	924	924	849
Total operating expenses	13,761	15,235	14,517
Operating income	8,052	8,753	7,446
Other income (Note 7)	226	151	128
Interest expense	(622)	(561)	(526)
Income before income taxes	7,656	8,343	7,048
Income taxes (Note 8)	(2,884)	(3,163)	(2,660)
Net income	\$ 4,772	\$ 5,180	\$ 4,388
Share and Per Share (Note 9):			
Earnings per share - basic	\$ 5.51	\$ 5.77	\$ 4.74
Earnings per share - diluted	\$ 5.49	\$ 5.75	\$ 4.71
Weighted average number of shares - basic	866.2	897.1	926.5
Weighted average number of shares - diluted	869.4	901.1	931.5
Dividends declared per share	\$ 2.20	\$ 1.91	\$ 1.48

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Years Ended December 31,</i>	2015	2014	2013
Net income	\$ 4,772	\$ 5,180	\$ 4,388
Other comprehensive income/(loss):			
Defined benefit plans	58	(448)	436
Foreign currency translation	(43)	(12)	(1)
Derivatives	-	-	1
Total other comprehensive income/(loss) [a]	15	(460)	436
Comprehensive income	\$ 4,787	\$ 4,720	\$ 4,824

[a] Net of deferred taxes of (\$8) million, \$291 million, and (\$264) million during 2015, 2014, and 2013, respectively. The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
Union Pacific Corporation and Subsidiary Companies

<i>Millions, Except Share and Per Share Amounts as of December 31,</i>	2015	2014
Assets		
Current assets:		
Cash and cash equivalents	\$ 1,391	\$ 1,586
Accounts receivable, net (Note 11)	1,356	1,611
Materials and supplies	736	712
Other current assets	647	492
Total current assets	4,130	4,401
Investments	1,410	1,390
Net properties (Note 12)	48,866	46,272
Other assets	194	309
Total assets	\$ 54,600	\$ 52,372
Liabilities and Common Shareholders' Equity		
Current liabilities:		
Accounts payable and other current liabilities (Note 13)	\$ 2,612	\$ 3,303
Debt due within one year (Note 15)	594	461
Total current liabilities	3,206	3,764
Debt due after one year (Note 15)	13,607	10,952
Deferred income taxes (Note 8)	15,241	14,403
Other long-term liabilities	1,844	2,064
Commitments and contingencies (Notes 17 and 18)		
Total liabilities	33,898	31,183
Common shareholders' equity:		
Common shares, \$2.50 par value, 1,400,000,000 authorized; 1,110,426,354 and 1,110,100,423 issued; 849,211,436 and 883,366,476 outstanding, respectively	2,776	2,775
Paid-in-surplus	4,417	4,321
Retained earnings	30,233	27,367
Treasury stock	(15,529)	(12,064)
Accumulated other comprehensive loss (Note 10)	(1,195)	(1,210)
Total common shareholders' equity	20,702	21,189
Total liabilities and common shareholders' equity	\$ 54,600	\$ 52,372

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Years Ended December 31,</i>	2015	2014	2013
Operating Activities			
Net income	\$ 4,772	\$ 5,180	\$ 4,388
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation	2,012	1,904	1,777
Deferred and other income taxes	765	895	723
Net gain on non-operating asset dispositions	(144)	(69)	(32)
Other operating activities, net	116	(216)	(194)
Changes in current assets and liabilities:			
Accounts receivable, net	255	(197)	(83)
Materials and supplies	(24)	(59)	7
Other current assets	(47)	(35)	1
Accounts payable and other current liabilities	(276)	295	40
Income and other taxes	(85)	(313)	196
Cash provided by operating activities	7,344	7,385	6,823
Investing Activities			
Capital investments	(4,650)	(4,346)	(3,496)
Proceeds from asset sales	251	138	98
Other investing activities, net	(77)	(41)	(7)
Cash used in investing activities	(4,476)	(4,249)	(3,405)
Financing Activities			
Common share repurchases (Note 19)	(3,465)	(3,225)	(2,218)
Debt issued	3,328	2,588	1,443
Dividends paid	(2,344)	(1,632)	(1,333)
Debt repaid	(556)	(710)	(640)
Debt exchange	-	-	(289)
Other financing activities, net	(26)	(3)	(12)
Cash used in financing activities	(3,063)	(2,982)	(3,049)
Net change in cash and cash equivalents	(195)	154	369
Cash and cash equivalents at beginning of year	1,586	1,432	1,063
Cash and cash equivalents at end of year	\$ 1,391	\$ 1,586	\$ 1,432
Supplemental Cash Flow Information			
Non-cash investing and financing activities:			
Capital investments accrued but not yet paid	\$ 100	\$ 174	\$ 133
Capital lease financings	13	-	39
Cash dividends declared but not yet paid (Note 13)	-	438	356
Cash paid during the year for:			
Income taxes, net of refunds	\$ (2,156)	\$ (2,492)	\$ (1,656)
Interest, net of amounts capitalized	(592)	(554)	(528)

The accompanying notes are an integral part of these Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CHANGES IN COMMON SHAREHOLDERS' EQUITY
Union Pacific Corporation and Subsidiary Companies

<i>Millions</i>	<i>Common Shares</i>	<i>Treasury Shares</i>	<i>Common Shares</i>	<i>Paid-in-Surplus</i>	<i>Retained Earnings</i>	<i>Treasury Stock</i>	<i>AOCI [a]</i>	<i>Total</i>
Balance at January 1, 2013	1,109.3	(170.3)	\$ 2,773	\$ 4,113	\$ 20,884	\$ (6,707)	\$ (1,186)	\$ 19,877
Net income			-	-	4,388	-	-	4,388
Other comp. income			-	-	-	-	436	436
Conversion, stock option exercises, forfeitures, and other	0.4	1.6	1	97	-	15	-	113
Share repurchases (Note 19)	-	(29.0)	-	-	-	(2,218)	-	(2,218)
Cash dividends declared (\$1.48 per share)	-	-	-	-	(1,371)	-	-	(1,371)
Balance at December 31, 2013	1,109.7	(197.7)	\$ 2,774	\$ 4,210	\$ 23,901	\$ (8,910)	\$ (750)	\$ 21,225
Net income			-	-	5,180	-	-	5,180
Other comp. loss			-	-	-	-	(460)	(460)
Conversion, stock option exercises, forfeitures, and other	0.4	3.0	1	111	-	71	-	183
Share repurchases (Note 19)	-	(32.0)	-	-	-	(3,225)	-	(3,225)
Cash dividends declared (\$1.91 per share)	-	-	-	-	(1,714)	-	-	(1,714)
Balance at December 31, 2014	1,110.1	(226.7)	\$ 2,775	\$ 4,321	\$ 27,367	\$ (12,064)	\$ (1,210)	\$ 21,189
Net income			-	-	4,772	-	-	4,772
Other comp. income			-	-	-	-	15	15
Conversion, stock option exercises, forfeitures, and other	0.3	0.8	1	96	-	-	-	97
Share repurchases (Note 19)	-	(35.3)	-	-	-	(3,465)	-	(3,465)
Cash dividends declared (\$2.20 per share)	-	-	-	-	(1,906)	-	-	(1,906)
Balance at December 31, 2015	1,110.4	(261.2)	\$ 2,776	\$ 4,417	\$ 30,233	\$ (15,529)	\$ (1,195)	\$ 20,702

[a] AOCI = Accumulated Other Comprehensive Income/(Loss) (Note 10)
The accompanying notes are an integral part of these Consolidated Financial Statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Union Pacific Corporation and Subsidiary Companies

For purposes of this report, unless the context otherwise requires, all references herein to the "Corporation", "Company", "UPC", "we", "us", and "our" mean Union Pacific Corporation and its subsidiaries, including Union Pacific Railroad Company, which will be separately referred to herein as "UPRR" or the "Railroad".

1. Nature of Operations

Operations and Segmentation – We are a Class I railroad operating in the U.S. Our network includes 32,084 route miles, linking Pacific Coast and Gulf Coast ports with the Midwest and Eastern U.S. gateways and providing several corridors to key Mexican gateways. We own 26,064 miles and operate on the remainder pursuant to trackage rights or leases. We serve the western two-thirds of the country and maintain coordinated schedules with other rail carriers for the handling of freight to and from the Atlantic Coast, the Pacific Coast, the Southeast, the Southwest, Canada, and Mexico. Export and import traffic is moved through Gulf Coast and Pacific Coast ports and across the Mexican and Canadian borders.

The Railroad, along with its subsidiaries and rail affiliates, is our one reportable operating segment. Although we provide and analyze revenue by commodity group, we treat the financial results of the Railroad as one segment due to the integrated nature of our rail network. The following table provides freight revenue by commodity group:

<i>Millions</i>		2015	2014	2013
Agricultural Products	\$	3,581	\$ 3,777	\$ 3,276
Automotive		2,154	2,103	2,077
Chemicals		3,543	3,664	3,501
Coal		3,237	4,127	3,978
Industrial Products		3,808	4,400	3,822
Intermodal		4,074	4,489	4,030
Total freight revenues	\$	20,397	\$ 22,560	\$ 20,684
Other revenues		1,416	1,428	1,279
Total operating revenues	\$	21,813	\$ 23,988	\$ 21,963

Although our revenues are principally derived from customers domiciled in the U.S., the ultimate points of origination or destination for some products transported by us are outside the U.S. Each of our commodity groups includes revenue from shipments to and from Mexico. Included in the above table are freight revenues from our Mexico business which amounted to \$2.2 billion in 2015, \$2.3 billion in 2014, and \$2.1 billion in 2013.

Basis of Presentation – The Consolidated Financial Statements are presented in accordance with accounting principles generally accepted in the U.S. (GAAP) as codified in the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC). Certain prior period amounts in the statement of cash flows and income tax footnote have been aggregated or disaggregated further to conform to the current period financial presentation.

2. Significant Accounting Policies

Principles of Consolidation – The Consolidated Financial Statements include the accounts of Union Pacific Corporation and all of its subsidiaries. Investments in affiliated companies (20% to 50% owned) are accounted for using the equity method of accounting. All intercompany transactions are eliminated. We currently have no less than majority-owned investments that require consolidation under variable interest entity requirements.

Cash and Cash Equivalents – Cash equivalents consist of investments with original maturities of three months or less.

Accounts Receivable – Accounts receivable includes receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current

economic conditions. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position.

Investments – Investments represent our investments in affiliated companies (20% to 50% owned) that are accounted for under the equity method of accounting and investments in companies (less than 20% owned) accounted for under the cost method of accounting.

Materials and Supplies – Materials and supplies are carried at the lower of average cost or market.

Property and Depreciation – Properties and equipment are carried at cost and are depreciated on a straight-line basis over their estimated service lives, which are measured in years, except for rail in high-density traffic corridors (i.e., all rail lines except for those subject to abandonment, yard and switching tracks, and electronic yards), for which lives are measured in millions of gross tons per mile of track. We use the group method of depreciation in which all items with similar characteristics, use, and expected lives are grouped together in asset classes, and are depreciated using composite depreciation rates. The group method of depreciation treats each asset class as a pool of resources, not as singular items. We determine the estimated service lives of depreciable railroad assets by means of depreciation studies. Under the group method of depreciation, no gain or loss is recognized when depreciable property is retired or replaced in the ordinary course of business.

Impairment of Long-lived Assets – We review long-lived assets, including identifiable intangibles, for impairment when events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment indicators are present and the estimated future undiscounted cash flows are less than the carrying value of the long-lived assets, the carrying value is reduced to the estimated fair value as measured by the discounted cash flows.

Revenue Recognition – We recognize freight revenues as freight moves from origin to destination. The allocation of revenue between reporting periods is based on the relative transit time in each reporting period with expenses recognized as incurred. Other revenues, which include revenues earned by our subsidiaries, revenues from our commuter rail operations, and accessorial revenue, are recognized as service is performed or contractual obligations are met. Customer incentives, which are primarily provided for shipping a specified cumulative volume or shipping to/from specific locations, are recorded as a reduction to operating revenues based on actual or projected future customer shipments.

Translation of Foreign Currency – Our portion of the assets and liabilities related to foreign investments are translated into U.S. dollars at the exchange rates in effect at the balance sheet date. Revenue and expenses are translated at the average rates of exchange prevailing during the year. Unrealized gains or losses are reflected within common shareholders' equity as accumulated other comprehensive income or loss.

Fair Value Measurements – We use a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. These levels include:

Level 1: Quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs that are not corroborated by market data.

We have applied fair value measurements to our pension plan assets and short- and long-term debt.

Stock-Based Compensation – We have several stock-based compensation plans under which employees and non-employee directors receive stock options, nonvested retention shares, and nonvested stock units. We refer to the nonvested shares and stock units collectively as "retention awards". We have elected to issue treasury shares to cover option exercises and stock unit vestings, while new shares are issued when retention shares are granted.

We measure and recognize compensation expense for all stock-based awards made to employees and directors, including stock options. Compensation expense is based on the calculated fair value of the awards as measured at the grant date and is expensed ratably over the service period of the awards (generally the vesting period). The fair value of retention awards is the closing stock price on the date of grant, while the fair value of stock options is determined by using the Black-Scholes option pricing model.

Earnings Per Share – Basic earnings per share are calculated on the weighted-average number of common shares outstanding during each period. Diluted earnings per share include shares issuable upon exercise of outstanding stock options and stock-based awards where the conversion of such instruments would be dilutive.

Income Taxes – We account for income taxes by recording taxes payable or refundable for the current year and deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in our financial statements or tax returns. These expected future tax consequences are measured based on current tax law; the effects of future tax legislation are not anticipated. Future tax legislation, such as a change in the corporate tax rate, could have a material impact on our financial condition, results of operations, or liquidity.

When appropriate, we record a valuation allowance against deferred tax assets to reflect that these tax assets may not be realized. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized, based on management's judgments using available evidence for purposes of estimating whether future taxable income will be sufficient to realize a deferred tax asset.

We recognize tax benefits that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. A liability for "unrecognized tax benefits" is recorded for any tax benefits claimed in our tax returns that do not meet these recognition and measurement standards.

Pension and Postretirement Benefits – We incur certain employment-related expenses associated with pensions and postretirement health benefits. In order to measure the expense associated with these benefits, we must make various assumptions including discount rates used to value certain liabilities, expected return on plan assets used to fund these expenses, compensation increases, employee turnover rates, anticipated mortality rates, and expected future health care costs. The assumptions used by us are based on our historical experience as well as current facts and circumstances. We use an actuarial analysis to measure the expense and liability associated with these benefits.

Personal Injury – The cost of injuries to employees and others on our property is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability. Our personal injury liability is not discounted to present value. Legal fees and incidental costs are expensed as incurred.

Asbestos – We estimate a liability for asserted and unasserted asbestos-related claims based on an assessment of the number and value of those claims. We use a statistical analysis to assist us in properly measuring our potential liability. Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Legal fees and incidental costs are expensed as incurred.

Environmental – When environmental issues have been identified with respect to property currently or formerly owned, leased, or otherwise used in the conduct of our business, we perform, with the assistance of our consultants, environmental assessments on such property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. Legal fees and incidental costs are expensed as incurred.

Use of Estimates – The preparation of our Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect certain reported assets and liabilities, and the disclosure of certain contingent assets and liabilities as of the date of the consolidated financial statements, as well as the reported amounts of revenue and expenses during the reporting period. Actual future results may differ from such estimates.

3. Accounting Pronouncements

In May 2014, the FASB issued Accounting Standards Update No. 2014-09 (ASU 2014-09), *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 supersedes the revenue recognition guidance in Topic 605, Revenue Recognition. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the

consideration to which the entity expects to be entitled in the exchange for those goods or services. This standard is effective for annual reporting periods beginning after December 15, 2017, and can be adopted either retrospectively or as a cumulative effect adjustment as of the date of adoption. ASU 2014-09 is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

In April 2015, the FASB issued Accounting Standards Update No. 2015-03 (ASU 2015-03), *Interest - Imputation of Interest (Subtopic 835-30)*. ASU 2015-03 changes the presentation of debt issuance costs in the financial statements to present such costs as a direct deduction from the related debt liability rather than as an asset. Amortization of debt issuance costs will be reported as interest expense. This standard is effective for annual reporting periods beginning after December 15, 2015. We elected to early adopt ASU 2015-03 on December 31, 2015. As a result, the Company reclassified debt issuance costs from other assets to debt on the Consolidated Statements of Financial Position. ASU 2015-03 did not have a material impact on our consolidated financial position, and had no impact on our results of operations or cash flows. All prior period financial information presented herein has been adjusted to reflect the retrospective application of this ASU.

In November 2015, the FASB issued Accounting Standards Update No. 2015-17 (ASU 2015-17), *Balance Sheet Classification of Deferred Taxes (Subtopic 740-10)*. ASU 2015-17 simplifies the presentation of deferred income taxes by eliminating the requirement for companies to present deferred tax liabilities and assets as current and non-current on the Consolidated Statements of Financial Position. Instead, companies will be required to classify all deferred tax assets and liabilities as non-current. This guidance is effective for annual and interim periods beginning after December 15, 2016 and early adoption is permitted. We elected to early adopt ASU 2015-17 on December 31, 2015. ASU 2015-17 did not have a material impact on our consolidated financial position, and had no impact on our results of operations or cash flows. All prior period financial information presented herein has been adjusted to reflect the retrospective application of this ASU.

In January 2016, the FASB issued Accounting Standards Update No. 2016-01 (ASU 2016-01), *Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10)*. ASU 2016-01 provides guidance for the recognition, measurement, presentation, and disclosure of financial instruments. This guidance is effective for annual and interim periods beginning after December 15, 2017, and early adoption is not permitted. ASU 2016-01 is not expected to have a material impact on our consolidated financial position, results of operations, or cash flows.

4. Stock Split

On June 6, 2014, we completed a two-for-one stock split, effected in the form of a 100% stock dividend. The stock split entitled all shareholders of record at the close of business on May 27, 2014, to receive one additional share of our common stock, par value \$2.50 per share, for each share of common stock held on that date. All references to common shares and per share amounts have been retroactively adjusted to reflect the stock split for all periods presented.

5. Stock Options and Other Stock Plans

There are 7,140 restricted shares outstanding under the 1992 Restricted Stock Plan for Non-Employee Directors of Union Pacific Corporation. We no longer grant awards of restricted shares under this plan.

In April 2000, the shareholders approved the Union Pacific Corporation 2000 Directors Plan (Directors Plan) whereby 2,200,000 shares of our common stock were reserved for issuance to our non-employee directors. Under the Directors Plan, each non-employee director, upon his or her initial election to the Board of Directors, receives a grant of 4,000 retention shares or retention stock units. Prior to December 31, 2007, each non-employee director received annually an option to purchase at fair value a number of shares of our common stock, not to exceed 20,000 shares during any calendar year, determined by dividing 60,000 by 1/3 of the fair market value of one share of our common stock on the date of such Board of Directors meeting, with the resulting quotient rounded up or down to the nearest 50 shares. In September 2007, the Board of Directors eliminated the annual payment of options for 2008 and all future years. As of December 31, 2015, 36,000 restricted shares and 45,400 options were outstanding under the Directors Plan.

The Union Pacific Corporation 2004 Stock Incentive Plan (2004 Plan) was approved by shareholders in April 2004. The 2004 Plan reserved 84,000,000 shares of our common stock for issuance, plus any

shares subject to awards made under previous plans that were outstanding on April 16, 2004, and became available for regrant pursuant to the terms of the 2004 Plan. Under the 2004 Plan, non-qualified options, stock appreciation rights, retention shares, stock units, and incentive bonus awards may be granted to eligible employees of the Corporation and its subsidiaries. Non-employee directors are not eligible for awards under the 2004 Plan. As of December 31, 2015, 3,652,954 options and 2,092,721 retention shares and stock units were outstanding under the 2004 Plan. We no longer grant any stock options or other stock or unit awards under this plan.

The Union Pacific Corporation 2013 Stock Incentive Plan (2013 Plan) was approved by shareholders in May 2013. The 2013 Plan reserved 78,000,000 shares of our common stock for issuance, plus any shares subject to awards made under previous plans as of February 28, 2013, that are subsequently cancelled, expired, forfeited or otherwise not issued under previous plans. Under the 2013 Plan, non-qualified options, incentive stock options, retention shares, stock units, and incentive bonus awards may be granted to eligible employees of the Corporation and its subsidiaries. Non-employee directors are not eligible for awards under the 2013 Plan. As of December 31, 2015, 1,873,014 options and 2,061,737 retention shares and stock units were outstanding under the 2013 Plan.

Pursuant to the above plans 76,548,520; 77,786,772; and 79,574,896 shares of our common stock were authorized and available for grant at December 31, 2015, 2014, and 2013, respectively.

Stock-Based Compensation – We have several stock-based compensation plans under which employees and non-employee directors receive stock options, nonvested retention shares, and nonvested stock units. We refer to the nonvested shares and stock units collectively as “retention awards”. We have elected to issue treasury shares to cover option exercises and stock unit vestings, while new shares are issued when retention shares are granted.

Information regarding stock-based compensation appears in the table below:

<i>Millions</i>	2015	2014	2013
Stock-based compensation, before tax:			
Stock options	\$ 17	\$ 21	\$ 19
Retention awards	81	91	79
Total stock-based compensation, before tax	\$ 98	\$ 112	\$ 98
Excess tax benefits from equity compensation plans	\$ 62	\$ 118	\$ 76

Stock Options – We estimate the fair value of our stock option awards using the Black-Scholes option pricing model. The table below shows the annual weighted-average assumptions used for valuation purposes:

<i>Weighted-Average Assumptions</i>	2015	2014	2013
Risk-free interest rate	1.3%	1.6%	0.8%
Dividend yield	1.8%	2.1%	2.1%
Expected life (years)	5.1	5.2	5.0
Volatility	23.4%	30.0%	36.2%
Weighted-average grant-date fair value of options granted	\$ 22.30	\$ 20.18	\$ 17.49

The risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant; the expected dividend yield is calculated as the ratio of dividends paid per share of common stock to the stock price on the date of grant; the expected life is based on historical and expected exercise behavior; and expected volatility is based on the historical volatility of our stock price over the expected life of the option.

A summary of stock option activity during 2015 is presented below:

	Options (thous.)	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (millions)
Outstanding at January 1, 2015	5,387	\$ 53.56	5.8 yrs.	\$ 353
Granted	934	122.85	N/A	N/A
Exercised	(716)	40.10	N/A	N/A
Forfeited or expired	(34)	89.24	N/A	N/A
Outstanding at December 31, 2015	5,571	\$ 66.69	5.4 yrs.	\$ 114
Vested or expected to vest at December 31, 2015	5,532	\$ 66.32	5.4 yrs.	\$ 114
Options exercisable at December 31, 2015	3,672	\$ 49.00	4.1 yrs.	\$ 110

Stock options are granted at the closing price on the date of grant, have ten-year contractual terms, and vest no later than three years from the date of grant. None of the stock options outstanding at December 31, 2015, are subject to performance or market-based vesting conditions.

At December 31, 2015, there was \$18 million of unrecognized compensation expense related to nonvested stock options, which is expected to be recognized over a weighted-average period of 1.0 year. Additional information regarding stock option exercises appears in the table below:

Millions	2015	2014	2013
Intrinsic value of stock options exercised	\$ 50	\$ 194	\$ 112
Cash received from option exercises	27	54	51
Treasury shares repurchased for employee payroll taxes	(12)	(24)	(21)
Tax benefit realized from option exercises	19	74	43
Aggregate grant-date fair value of stock options vested	19	17	16

Retention Awards – The fair value of retention awards is based on the closing price of the stock on the grant date. Dividends and dividend equivalents are paid to participants during the vesting periods.

Changes in our retention awards during 2015 were as follows:

	Shares (thous.)	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2015	3,403	\$ 64.39
Granted	521	122.79
Vested	(934)	47.66
Forfeited	(90)	72.87
Nonvested at December 31, 2015	2,900	\$ 80.01

Retention awards are granted at no cost to the employee or non-employee director and vest over periods lasting up to four years. At December 31, 2015, there was \$88 million of total unrecognized compensation expense related to nonvested retention awards, which is expected to be recognized over a weighted-average period of 1.5 years.

Performance Retention Awards – In February 2015, our Board of Directors approved performance stock unit grants. Other than different performance targets, the basic terms of these performance stock units are identical to those granted in February 2013 and February 2014, including using annual return on invested capital (ROIC) as the performance measure. We define ROIC as net operating profit adjusted for interest expense (including interest on the present value of operating leases) and taxes on interest divided by average invested capital adjusted for the present value of operating leases.

Stock units awarded to selected employees under these grants are subject to continued employment for 37 months and the attainment of certain levels of ROIC. We expense the fair value of the units that are

probable of being earned based on our forecasted ROIC over the 3-year performance period. We measure the fair value of these performance stock units based upon the closing price of the underlying common stock as of the date of grant, reduced by the present value of estimated future dividends. Dividend equivalents are paid to participants only after the units are earned.

The assumptions used to calculate the present value of estimated future dividends related to the February 2015 grant were as follows:

	2015
Dividend per share per quarter	\$ 0.55
Risk-free interest rate at date of grant	0.8%

Changes in our performance retention awards during 2015 were as follows:

	Shares (thous.)	Weighted-Average Grant-Date Fair Value
Nonvested at January 1, 2015	1,583	\$ 65.33
Granted	339	117.42
Vested	(580)	54.38
Forfeited	(87)	86.66
Nonvested at December 31, 2015	1,255	\$ 82.98

At December 31, 2015, there was \$19 million of total unrecognized compensation expense related to nonvested performance retention awards, which is expected to be recognized over a weighted-average period of 0.7 years. This expense is subject to achievement of the ROIC levels established for the performance stock unit grants.

6. Retirement Plans

Pension and Other Postretirement Benefits

Pension Plans – We provide defined benefit retirement income to eligible non-union employees through qualified and non-qualified (supplemental) pension plans. Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment, with specific reductions made for early retirements.

Other Postretirement Benefits (OPEB) – We provide medical and life insurance benefits for eligible retirees. These benefits are funded as medical claims and life insurance premiums are paid.

Funded Status

We are required by GAAP to separately recognize the overfunded or underfunded status of our pension and OPEB plans as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. Our non-qualified (supplemental) pension plan is unfunded by design. The PBO of the pension plans is the present value of benefits earned to date by plan participants, including the effect of assumed future compensation increases. The PBO of the OPEB plan is equal to the accumulated benefit obligation, as the present value of the OPEB liabilities is not affected by compensation increases. Plan assets are measured at fair value. We use a December 31 measurement date for plan assets and obligations for all our retirement plans.

Changes in our PBO and plan assets were as follows for the years ended December 31:

Funded Status <i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2015	2014	2015	2014
Projected Benefit Obligation				
Projected benefit obligation at beginning of year	\$ 4,142	\$ 3,372	\$ 354	\$ 330
Service cost	106	70	3	2
Interest cost	163	158	13	14
Actuarial loss/(gain)	(267)	735	(18)	33
Gross benefits paid	(186)	(193)	(23)	(25)
Projected benefit obligation at end of year	\$ 3,958	\$ 4,142	\$ 329	\$ 354
Plan Assets				
Fair value of plan assets at beginning of year	\$ 3,654	\$ 3,429	\$ -	\$ -
Actual return on plan assets	(43)	185	-	-
Voluntary funded pension plan contributions	100	200	-	-
Non-qualified plan benefit contributions	19	33	23	25
Gross benefits paid	(186)	(193)	(23)	(25)
Fair value of plan assets at end of year	\$ 3,544	\$ 3,654	\$ -	\$ -
Funded status at end of year	\$ (414)	\$ (488)	\$ (329)	\$ (354)

Amounts recognized in the statement of financial position as of December 31, 2015 and 2014 consist of:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2015	2014	2015	2014
Noncurrent assets	\$ 1	\$ 1	\$ -	\$ -
Current liabilities	(22)	(19)	(23)	(23)
Noncurrent liabilities	(393)	(470)	(306)	(331)
Net amounts recognized at end of year	\$ (414)	\$ (488)	\$ (329)	\$ (354)

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2015 and 2014 consist of:

<i>Millions</i>	2015			2014		
	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>
Prior service (cost)/credit	\$ -	\$ 7	\$ 7	\$ -	\$ 17	\$ 17
Net actuarial loss	(1,652)	(117)	(1,769)	(1,727)	(148)	(1,875)
Total	\$ (1,652)	\$ (110)	\$ (1,762)	\$ (1,727)	\$ (131)	\$ (1,858)

Pre-tax changes recognized in other comprehensive income/(loss) during 2015, 2014 and 2013 were as follows:

<i>Millions</i>	<i>Pension</i>			<i>OPEB</i>		
	2015	2014	2013	2015	2014	2013
Net actuarial (loss)/gain	\$ (31)	\$ (780)	\$ 561	\$ 18	\$ (33)	\$ 34
Amortization of:						
Prior service cost/(credit)	-	-	-	(10)	(11)	(16)
Actuarial loss	106	71	106	13	10	15
Total	\$ 75	\$ (709)	\$ 667	\$ 21	\$ (34)	\$ 33

Amounts included in accumulated other comprehensive income/(loss) expected to be amortized into net periodic cost during 2016:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>		<i>Total</i>
Prior service credit	\$	-	\$	9	\$ 9
Net actuarial loss		(80)		(10)	(90)
Total	\$	(80)	\$	(1)	\$ (81)

Underfunded Accumulated Benefit Obligation – The accumulated benefit obligation (ABO) is the present value of benefits earned to date, assuming no future compensation growth. The underfunded accumulated benefit obligation represents the difference between the ABO and the fair value of plan assets. At December 31, 2015 and 2014, the non-qualified (supplemental) plan ABO was \$388 million and \$379 million, respectively. The following table discloses only the PBO, ABO, and fair value of plan assets for pension plans where the accumulated benefit obligation is in excess of the fair value of the plan assets as of December 31:

<i>Underfunded Accumulated Benefit Obligation</i>			
<i>Millions</i>	2015		2014
Projected benefit obligation	\$	398	\$ 388
Accumulated benefit obligation	\$	388	\$ 379
Fair value of plan assets		-	-
Underfunded accumulated benefit obligation	\$	(388)	\$ (379)

The ABO for all defined benefit pension plans was \$3.7 billion and \$3.9 billion at December 31, 2015 and 2014, respectively.

Assumptions – The weighted-average actuarial assumptions used to determine benefit obligations at December 31:

<i>Percentages</i>	<i>Pension</i>		<i>OPEB</i>	
	2015	2014	2015	2014
Discount rate	4.37%	3.94%	4.16%	3.74%
Compensation increase	4.10%	4.00%	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	6.52%	6.34%
Ultimate health care cost trend rate	N/A	N/A	4.50%	4.50%
Year ultimate trend rate reached	N/A	N/A	2038	2028

Expense

Both pension and OPEB expense are determined based upon the annual service cost of benefits (the actuarial cost of benefits earned during a period) and the interest cost on those liabilities, less the expected return on plan assets. The expected long-term rate of return on plan assets is applied to a calculated value of plan assets that recognizes changes in fair value over a five-year period. This practice is intended to reduce year-to-year volatility in pension expense, but it can have the effect of delaying the recognition of differences between actual returns on assets and expected returns based on long-term rate of return assumptions. Differences in actual experience in relation to assumptions are not recognized in net income immediately, but are deferred in accumulated other comprehensive income and, if necessary, amortized as pension or OPEB expense.

The components of our net periodic pension and OPEB cost/(benefit) were as follows for the years ended December 31:

<i>Millions</i>	<i>Pension</i>			<i>OPEB</i>		
	2015	2014	2013	2015	2014	2013
Net Periodic Benefit Cost:						
Service cost	\$ 106	\$ 70	\$ 72	\$ 3	\$ 2	\$ 3
Interest cost	163	158	134	13	14	12
Expected return on plan assets	(255)	(230)	(202)	-	-	-
Amortization of:						
Prior service cost/(credit)	-	-	-	(10)	(11)	(16)
Actuarial loss	106	71	106	13	10	15
Net periodic benefit cost/(benefit)	\$ 120	\$ 69	\$ 110	\$ 19	\$ 15	\$ 14

Assumptions – The weighted-average actuarial assumptions used to determine expense were as follows:

<i>Percentages</i>	<i>Pension</i>			<i>OPEB</i>		
	2015	2014	2013	2015	2014	2013
Discount rate	3.94%	4.72%	3.78%	3.74%	4.47%	3.48%
Expected return on plan assets	7.50%	7.50%	7.50%	N/A	N/A	N/A
Compensation increase	4.00%	4.00%	3.43%	N/A	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	N/A	6.34%	6.49%	6.64%
Ultimate health care cost trend rate	N/A	N/A	N/A	4.50%	4.50%	4.50%
Year ultimate trend reached	N/A	N/A	N/A	2028	2028	2028

The discount rate was based on a yield curve of high quality corporate bonds with cash flows matching our plans' expected benefit payments. The expected return on plan assets is based on our asset allocation mix and our historical return, taking into account current and expected market conditions. The actual return on pension plan assets, net of fees, was approximately (1)% in 2015, 6% in 2014, and 17% in 2013.

Assumed health care cost trend rates have an effect on the expense and liabilities reported for health care plans. The assumed health care cost trend rate is based on historical rates and expected market conditions. The 2016 assumed health care cost trend rate for employees under 65 is 6.34%. It is assumed the rate will decrease gradually to an ultimate rate of 4.5% in 2028 and will remain at that level. A one-percentage point change in the assumed health care cost trend rates would have the following effects on OPEB:

<i>Millions</i>	<i>One % pt. Increase</i>	<i>One % pt. Decrease</i>
Effect on total service and interest cost components	\$ 1	\$ (1)
Effect on accumulated benefit obligation	17	(14)

Cash Contributions

The following table details our cash contributions for the qualified pension plans and the benefit payments for the non-qualified (supplemental) pension and OPEB plans:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>
	<i>Qualified</i>	<i>Non-qualified</i>	
2014	\$ 200	\$ 33	\$ 25
2015	100	19	23

Our policy with respect to funding the qualified plans is to fund at least the minimum required by law and not more than the maximum amount deductible for tax purposes. All contributions made to the qualified pension plans in 2015 were voluntary and were made with cash generated from operations.

The non-qualified pension and OPEB plans are not funded and are not subject to any minimum regulatory funding requirements. Benefit payments for each year represent supplemental pension payments and claims paid for medical and life insurance. We anticipate our 2016 supplemental pension and OPEB payments will be made from cash generated from operations.

Benefit Payments

The following table details expected benefit payments for the years 2016 through 2025:

<i>Millions</i>	<i>Pension</i>	<i>OPEB</i>
2016	\$ 191	\$ 23
2017	194	23
2018	198	23
2019	202	23
2020	205	22
Years 2021 - 2025	1,077	102

Asset Allocation Strategy

Our pension plan asset allocation at December 31, 2015 and 2014, and target allocation for 2016, are as follows:

	<i>Target Allocation 2016</i>	<i>Percentage of Plan Assets December 31,</i>	
		2015	2014
Equity securities	60% to 70%	67%	68%
Debt securities	20% to 30%	23	23
Real estate	2% to 8%	6	4
Commodities	4% to 6%	4	5
Total		100%	100%

The investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target average long-term rate of return of 7.5%. While we believe we can achieve a long-term average rate of return of 7.5%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among equity, debt, and other investments in order to achieve a diversification level that reduces fluctuations in investment returns. Asset allocation target ranges for equity, debt, and other portfolios are evaluated at least every three years with the assistance of an independent consulting firm. Actual asset allocations are monitored monthly, and rebalancing actions are executed at least quarterly, if needed.

The pension plan investments are held in a Master Trust. The majority of pension plan assets are invested in equity securities because equity portfolios have historically provided higher returns than debt and other asset classes over extended time horizons and are expected to do so in the future. Correspondingly, equity investments also entail greater risks than other investments. Equity risks are balanced by investing a significant portion of the plans' assets in high quality debt securities. The average credit rating of the debt portfolio exceeded A as of December 31, 2015 and A+ as of December 31, 2014. The debt portfolio is also broadly diversified and invested primarily in U.S. Treasury, mortgage, and corporate securities. The weighted-average maturity of the debt portfolio was 12 years at both December 31, 2015 and 2014.

The investment of pension plan assets in securities issued by UPC is explicitly prohibited by the plan for both the equity and debt portfolios, other than through index fund holdings.

Fair Value Measurements

The pension plan assets are valued at fair value. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Temporary Cash Investments – These investments consist of U.S. dollars and foreign currencies held in master trust accounts at The Northern Trust Company (the Trustee). Foreign currencies held are reported in terms of U.S. dollars based on currency exchange rates readily available in active markets. These temporary cash investments are classified as Level 1 investments.

Registered Investment Companies – Registered Investment Companies are real estate investments and bond investments registered with the Securities and Exchange Commission. The real estate investments are traded actively on public exchanges. The share prices for these investments are published at the close of each business day. The Plan's holdings of real estate investments are classified as Level 1 investments. The bond investments are not traded publicly, but the underlying assets held in these funds are traded on active markets and the prices for these assets are readily observable. The Plan's holdings in bond investments are classified as Level 2 investments.

Federal Government Securities – Federal Government Securities consist of bills, notes, bonds, and other fixed income securities issued directly by the U.S. Treasury or by government-sponsored enterprises. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Federal Government Securities are classified as Level 2 investments.

Bonds and Debentures – Bonds and debentures consist of fixed income securities issued by U.S. and non-U.S. corporations as well as state and local governments. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Corporate, state, and municipal bonds and debentures are classified as Level 2 investments.

Corporate Stock – This investment category consists of common and preferred stock issued by U.S. and non-U.S. corporations. Most common shares are traded actively on exchanges and price quotes for these shares are readily available. Common stock is classified as a Level 1 investment. Preferred shares included in this category are valued using a bid evaluation process with bid data provided by independent pricing sources. Preferred stock is classified as a Level 2 investment.

Venture Capital and Buyout Partnerships – This investment category is comprised of interests in limited partnerships that invest primarily in privately-held companies. Due to the private nature of the partnership investments, pricing inputs are not readily observable. Asset valuations are developed by the general partners that manage the partnerships. These valuations are based on the application of public market multiples to private company cash flows, market transactions that provide valuation information for comparable companies, and other methods. The fair value recorded by the Plan is calculated using each partnership's net asset value (NAV), which is derived from the valuation method described here. The Plan's holdings of limited partnership interests are classified as Level 3 investments.

Real Estate Partnerships – Most of the Plan's real estate investments are partnership interests. The Real Estate Partnership category also includes real estate investments held in similar structures such as private real estate investment trusts and limited liability companies. Valuations for the holdings in this category are not based on readily observable inputs and are primarily derived from property appraisals. The fair value recorded by the Plan is calculated using the NAV for each investment, which is derived from the valuation methods described here. The Plan's interests in private real estate partnerships, investment trusts, and limited liability companies are classified as Level 3 investments.

Collective Trust and Other Funds – Collective trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds (U.S. stock funds, non-U.S. stock funds, commodity funds, and short term investment funds) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. The Plan's holdings of common trust funds are classified as Level 2 investments.

This category also includes investments in limited liability companies that invest in publicly-traded securities. The limited liability company investments are funds that invest in both long and short positions in convertible securities, stocks, commodities, and fixed income securities. The underlying securities held by the funds are traded actively on public exchanges and price quotes for these investments are readily available. Interests in the limited liability companies are classified as Level 2 investments.

As of December 31, 2015, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 13	\$ -	\$ -	\$ 13
Registered investment companies	179	270	-	449
Federal government securities	-	125	-	125
Bonds & debentures	-	383	-	383
Corporate stock	1,034	7	-	1,041
Venture capital and buyout partnerships	-	-	256	256
Real estate partnerships	-	-	199	199
Collective trust and other funds	-	1,075	-	1,075
Total plan assets at fair value	\$ 1,226	\$ 1,860	\$ 455	3,541
Other assets [a]				3
Total plan assets				\$ 3,544

[a] Other assets include accrued receivables and pending broker settlements.

As of December 31, 2014, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 22	\$ -	\$ -	\$ 22
Registered investment companies	12	282	-	294
Federal government securities	-	163	-	163
Bonds & debentures	-	381	-	381
Corporate stock	1,076	15	-	1,091
Venture capital and buyout partnerships	-	-	234	234
Real estate partnerships	-	-	139	139
Collective trust and other funds	-	1,340	-	1,340
Total plan assets at fair value	\$ 1,110	\$ 2,181	\$ 373	3,664
Other assets [a]				(10)
Total plan assets				\$ 3,654

[a] Other assets include accrued receivables and pending broker settlements.

For the years ended December 31, 2015 and 2014, there were no significant transfers in or out of Levels 1, 2, or 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2015:

<i>Millions</i>	<i>Venture Capital and Buyout</i>		<i>Real Estate</i>	<i>Total</i>
	<i>Partnerships</i>	<i>Partnerships</i>	<i>Partnerships</i>	
Beginning balance - January 1, 2015	\$ 234	\$ 139	\$	\$ 373
Realized gain	18	5		23
Unrealized gain	13	8		21
Purchases	54	74		128
Sales	(63)	(27)		(90)
Ending balance - December 31, 2015	\$ 256	\$ 199	\$	\$ 455

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2014:

<i>Millions</i>	<i>Venture Capital and Buyout</i>		<i>Real Estate</i>	<i>Total</i>
	<i>Partnerships</i>	<i>Partnerships</i>	<i>Partnerships</i>	
Beginning balance - January 1, 2014	\$ 213	\$ 139	\$	\$ 352
Realized gain	17	8		25
Unrealized gain	5	6		11
Purchases	54	19		73
Sales	(55)	(33)		(88)
Ending balance - December 31, 2014	\$ 234	\$ 139	\$	\$ 373

Other Retirement Programs

401(k)/Thrift Plan – We provide a defined contribution plan (401(k)/thrift plan) to eligible non-union and union employees for whom we make matching contributions. We match 50 cents for each dollar contributed by employees up to the first six percent of compensation contributed. Our plan contributions were \$20 million in 2015, \$19 million in 2014, and \$18 million in 2013.

Railroad Retirement System – All Railroad employees are covered by the Railroad Retirement System (the System). Contributions made to the System are expensed as incurred and amounted to approximately \$749 million in 2015, \$711 million in 2014, and \$670 million in 2013.

Collective Bargaining Agreements – Under collective bargaining agreements, we participate in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Premiums paid under these plans are expensed as incurred and amounted to \$46 million in 2015, \$52 million in 2014, and \$57 million in 2013.

7. Other Income

Other income included the following for the years ended December 31:

<i>Millions</i>	2015		2014		2013
Net gain on non-operating asset dispositions [a]	\$	144	\$	69	\$ 32
Rental income [b]		96		96	106
Interest income		5		4	4
Non-operating environmental costs and other [c]		(19)		(18)	(14)
Total	\$	226	\$	151	\$ 128

[a] 2015 includes \$113 million related to a real estate sale.

[b] 2013 includes \$17 million related to a land lease contract settlement.

[c] 2014 includes \$14 million related to the sale of a permanent easement.

8. Income Taxes

Components of income tax expense were as follows for the years ended December 31:

<i>Millions</i>	2015	2014	2013
Current tax expense:			
Federal	\$ 1,901	\$ 2,019	\$ 1,727
State	210	239	199
Foreign	8	10	11
Total current tax expense	2,119	2,268	1,937
Deferred and other tax expense:			
Federal	644	753	605
State	121	142	118
Total deferred and other tax expense	765	895	723
Total income tax expense	\$ 2,884	\$ 3,163	\$ 2,660

For the years ended December 31, reconciliations between statutory and effective tax rates are as follows:

<i>Tax Rate Percentages</i>	2015	2014	2013
Federal statutory tax rate	35.0 %	35.0 %	35.0 %
State statutory rates, net of federal benefits	3.1	3.1	3.1
Tax credits	(0.5)	(0.4)	(0.2)
Deferred tax adjustments	-	-	(0.1)
Other	0.1	0.2	(0.1)
Effective tax rate	37.7 %	37.9 %	37.7 %

Deferred tax assets and liabilities are recorded for the expected future tax consequences of events that are reported in different periods for financial reporting and income tax purposes. The majority of our deferred tax assets relate to deductions that already have been claimed for financial reporting purposes but not for tax purposes. The majority of our deferred tax liabilities relate to differences between the tax bases and financial reporting amounts of our land and depreciable property, due to accelerated tax depreciation (including bonus depreciation), revaluation of assets in purchase accounting transactions, and differences in capitalization methods.

Deferred income tax (liabilities)/assets were comprised of the following at December 31:

<i>Millions</i>	2015	2014
Deferred income tax liabilities:		
Property	\$ (16,079)	\$ (15,173)
Other	(352)	(411)
Total deferred income tax liabilities	(16,431)	(15,584)
Deferred income tax assets:		
Accrued wages	76	74
Accrued casualty costs	237	228
Stock compensation	72	69
Debt and leases	149	86
Retiree benefits	204	392
Credits	156	164
Other	296	168
Total deferred income tax assets [a]	\$ 1,190	\$ 1,181
Net deferred income tax liability	\$ (15,241)	\$ (14,403)

[a] Prior to the adoption of Accounting Standard Update (ASU) 2015-17, deferred tax assets were required to be presented as current and non-current on the Consolidated Statement of Financial Position. In 2015, UP adopted ASU 2015-17 retrospectively. Current deferred income tax assets at December 31, 2014 of \$277 million were reclassified from current to non-current for 2015 presentation.

When appropriate, we record a valuation allowance against deferred tax assets to reflect that these tax assets may not be realized. In determining whether a valuation allowance is appropriate, we consider whether it is more likely than not that all or some portion of our deferred tax assets will not be realized based on management's judgments using available evidence for purposes of estimating whether future taxable income will be sufficient to realize a deferred tax asset. In 2015 and 2014, there were no valuation allowances.

Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon settlement. Unrecognized tax benefits are tax benefits claimed in our tax returns that do not meet these recognition and measurement standards.

A reconciliation of changes in unrecognized tax benefits liabilities/(assets) from the beginning to the end of the reporting period is as follows:

<i>Millions</i>	2015	2014	2013
Unrecognized tax benefits at January 1	\$ 151	\$ 59	\$ 115
Increases for positions taken in current year	38	92	24
Increases for positions taken in prior years	13	22	15
Decreases for positions taken in prior years	(87)	(14)	(35)
Payments to and settlements with taxing authorities	(13)	(8)	(58)
Increases/(decreases) for interest and penalties	(5)	1	-
Lapse of statutes of limitations	(3)	(1)	(2)
Unrecognized tax benefits at December 31	\$ 94	\$ 151	\$ 59

We recognize interest and penalties as part of income tax expense. Total accrued liabilities for interest and penalties were \$2 million and \$6 million at December 31, 2015 and 2014, respectively. Total interest and penalties recognized as part of income tax expense (benefit) were \$(3) million for 2015, \$9 million for 2014, and \$7 million for 2013.

Internal Revenue Service (IRS) examinations have been completed and settled for all years prior to 2011, and the statute of limitations bars any additional tax assessments. UPC is not currently under audit by the Internal Revenue Service.

In the third quarter of 2015, UPC and the IRS signed a closing agreement resolving all tax matters for tax

years 2009-2010. The settlement had an immaterial effect on our income tax expense. In connection with the settlement, UPC paid \$10 million in the fourth quarter of 2015.

In the fourth quarter of 2014, UPC and the IRS signed a closing agreement resolving all tax matters for tax years 2005-2008. The settlement had an immaterial effect on our income tax expense. In connection with the settlement, UPC paid \$11 million in 2014.

Several state tax authorities are examining our state income tax returns for years 2006 through 2012.

We do not expect our unrecognized tax benefits to change significantly in the next 12 months. At December 31, 2015, we had a net unrecognized tax benefit liability of \$94 million.

The portion of our unrecognized tax benefits that relates to permanent changes in tax and interest would reduce our effective tax rate, if recognized. The remaining unrecognized tax benefits relate to tax positions for which only the timing of the benefit is uncertain. Recognition of the tax benefits with uncertain timing would reduce our effective tax rate only through a reduction of accrued interest and penalties. The unrecognized tax benefits that would reduce our effective tax rate are as follows:

<i>Millions</i>	2015		2014		2013	
Unrecognized tax benefits that would reduce the effective tax rate	\$	31	\$	33	\$	34
Unrecognized tax benefits that would not reduce the effective tax rate		63		118		25
Total unrecognized tax benefits	\$	94	\$	151	\$	59

9. Earnings Per Share

The following table provides a reconciliation between basic and diluted earnings per share for the years ended December 31:

<i>Millions, Except Per Share Amounts</i>	2015		2014		2013	
Net income	\$	4,772	\$	5,180	\$	4,388
Weighted-average number of shares outstanding:						
Basic		866.2		897.1		926.5
Dilutive effect of stock options		1.5		2.1		2.4
Dilutive effect of retention shares and units		1.7		1.9		2.6
Diluted		869.4		901.1		931.5
Earnings per share – basic	\$	5.51	\$	5.77	\$	4.74
Earnings per share – diluted	\$	5.49	\$	5.75	\$	4.71

Common stock options totaling 1.1 million, 0.4 million, and 0.5 million for 2015, 2014, and 2013, respectively, were excluded from the computation of diluted earnings per share because the exercise prices of these options exceeded the average market price of our common stock for the respective periods, and the effect of their inclusion would be anti-dilutive.

10. Accumulated Other Comprehensive Income/(Loss)

Reclassifications out of accumulated other comprehensive income/(loss) were as follows (net of tax):

<i>Millions</i>	<i>Defined benefit plans</i>	<i>Foreign currency translation</i>	<i>Total</i>
Balance at January 1, 2015	\$ (1,161)	\$ (49)	\$ (1,210)
Other comprehensive income/(loss) before reclassifications	(4)	(43)	(47)
Amounts reclassified from accumulated other comprehensive income/(loss) [a]	62	-	62
Net year-to-date other comprehensive income/(loss), net of taxes of \$(8) million	58	(43)	15
Balance at December 31, 2015	\$ (1,103)	\$ (92)	\$ (1,195)
Balance at January 1, 2014	\$ (713)	\$ (37)	\$ (750)
Other comprehensive income/(loss) before reclassifications	10	(12)	(2)
Amounts reclassified from accumulated other comprehensive income/(loss) [a]	(458)	-	(458)
Net year-to-date other comprehensive income/(loss), net of taxes of \$291 million	(448)	(12)	(460)
Balance at December 31, 2014	\$ (1,161)	\$ (49)	\$ (1,210)

[a] The accumulated other comprehensive income/(loss) reclassification components are 1) prior service cost/(benefit) and 2) net actuarial loss which are both included in the computation of net periodic pension cost. See Note 6 Retirement Plans for additional details.

11. Accounts Receivable

Accounts receivable includes freight and other receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current economic conditions. At both December 31, 2015, and 2014, our accounts receivable were reduced by \$5 million. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position. At December 31, 2015, and 2014, receivables classified as other assets were reduced by allowances of \$11 million and \$16 million, respectively.

Receivables Securitization Facility – The Railroad maintains a \$650 million, 3-year receivables securitization facility maturing in July 2017 under which it sells most of its eligible third-party receivables to Union Pacific Receivables, Inc. (UPRI), a consolidated, wholly-owned, bankruptcy-remote subsidiary that may subsequently transfer, without recourse, an undivided interest in accounts receivable to investors. The investors have no recourse to the Railroad's other assets except for customary warranty and indemnity claims. Creditors of the Railroad do not have recourse to the assets of UPRI.

The amount outstanding under the facility was \$400 million at both December 31, 2015, and December 31, 2014. The facility was supported by \$0.9 billion and \$1.2 billion of accounts receivable as collateral at December 31, 2015, and December 31, 2014, respectively, which, as a retained interest, is included in accounts receivable, net in our Consolidated Statements of Financial Position.

The outstanding amount the Railroad is allowed to maintain under the facility, with a maximum of \$650 million, may fluctuate based on the availability of eligible receivables and is directly affected by business volumes and credit risks, including receivables payment quality measures such as default and dilution ratios. If default or dilution ratios increase one percent, the allowable outstanding amount under the facility would not materially change.

The costs of the receivables securitization facility include interest, which will vary based on prevailing benchmark and commercial paper rates, program fees paid to participating banks, commercial paper issuance costs, and fees of participating banks for unused commitment availability. The costs of the

receivables securitization facility are included in interest expense and were \$5 million, \$4 million and \$5 million for 2015, 2014, and 2013, respectively.

12. Properties

The following tables list the major categories of property and equipment, as well as the weighted-average estimated useful life for each category (in years):

<i>Millions, Except Estimated Useful Life</i>				
<i>As of December 31, 2015</i>				
	<i>Cost</i>	<i>Accumulated Depreciation</i>	<i>Net Book Value</i>	<i>Estimated Useful Life</i>
Land	\$ 5,195	\$ N/A	\$ 5,195	N/A
Road:				
Rail and other track material	15,236	5,495	9,741	37
Ties	9,439	2,595	6,844	33
Ballast	5,024	1,350	3,674	34
Other roadway [a]	17,374	3,021	14,353	47
Total road	47,073	12,461	34,612	N/A
Equipment:				
Locomotives	9,027	3,726	5,301	19
Freight cars	2,203	962	1,241	24
Work equipment and other	897	191	706	19
Total equipment	12,127	4,879	7,248	N/A
Technology and other	919	358	561	11
Construction in progress	1,250	-	1,250	N/A
Total	\$ 66,564	\$ 17,698	\$ 48,866	N/A

<i>Millions, Except Estimated Useful Life</i>				
<i>As of December 31, 2014</i>				
	<i>Cost</i>	<i>Accumulated Depreciation</i>	<i>Net Book Value</i>	<i>Estimated Useful Life</i>
Land	\$ 5,194	\$ N/A	\$ 5,194	N/A
Road:				
Rail and other track material	14,588	5,241	9,347	33
Ties	9,102	2,450	6,652	33
Ballast	4,826	1,264	3,562	34
Other roadway [a]	16,476	2,852	13,624	47
Total road	44,992	11,807	33,185	N/A
Equipment:				
Locomotives	8,276	3,694	4,582	20
Freight cars	2,116	968	1,148	25
Work equipment and other	684	153	531	18
Total equipment	11,076	4,815	6,261	N/A
Technology and other	872	320	552	10
Construction in progress	1,080	-	1,080	N/A
Total	\$ 63,214	\$ 16,942	\$ 46,272	N/A

[a] Other roadway includes grading, bridges and tunnels, signals, buildings, and other road assets.

Property and Depreciation – Our railroad operations are highly capital intensive, and our large base of homogeneous, network-type assets turns over on a continuous basis. Each year we develop a capital program for the replacement of assets and for the acquisition or construction of assets that enable us to enhance our operations or provide new service offerings to customers. Assets purchased or constructed throughout the year are capitalized if they meet applicable minimum units of property criteria. Properties and equipment are carried at cost and are depreciated on a straight-line basis over their estimated service lives, which are measured in years, except for rail in high-density traffic corridors (i.e., all rail lines except for those subject to abandonment, yard and switching tracks, and electronic yards) for which lives are measured in millions of gross tons per mile of track. We use the group method of depreciation in

which all items with similar characteristics, use, and expected lives are grouped together in asset classes, and are depreciated using composite depreciation rates. The group method of depreciation treats each asset class as a pool of resources, not as singular items. We currently have more than 60 depreciable asset classes, and we may increase or decrease the number of asset classes due to changes in technology, asset strategies, or other factors.

We determine the estimated service lives of depreciable railroad assets by means of depreciation studies. We perform depreciation studies at least every three years for equipment and every six years for track assets (i.e., rail and other track material, ties, and ballast) and other road property. Our depreciation studies take into account the following factors:

- Statistical analysis of historical patterns of use and retirements of each of our asset classes;
- Evaluation of any expected changes in current operations and the outlook for continued use of the assets;
- Evaluation of technological advances and changes to maintenance practices; and
- Expected salvage to be received upon retirement.

For rail in high-density traffic corridors, we measure estimated service lives in millions of gross tons per mile of track. It has been our experience that the lives of rail in high-density traffic corridors are closely correlated to usage (i.e., the amount of weight carried over the rail). The service lives also vary based on rail weight, rail condition (e.g., new or secondhand), and rail type (e.g., straight or curve). Our depreciation studies for rail in high-density traffic corridors consider each of these factors in determining the estimated service lives. For rail in high-density traffic corridors, we calculate depreciation rates annually by dividing the number of gross ton-miles carried over the rail (i.e., the weight of loaded and empty freight cars, locomotives and maintenance of way equipment transported over the rail) by the estimated service lives of the rail measured in millions of gross tons per mile. For all other depreciable assets, we compute depreciation based on the estimated service lives of our assets as determined from the analysis of our depreciation studies. Changes in the estimated service lives of our assets and their related depreciation rates are implemented prospectively.

Under group depreciation, the historical cost (net of salvage) of depreciable property that is retired or replaced in the ordinary course of business is charged to accumulated depreciation and no gain or loss is recognized. The historical cost of certain track assets is estimated using (i) inflation indices published by the Bureau of Labor Statistics and (ii) the estimated useful lives of the assets as determined by our depreciation studies. The indices were selected because they closely correlate with the major costs of the properties comprising the applicable track asset classes. Because of the number of estimates inherent in the depreciation and retirement processes and because it is impossible to precisely estimate each of these variables until a group of property is completely retired, we continually monitor the estimated service lives of our assets and the accumulated depreciation associated with each asset class to ensure our depreciation rates are appropriate. In addition, we determine if the recorded amount of accumulated depreciation is deficient (or in excess) of the amount indicated by our depreciation studies. Any deficiency (or excess) is amortized as a component of depreciation expense over the remaining service lives of the applicable classes of assets.

For retirements of depreciable railroad properties that do not occur in the normal course of business, a gain or loss may be recognized if the retirement meets each of the following three conditions: (i) is unusual, (ii) is material in amount, and (iii) varies significantly from the retirement profile identified through our depreciation studies. A gain or loss is recognized in other income when we sell land or dispose of assets that are not part of our railroad operations.

When we purchase an asset, we capitalize all costs necessary to make the asset ready for its intended use. However, many of our assets are self-constructed. A large portion of our capital expenditures is for replacement of existing track assets and other road properties, which is typically performed by our employees, and for track line expansion and other capacity projects. Costs that are directly attributable to capital projects (including overhead costs) are capitalized. Direct costs that are capitalized as part of self-constructed assets include material, labor, and work equipment. Indirect costs are capitalized if they clearly relate to the construction of the asset.

General and administrative expenditures are expensed as incurred. Normal repairs and maintenance are also expensed as incurred, while costs incurred that extend the useful life of an asset, improve the safety of our operations or improve operating efficiency are capitalized. These costs are allocated using

appropriate statistical bases. Total expense for repairs and maintenance incurred was \$2.5 billion for 2015, \$2.4 billion for 2014, and \$2.3 billion for 2013.

Assets held under capital leases are recorded at the lower of the net present value of the minimum lease payments or the fair value of the leased asset at the inception of the lease. Amortization expense is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the period of the related lease.

13. Accounts Payable and Other Current Liabilities

<i>Millions</i>	Dec. 31, 2015	Dec. 31, 2014
Accounts payable	\$ 743	\$ 877
Income and other taxes payable	434	412
Accrued wages and vacation	391	409
Interest payable	208	178
Accrued casualty costs	181	249
Equipment rents payable	105	100
Dividends payable [a]	-	438
Other	550	640
Total accounts payable and other current liabilities	\$ 2,612	\$ 3,303

[a] Beginning in 2015, the timing of the dividend declaration and payable dates was aligned to occur within the same quarter. The 2015 dividends paid amount includes the fourth quarter 2014 dividend of \$438 million, which was paid on January 2, 2015, the first quarter 2015 dividend of \$484 million, which was paid on March 30, 2015, the second quarter 2015 dividend of \$479 million, which was paid on June 30, 2015, the third quarter 2015 dividend of \$476 million, which was paid on September 30, 2015, as well as the fourth quarter 2015 dividend of \$467 million, which was paid on December 30, 2015.

14. Financial Instruments

Strategy and Risk – We may use derivative financial instruments in limited instances for other than trading purposes to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable interest rate and fuel price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2015, and 2014, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Interest Rate Fair Value Hedges – We manage our overall exposure to fluctuations in interest rates by adjusting the proportion of fixed and floating rate debt instruments within our debt portfolio over a given period. We generally manage the mix of fixed and floating rate debt through the issuance of targeted amounts of each as debt matures or as we require incremental borrowings. We employ derivatives, primarily swaps, as one of the tools to obtain the targeted mix. In addition, we also obtain flexibility in managing interest costs and the interest rate mix within our debt portfolio by evaluating the issuance of and managing outstanding callable fixed-rate debt securities.

Swaps allow us to convert debt from fixed rates to variable rates and thereby hedge the risk of changes in the debt's fair value attributable to the changes in interest rates. We account for swaps as fair value hedges using the short-cut method; therefore, we do not record any ineffectiveness within our

Consolidated Financial Statements. As of December 31, 2015, and 2014, we had no interest rate fair value hedges outstanding.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. As of December 31, 2015, and 2014, we had no interest rate cash flow hedges outstanding.

Earnings Impact – Our use of derivative financial instruments had no impact on pre-tax income for the years ended December 31, 2015, 2014, and 2013.

Fair Value of Financial Instruments – The fair value of our short- and long-term debt was estimated using a market value price model, which utilizes applicable U.S. Treasury rates along with current market quotes on comparable debt securities. All of the inputs used to determine the fair market value of the Corporation's long-term debt are Level 2 inputs and obtained from an independent source. At December 31, 2015, the fair value of total debt was \$15.2 billion, approximately \$1.0 billion more than the carrying value. At December 31, 2014, the fair value of total debt was \$13.0 billion, approximately \$1.5 billion more than the carrying value. The fair value of the Corporation's debt is a measure of its current value under present market conditions. It does not impact the financial statements under current accounting rules. At December 31, 2015, and 2014, approximately \$155 million and \$163 million, respectively, of debt securities contained call provisions that allow us to retire the debt instruments prior to final maturity, with the payment of fixed call premiums, or in certain cases, at par. The fair value of our cash equivalents approximates their carrying value due to the short-term maturities of these instruments.

15. Debt

Total debt as of December 31, 2015, and 2014, is summarized below:

<i>Millions</i>	2015	2014
Notes and debentures, 1.8% to 7.9% due through 2065	\$ 11,964	\$ 9,266
Capitalized leases, 3.1% to 8.4% due through 2028	1,268	1,520
Equipment obligations, 2.8% to 6.7% due through 2031	963	597
Receivables Securitization (Note 11)	400	400
Term loans - floating rate, due in 2016	200	200
Mortgage bonds, 4.8% due through 2030	57	57
Medium-term notes, 9.3% to 10.0% due through 2020	23	23
Tax-exempt financings - floating rate, due in 2015	-	8
Unamortized discount and deferred issuance costs [a]	(674)	(658)
Total debt	14,201	11,413
Less: current portion	(594)	(461)
Total long-term debt	\$ 13,607	\$ 10,952

[a] Includes deferred debt issuance costs of \$89 million and \$67 million as of December 31, 2015, and 2014, respectively, as a result of the retrospective adoption of Accounting Standard Update (ASU) 2015-03 on December 31, 2015. Prior to the ASU adoption, deferred debt issuance costs were presented in other assets.

Debt Maturities – The following table presents aggregate debt maturities as of December 31, 2015, excluding market value adjustments:

<i>Millions</i>	
2016	\$ 594
2017	1,052
2018	566
2019	637
2020	1,034
Thereafter	10,318
Total debt	\$ 14,201

Equipment Encumbrances – Equipment with a carrying value of approximately \$2.6 billion and \$2.8 billion at December 31, 2015, and 2014, respectively, served as collateral for capital leases and other

types of equipment obligations in accordance with the secured financing arrangements utilized to acquire such railroad equipment.

As a result of the merger of Missouri Pacific Railroad Company (MPRR) with and into UPRR on January 1, 1997, and pursuant to the underlying indentures for the MPRR mortgage bonds, UPRR must maintain the same value of assets after the merger in order to comply with the security requirements of the mortgage bonds. As of the merger date, the value of the MPRR assets that secured the mortgage bonds was approximately \$6.0 billion. In accordance with the terms of the indentures, this collateral value must be maintained during the entire term of the mortgage bonds irrespective of the outstanding balance of such bonds.

Credit Facilities – At December 31, 2015, we had \$1.7 billion of credit available under the facility, which is designated for general corporate purposes and supports the issuance of commercial paper. We did not draw on the facility during 2015. Commitment fees and interest rates payable under the facility are similar to fees and rates available to comparably rated, investment-grade borrowers. The facility allows for borrowings at floating rates based on London Interbank Offered Rates, plus a spread, depending upon credit ratings for our senior unsecured debt. The facility matures in May 2019 under a five-year term and requires UPC to maintain a debt-to-net-worth coverage ratio.

The definition of debt used for purposes of calculating the debt-to-net-worth coverage ratio includes, among other things, certain credit arrangements, capital leases, guarantees and unfunded and vested pension benefits under Title IV of ERISA. At December 31, 2015, the debt-to-net-worth coverage ratio allowed us to carry up to \$41.4 billion of debt (as defined in the facility), and we had \$14.3 billion of debt (as defined in the facility) outstanding at that date. Under our current capital plans, we expect to continue to satisfy the debt-to-net-worth coverage ratio; however, many factors beyond our reasonable control could affect our ability to comply with this provision in the future. The facility does not include any other financial restrictions, credit rating triggers (other than rating-dependent pricing), or any other provision that could require us to post collateral. The facility also includes a \$125 million cross-default provision and a change-of-control provision.

During 2015, we did not issue or repay any commercial paper, and at December 31, 2015, and 2014, we had no commercial paper outstanding. Our revolving credit facility supports our outstanding commercial paper balances, and, unless we change the terms of our commercial paper program, our aggregate issuance of commercial paper will not exceed the amount of borrowings available under the facility.

Dividend Restrictions – Our revolving credit facility includes a debt-to-net worth covenant (discussed in the Credit Facilities section above) that, under certain circumstances, restricts the payment of cash dividends to our shareholders. The amount of retained earnings available for dividends was \$13.6 billion and \$15.4 billion at December 31, 2015, and 2014, respectively.

Shelf Registration Statement and Significant New Borrowings – We filed a new shelf registration statement with the SEC that became effective on February 9, 2015. The Board of Directors authorized the issuance of up to \$4.0 billion of debt securities, replacing the \$4.0 billion authorized under our shelf registration filed in February 2013, which was fully utilized after our January 2015 debt offering noted below. Under our current shelf registration, we may issue, from time to time, any combination of debt securities, preferred stock, common stock, or warrants for debt securities or preferred stock in one or more offerings.

During 2015, we issued the following unsecured, fixed-rate debt securities under our shelf registrations:

<i>Date</i>	<i>Description of Securities</i>
January 29, 2015	\$250 million of 1.80% Notes due February 1, 2020 \$450 million of 3.375% Notes due February 1, 2035 \$450 million of 3.875% Notes due February 1, 2055
June 19, 2015	\$400 million of 2.250% Notes due June 19, 2020 \$300 million of 3.250% Notes due August 15, 2025
October 29, 2015	\$200 million of reopened 3.250% Notes due August 15, 2025 \$500 million of 4.050% Notes due November 15, 2045 \$400 million of 4.375% Notes due November 15, 2065

We used the net proceeds from the offerings for general corporate purposes, including the repurchase of common stock pursuant to our share repurchase program. These debt securities include change-of-control provisions. At December 31, 2015, we had remaining authority to issue up to \$2.2 billion of debt securities under our shelf registration.

Equipment Trust – On May 12, 2015, UPRR consummated a pass-through (P/T) financing, whereby a P/T trust was created, which issued \$399 million of P/T trust certificates with a stated interest rate of 2.695%. The P/T trust certificates will mature on May 12, 2027. The proceeds from the issuance of the P/T trust certificates were used to purchase equipment trust certificates to be issued by UPRR to finance the acquisition of 182 locomotives. The equipment trust certificates are secured by a lien on the locomotives. The \$399 million is classified as debt due after one year in our Consolidated Statements of Financial Position.

Debt Exchange – On August 21, 2013, we exchanged \$1,170 million of various outstanding notes and debentures due between 2016 and 2040 (the Existing Notes) for \$439 million of 3.646% notes (the New 2024 Notes) due February 15, 2024 and \$700 million of 4.821% notes (the New 2044 Notes) due February 1, 2044, plus cash consideration of approximately \$280 million in addition to \$8 million for accrued and unpaid interest on the Existing Notes. In accordance with ASC 470-50-40, Debt-Modifications and Extinguishments-Derecognition, this transaction was accounted for as a debt exchange, as the exchanged debt instruments are not considered to be substantially different. The cash consideration was recorded as an adjustment to the carrying value of debt, and the balance of the unamortized discount and issue costs from the Existing Notes is being amortized as an adjustment of interest expense over the terms of the New 2024 Notes and the New 2044 Notes. No gain or loss was recognized as a result of the exchange. Costs related to the debt exchange that were payable to parties other than the debt holders totaled approximately \$9 million and were included in interest expense during the year ended December 31, 2013.

The following table lists the outstanding notes and debentures that were exchanged:

<i>Millions</i>	<i>Principal amount exchanged</i>
The 2024 Offers	
7.000% Debentures due 2016	\$ 8
5.650% Notes due 2017	38
5.750% Notes due 2017	70
5.700% Notes due 2018	103
7.875% Notes due 2019	20
6.125% Notes due 2020	238
The 2044 Offers	
7.125% Debentures due 2028	73
6.625% Debentures due 2029	177
6.250% Debentures due 2034	19
6.150% Debentures due 2037	138
5.780% Notes due 2040	286
Total	\$ 1,170

Receivables Securitization Facility – As of both December 31, 2015 and 2014, we recorded \$400 million of borrowings under our receivables securitization facility, as secured debt. (See further discussion of our receivables securitization facility in Note 11).

16. Variable Interest Entities

We have entered into various lease transactions in which the structure of the leases contain variable interest entities (VIEs). These VIEs were created solely for the purpose of doing lease transactions (principally involving railroad equipment and facilities) and have no other activities, assets or liabilities outside of the lease transactions. Within these lease arrangements, we have the right to purchase some or all of the assets at fixed prices. Depending on market conditions, fixed-price purchase options available in the leases could potentially provide benefits to us; however, these benefits are not expected to be significant.

We maintain and operate the assets based on contractual obligations within the lease arrangements, which set specific guidelines consistent within the railroad industry. As such, we have no control over activities that could materially impact the fair value of the leased assets. We do not hold the power to direct the activities of the VIEs and, therefore, do not control the ongoing activities that have a significant impact on the economic performance of the VIEs. Additionally, we do not have the obligation to absorb losses of the VIEs or the right to receive benefits of the VIEs that could potentially be significant to the VIEs.

We are not considered to be the primary beneficiary and do not consolidate these VIEs because our actions and decisions do not have the most significant effect on the VIE's performance and our fixed-price purchase options are not considered to be potentially significant to the VIEs. The future minimum lease payments associated with the VIE leases totaled \$2.6 billion as of December 31, 2015.

17. Leases

We lease certain locomotives, freight cars, and other property. The Consolidated Statements of Financial Position as of December 31, 2015 and 2014 included \$2,273 million, net of \$1,189 million of accumulated depreciation, and \$2,454 million, net of \$1,210 million of accumulated depreciation, respectively, for properties held under capital leases. A charge to income resulting from the depreciation for assets held under capital leases is included within depreciation expense in our Consolidated Statements of Income. Future minimum lease payments for operating and capital leases with initial or remaining non-cancelable lease terms in excess of one year as of December 31, 2015, were as follows:

<i>Millions</i>	<i>Operating Leases</i>	<i>Capital Leases</i>
2016	\$ 491	\$ 217
2017	446	220
2018	371	198
2019	339	184
2020	282	193
Later years	1,501	575
Total minimum lease payments	\$ 3,430	\$ 1,587
Amount representing interest	N/A	(319)
Present value of minimum lease payments	N/A	\$ 1,268

Approximately 95% of capital lease payments relate to locomotives. Rent expense for operating leases with terms exceeding one month was \$590 million in 2015, \$593 million in 2014, and \$618 million in 2013. When cash rental payments are not made on a straight-line basis, we recognize variable rental expense on a straight-line basis over the lease term. Contingent rentals and sub-rentals are not significant.

18. Commitments and Contingencies

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity. To the extent possible, we have recorded a liability where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities and insurance recoveries previously recorded for these matters.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability, including unasserted claims. The Federal Employers' Liability Act (FELA) governs compensation for work-related accidents. Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements. We offer a comprehensive variety of services and rehabilitation programs for employees who are injured at work.

Our personal injury liability is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 94% of the recorded liability is related to asserted claims and

approximately 6% is related to unasserted claims at December 31, 2015. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately \$318 million to \$345 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

<i>Millions</i>	2015		2014		2013	
Beginning balance	\$	335	\$	294	\$	334
Current year accruals		89		96		87
Changes in estimates for prior years		(3)		9		(38)
Payments		(103)		(64)		(89)
Ending balance at December 31	\$	318	\$	335	\$	294
Current portion, ending balance at December 31	\$	63	\$	111	\$	82

In conjunction with the liability update performed in 2015, we also reassessed our estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2015, and 2014.

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. We assess our potential liability using a statistical analysis of resolution costs for asbestos-related claims. This liability is updated annually and excludes future defense and processing costs. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The ratio of future claims by alleged disease would be consistent with historical averages adjusted for inflation.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 22% of the recorded liability related to asserted claims and approximately 78% related to unasserted claims at December 31, 2015. Because of the uncertainty surrounding the ultimate outcome of asbestos-related claims, it is reasonably possible that future costs to settle these claims may range from approximately \$120 million to \$129 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other.

Our asbestos-related liability activity was as follows:

<i>Millions</i>	2015		2014		2013	
Beginning balance	\$	126	\$	131	\$	139
Accruals/(Credits)		-		1		2
Payments		(6)		(6)		(10)
Ending balance at December 31	\$	120	\$	126	\$	131
Current portion, ending balance at December 31	\$	6	\$	8	\$	9

In conjunction with the liability update performed in 2015, we also reassessed our estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2015, and 2014. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws governing asbestos litigation increase or decrease the probability or amount of compensation of

claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 290 sites at which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 31 sites that are the subject of actions taken by the U.S. government, 19 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified sites; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities at each site.

When we identify an environmental issue with respect to property owned, leased, or otherwise used in our business, we perform, with assistance of our consultants, environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. Our environmental liability is not discounted to present value due to the uncertainty surrounding the timing of future payments.

Our environmental liability activity was as follows:

<i>Millions</i>	2015		2014		2013	
Beginning balance	\$	182	\$	171	\$	170
Accruals		61		56		58
Payments		(53)		(45)		(57)
Ending balance at December 31	\$	190	\$	182	\$	171
Current portion, ending balance at December 31	\$	52	\$	60	\$	53

The environmental liability includes future costs for remediation and restoration of sites, as well as ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. The ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. Current obligations are not expected to have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

Insurance – The Company has a consolidated, wholly-owned captive insurance subsidiary (the captive), that provides insurance coverage for certain risks including FELA claims and property coverage which are subject to reinsurance. The captive entered into annual reinsurance treaty agreements that insure workers compensation, general liability, auto liability and FELA risk. The captive cedes a portion of its FELA exposure through the treaty and assumes a proportionate share of the entire risk. The captive receives direct premiums, which are netted against the Company's premium costs in other expenses in the Consolidated Statements of Income. The treaty agreements provide for certain protections against the risk of treaty participants' non-performance, and we do not believe our exposure to treaty participants' non-performance is material at this time. In the event the Company leaves the reinsurance program, the Company is not relieved of its primary obligation to the policyholders for activity prior to the termination of the treaty agreements. We record both liabilities and reinsurance receivables using an actuarial analysis based on historical experience in our Consolidated Statements of Financial Position.

Guarantees – At December 31, 2015, and 2014, we were contingently liable for \$53 million and \$82 million in guarantees, respectively. We have recorded liabilities of \$0 and \$0.3 million for the fair value of these obligations as of December 31, 2015, and 2014, respectively. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

Indemnities – We are contingently obligated under a variety of indemnification arrangements, although in some cases the extent of our potential liability is limited, depending on the nature of the transactions and

the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

Gain Contingency – UPRR and Santa Fe Pacific Pipelines (SFPP, a subsidiary of Kinder Morgan Energy Partners, L.P.) currently are engaged in a proceeding to resolve the fair market rent payable to UPRR commencing on January 1, 2004, for pipeline easements on UPRR rights-of-way (*Union Pacific Railroad Company vs. Santa Fe Pacific Pipelines, Inc., SFPP, L.P., Kinder Morgan Operating L.P. “D” Kinder Morgan G.P., Inc., et al., Superior Court of the State of California for the County of Los Angeles, filed July 28, 2004*). In February 2007, a trial began to resolve this issue, and in May 2012, the trial judge rendered an opinion establishing the fair market rent and entering judgment for back rent, including prejudgment interest. SFPP appealed the judgment. On November 5, 2014, the Second District Circuit Court of Appeal in California issued an opinion holding that UPRR was not entitled to collect rent from SFPP for easements on the portions of the property acquired solely through federal government land grants issued during the 1800s. The Appellate Court also reversed the award of prejudgment interest and remanded the case to the trial court. A favorable final judgment may materially affect UPRR's results of operations in the period of any monetary recoveries. Due to the uncertainty regarding the amount and timing of any recovery or any subsequent proceedings, we consider this a gain contingency and have not recognized any amounts in the Consolidated Financial Statements as of December 31, 2015.

19. Share Repurchase Program

Effective January 1, 2014, our Board of Directors authorized the repurchase of up to 120 million shares of our common stock by December 31, 2017, replacing our previous repurchase program. As of December 31, 2015, we repurchased a total of \$16.0 billion of our common stock since the commencement of our repurchase programs in 2007. The table below represents shares repurchased under this repurchase program.

	Number of Shares Purchased		Average Price Paid	
	2015	2014	2015	2014
First quarter	6,881,455	7,640,000	\$ 117.28	\$ 89.43
Second quarter	7,975,100	8,320,000	104.62	96.84
Third quarter	13,800,700	8,347,000	89.65	102.54
Fourth quarter	6,646,899	7,736,400	88.19	113.77
Total	35,304,154	32,043,400	\$ 98.14	\$ 100.65
Remaining number of shares that may be repurchased under current authority				52,652,446

Management's assessments of market conditions and other pertinent factors guide the timing and volume of all repurchases. Repurchased shares are recorded in treasury stock at cost, which includes any applicable commissions and fees.

From January 1, 2016, through February 4, 2016, we repurchased 3.7 million shares at an aggregate cost of approximately \$268 million.

20. Related Parties

UPRR and other North American railroad companies jointly own TTX Company (TTX). UPRR has a 36.79% economic and voting interest in TTX while the other North American railroads own the remaining interest. In accordance with ASC 323 *Investments - Equity Method and Joint Venture*, UPRR applies the equity method of accounting to our investment in TTX.

TTX is a railcar pooling company that owns railcars and intermodal wells to serve North America's railroads. TTX assists railroads in meeting the needs of their customers by providing railcars in an efficient, pooled environment. All railroads have the ability to utilize TTX railcars through car hire by renting railcars at stated rates.

UPRR had \$830 million and \$795 million recognized as investments related to TTX in our consolidated statements of financial position as of December 31, 2015 and 2014, respectively. TTX car hire expenses

of \$376 million in 2015, \$350 million in 2014, and \$326 million in 2013 are included in equipment and other rents in our consolidated statements of income. In addition, UPRR had accounts payable to TTX of \$61 million and \$53 million as of December 31, 2015 and 2014, respectively.

21. Selected Quarterly Data (Unaudited)

Millions, Except Per Share Amounts

<i>2015</i>	<i>Mar. 31</i>	<i>Jun. 30</i>	<i>Sep. 30</i>	<i>Dec. 31</i>
Operating revenues	\$ 5,614	\$ 5,429	\$ 5,562	\$ 5,208
Operating income	1,977	1,949	2,208	1,918
Net income	1,151	1,204	1,300	1,117
Net income per share:				
Basic	1.31	1.38	1.51	1.31
Diluted	1.30	1.38	1.50	1.31

Millions, Except Per Share Amounts

<i>2014</i>	<i>Mar. 31</i>	<i>Jun. 30</i>	<i>Sep. 30</i>	<i>Dec. 31</i>
Operating revenues	\$ 5,638	\$ 6,015	\$ 6,182	\$ 6,153
Operating income	1,854	2,196	2,330	2,373
Net income	1,088	1,291	1,370	1,431
Net income per share:				
Basic	1.20	1.43	1.53	1.62
Diluted	1.19	1.43	1.53	1.61

Per share net income for the four quarters combined may not equal the per share net income for the year due to rounding.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

As of the end of the period covered by this report, the Corporation carried out an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's Chief Executive Officer (CEO) and Executive Vice President – Finance and Chief Financial Officer (CFO), of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures pursuant to Exchange Act Rules 13a-15 and 15d-15. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based upon that evaluation, the CEO and the CFO concluded that, as of the end of the period covered by this report, the Corporation's disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the SEC, and that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Additionally, the CEO and CFO determined that there were no changes to the Corporation's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The management of Union Pacific Corporation and Subsidiary Companies (the Corporation) is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). The Corporation's internal control system was designed to provide reasonable assurance to the Corporation's management and Board of Directors regarding the preparation and fair presentation of published financial statements.

All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Corporation's management assessed the effectiveness of the Corporation's internal control over financial reporting as of December 31, 2015. In making this assessment, it used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control – Integrated Framework (2013)*. Based on our assessment, management believes that, as of December 31, 2015, the Corporation's internal control over financial reporting is effective based on those criteria.

The Corporation's independent registered public accounting firm has issued an attestation report on the effectiveness of the Corporation's internal control over financial reporting. This report appears on the next page.

February 4, 2016

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Union Pacific Corporation
Omaha, Nebraska

We have audited the internal control over financial reporting of Union Pacific Corporation and Subsidiary Companies (the Corporation) as of December 31, 2015, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying *Management's Annual Report on Internal Control Over Financial Reporting*. Our responsibility is to express an opinion on the Corporation's internal control over financial reporting based on our audit.

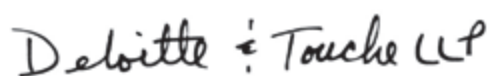
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2015, based on the criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended December 31, 2015 of the Corporation and our report dated February 5, 2016 expressed an unqualified opinion on those financial statements and financial statement schedule.

The image shows a handwritten signature in dark ink. The signature reads "Deloitte" followed by a small logo consisting of a vertical line with a horizontal bar at the top, and then "Touche LLP".

Omaha, Nebraska
February 5, 2016

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers, and Corporate Governance

(a) Directors of Registrant.

Information as to the names, ages, positions and offices with UPC, terms of office, periods of service, business experience during the past five years and certain other directorships held by each director or person nominated to become a director of UPC is set forth in the Election of Directors segment of the Proxy Statement and is incorporated herein by reference.

Information concerning our Audit Committee and the independence of its members, along with information about the audit committee financial expert(s) serving on the Audit Committee, is set forth in the Audit Committee segment of the Proxy Statement and is incorporated herein by reference.

(b) Executive Officers of Registrant.

Information concerning the executive officers of UPC and its subsidiaries is presented in Part I of this report under Executive Officers of the Registrant and Principal Executive Officers of Subsidiaries.

(c) Section 16(a) Compliance.

Information concerning compliance with Section 16(a) of the Securities Exchange Act of 1934 is set forth in the Section 16(a) Beneficial Ownership Reporting Compliance segment of the Proxy Statement and is incorporated herein by reference.

(d) Code of Ethics for Chief Executive Officer and Senior Financial Officers of Registrant.

The Board of Directors of UPC has adopted the UPC Code of Ethics for the Chief Executive Officer and Senior Financial Officers (the Code). A copy of the Code may be found on the Internet at our website www.up.com/investor/governance. We intend to disclose any amendments to the Code or any waiver from a provision of the Code on our website.

Item 11. Executive Compensation

Information concerning compensation received by our directors and our named executive officers is presented in the Compensation Discussion and Analysis, Summary Compensation Table, Grants of Plan-Based Awards in Fiscal Year 2015, Outstanding Equity Awards at 2015 Fiscal Year-End, Option Exercises and Stock Vested in Fiscal Year 2015, Pension Benefits at 2015 Fiscal Year-End, Nonqualified Deferred Compensation at 2015 Fiscal Year-End, Potential Payments Upon Termination or Change in Control and Director Compensation in Fiscal Year 2015 segments of the Proxy Statement and is incorporated herein by reference. Additional information regarding compensation of directors, including Board committee members, is set forth in the By-Laws of UPC and the Stock Unit Grant and Deferred Compensation Plan for the Board of Directors, both of which are included as exhibits to this report. Information regarding the Compensation and Benefits Committee is set forth in the Compensation Committee Interlocks and Insider Participation and Compensation Committee Report segments of the Proxy Statement and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Information as to the number of shares of our equity securities beneficially owned by each of our directors and nominees for director, our named executive officers, our directors and executive officers as a group, and certain beneficial owners is set forth in the Security Ownership of Certain Beneficial Owners and Management segment of the Proxy Statement and is incorporated herein by reference.

The following table summarizes the equity compensation plans under which UPC common stock may be issued as of December 31, 2015:

	(a)	(b)	(c)
<i>Plan Category</i>	<i>Number of securities to be issued upon exercise of outstanding options, warrants and rights</i>	<i>Weighted-average exercise price of outstanding options, warrants and rights</i>	<i>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</i>
Equity compensation plans approved by security holders	7,720,201 [1]	\$ 66.67 [2]	76,548,520
Total	7,720,201	\$ 66.67	76,548,520

[1] Includes 2,148,833 retention units that do not have an exercise price. Does not include 2,048,765 retention shares that have been issued and are outstanding.

[2] Does not include the retention units or retention shares described above in footnote 1.

Item 13. Certain Relationships and Related Transactions and Director Independence

Information on related transactions is set forth in the Certain Relationships and Related Transactions and Compensation Committee Interlocks and Insider Participation segments of the Proxy Statement and is incorporated herein by reference. We do not have any relationship with any outside third party that would enable such a party to negotiate terms of a material transaction that may not be available to, or available from, other parties on an arm's-length basis.

Information regarding the independence of our directors is set forth in the Director Independence segment of the Proxy Statement and is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services

Information concerning the fees billed by our independent registered public accounting firm and the nature of services comprising the fees for each of the two most recent fiscal years in each of the following categories: (i) audit fees, (ii) audit-related fees, (iii) tax fees, and (iv) all other fees, is set forth in the Independent Registered Public Accounting Firm's Fees and Services segment of the Proxy Statement and is incorporated herein by reference.

Information concerning our Audit Committee's policies and procedures pertaining to pre-approval of audit and non-audit services rendered by our independent registered public accounting firm is set forth in the Audit Committee segment of the Proxy Statement and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules

(a) Financial Statements, Financial Statement Schedules, and Exhibits:

(1) Financial Statements

The financial statements filed as part of this filing are listed on the index to the Financial Statements and Supplementary Data, Item 8, on page 50.

(2) Financial Statement Schedules

Schedule II - Valuation and Qualifying Accounts

Schedules not listed above have been omitted because they are not applicable or not required or the information required to be set forth therein is included in the Financial Statements and Supplementary Data, Item 8, or notes thereto.

(3) Exhibits

Exhibits are listed in the exhibit index beginning on page 93. The exhibits include management contracts, compensatory plans and arrangements required to be filed as exhibits to the Form 10-K by Item 601 (10) (iii) of Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 5th day of February, 2016.

UNION PACIFIC CORPORATION

By /s/ Lance M. Fritz
Lance M. Fritz,
Chairman, President and
Chief Executive Officer
Union Pacific Corporation

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below, on this 5th day of February, 2016, by the following persons on behalf of the registrant and in the capacities indicated.

PRINCIPAL EXECUTIVE OFFICER AND DIRECTOR:

By /s/ Lance M. Fritz
Lance M. Fritz,
Chairman, President and
Chief Executive Officer
Union Pacific Corporation

PRINCIPAL FINANCIAL OFFICER:

By /s/ Robert M. Knight, Jr.
Robert M. Knight, Jr.,
Executive Vice President - Finance
and Chief Financial Officer

PRINCIPAL ACCOUNTING OFFICER:

By /s/ Todd M. Rynaski
Todd M. Rynaski,
Vice President and Controller

DIRECTORS:

Andrew H. Card, Jr.*
Erroll B. Davis, Jr.*
David B. Dillon*
Judith Richards Hope*
Charles C. Krulak*

Michael R. McCarthy*
Michael W. McConnell*
Thomas F. McLarty III*
Steven R. Rogel*
Jose H. Villarreal*

* By James J. Theisen, Jr.
James J. Theisen, Jr., Attorney-in-fact

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
Union Pacific Corporation and Subsidiary Companies

<i>Millions, for the Years Ended December 31,</i>	2015	2014	2013
Allowance for doubtful accounts:			
Balance, beginning of period	\$ 21	\$ 23	\$ 37
Charges/(reduction) to expense	1	5	(4)
Net recoveries/(write-offs)	(6)	(7)	(10)
Balance, end of period	\$ 16	\$ 21	\$ 23
Allowance for doubtful accounts are presented in the Consolidated Statements of Financial Position as follows:			
Current	\$ 5	\$ 5	\$ 1
Long-term	11	16	22
Balance, end of period	\$ 16	\$ 21	\$ 23
Accrued casualty costs:			
Balance, beginning of period	\$ 757	\$ 702	\$ 734
Charges to expense	227	256	188
Cash payments and other reductions	(248)	(201)	(220)
Balance, end of period	\$ 736	\$ 757	\$ 702
Accrued casualty costs are presented in the Consolidated Statements of Financial Position as follows:			
Current	\$ 181	\$ 249	\$ 207
Long-term	555	508	495
Balance, end of period	\$ 736	\$ 757	\$ 702

UNION PACIFIC CORPORATION
Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
<u>Filed with this Statement</u>	
10(a)	Form of Performance Stock Unit Agreement dated February 4, 2016.
10(b)	Form of Stock Unit Agreement for Executives dated February 4, 2016.
10(c)	Form of Non-Qualified Stock Option Agreement for Executives dated February 4, 2016.
12	Ratio of Earnings to Fixed Charges.
21	List of the Corporation's significant subsidiaries and their respective states of incorporation.
23	Independent Registered Public Accounting Firm's Consent.
24	Powers of attorney executed by the directors of UPC.
31(a)	Certifications Pursuant to Rule 13a-14(a), of the Exchange Act, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Lance M. Fritz.
31(b)	Certifications Pursuant to Rule 13a-14(a), of the Exchange Act, as Adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 - Robert M. Knight, Jr.
32	Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - Lance M. Fritz and Robert M. Knight, Jr.
101	eXtensible Business Reporting Language (XBRL) documents submitted electronically: 101.INS (XBRL Instance Document), 101.SCH (XBRL Taxonomy Extension Schema Document), 101.CAL (XBRL Calculation Linkbase Document), 101.LAB (XBRL Taxonomy Label Linkbase Document), 101.DEF (XBRL Taxonomy Definition Linkbase Document) and 101.PRE (XBRL Taxonomy Presentation Linkbase Document). The following financial and related information from Union Pacific Corporation's Annual Report on Form 10-K for the year ended December 31, 2015 (filed with the SEC on February 5, 2016), is formatted in XBRL and submitted electronically herewith: (i) Consolidated Statements of Income for the years ended December 31, 2015, 2014 and 2013, (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2015, 2014, and 2013, (iii) Consolidated Statements of Financial Position at December 31, 2015 and December 31, 2014, (iv) Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 and 2013, (v) Consolidated Statements of Changes in Common Shareholders' Equity for the years ended December 31, 2015, 2014 and 2013, and (vi) the Notes to the Consolidated Financial Statements.
<u>Incorporated by Reference</u>	
3(a)	Restated Articles of Incorporation of UPC, as amended and restated through June 27, 2011, and as further amended May 15, 2014, are incorporated herein by reference to Exhibit 3(a) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.
3(b)	By-Laws of UPC, as amended, effective November 19, 2015, are incorporated herein by reference to Exhibit 3.2 to the Corporation's Current Report on Form 8-K dated November 19, 2015.
4(a)	Indenture, dated as of December 20, 1996, between UPC and Wells Fargo Bank, National Association, as successor to Citibank, N.A., as Trustee, is incorporated herein by reference to Exhibit 4.1 to UPC's Registration Statement on Form S-3

(No. 333-18345).

- 4(b) Indenture, dated as of April 1, 1999, between UPC and The Bank of New York, as successor to JP Morgan Chase Bank, formerly The Chase Manhattan Bank, as Trustee, is incorporated herein by reference to Exhibit 4.2 to UPC's Registration Statement on Form S-3 (No. 333-75989).
- 4(c) Form of 2.250% Note due 2020 is incorporated by reference to Exhibit 4.1 to the Corporation's Current Report on Form 8-K dated June 19, 2015.
- 4(d) Form of 3.250% Note due 2025 is incorporated by reference to Exhibit 4.2 to the Corporation's Current Report on Form 8-K dated June 19, 2015.
- 4(e) Form of 3.250% Note due 2025 is incorporated herein by reference to Exhibit 4.1 to the Corporation's Current Report on Form 8-K dated October 29, 2015.
- 4(f) Form of 4.050% Note due 2045 is incorporated herein by reference to Exhibit 4.2 to the Corporation's Current Report on Form 8-K dated October 29, 2015.
- 4(g) Form of 4.375% Note due 2065 is incorporated herein by reference to Exhibit 4.3 to the Corporation's Current Report on Form 8-K dated October 29, 2015.

Certain instruments evidencing long-term indebtedness of UPC are not filed as exhibits because the total amount of securities authorized under any single such instrument does not exceed 10% of the Corporation's total consolidated assets. UPC agrees to furnish the Commission with a copy of any such instrument upon request by the Commission.

- 10(d) Supplemental Thrift Plan (409A Non-Grandfathered Component) of Union Pacific Corporation, as amended March 1, 2013, is incorporated herein by reference to Exhibit 10(c) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.
- 10(e) Supplemental Thrift Plan (409A Grandfathered Component) of Union Pacific Corporation, as amended March 1, 2013, is incorporated herein by reference to Exhibit 10(d) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.
- 10(f) Supplemental Pension Plan for Officers and Managers (409A Non-Grandfathered Component) of Union Pacific Corporation and Affiliates, as amended February 1, 2013, and March 1, 2013, is incorporated herein by reference to Exhibit 10(e) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.
- 10(g) Supplemental Pension Plan for Officers and Managers (409A Grandfathered Component) of Union Pacific Corporation and Affiliates, as amended February 1, 2013, and March 1, 2013 is incorporated herein by reference to Exhibit 10(f) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.
- 10(h) Union Pacific Corporation Key Employee Continuity Plan, as amended February 5, 2015, is incorporated herein by reference to Exhibit 10(d) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.
- 10(i) Union Pacific Corporation Executive Incentive Plan, effective May 5, 2005, amended and restated effective January 1, 2009, is incorporated herein by reference to Exhibit 10(g) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008.
- 10(j) Deferred Compensation Plan (409A Grandfathered Component) of Union Pacific Corporation, as amended March 1, 2013, is incorporated herein by reference to Exhibit 10(b) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.

- 10(k) Deferred Compensation Plan (409A Non-Grandfathered Component) of Union Pacific Corporation, as amended December 17, 2013, is incorporated herein by reference to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.
- 10(l) 1992 Restricted Stock Plan for Non-Employee Directors of Union Pacific Corporation, as amended as of January 28, 1993, is incorporated herein by reference to Exhibit 10(a) to the Corporation's Current Report on Form 8-K dated March 16, 1993.
- 10(m) Union Pacific Corporation 2000 Directors Plan, effective as of April 21, 2000, as amended November 16, 2006, January 30, 2007 and January 1, 2009 is incorporated herein by reference to Exhibit 10(j) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008.
- 10(n) Union Pacific Corporation Stock Unit Grant and Deferred Compensation Plan for the Board of Directors (409A Non-Grandfathered Component), effective as of January 1, 2009 is incorporated herein by reference to Exhibit 10(k) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008.
- 10(o) Union Pacific Corporation Stock Unit Grant and Deferred Compensation Plan for the Board of Directors (409A Grandfathered Component), as amended and restated in its entirety, effective as of January 1, 2009 is incorporated herein by reference to Exhibit 10(l) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2008.
- 10(p) Union Pacific Corporation 2013 Stock Incentive Plan, effective May 16, 2013, is incorporated herein by reference to Exhibit 4.3 to the Corporation's Form S-8 dated May 17, 2013.
- 10(q) UPC 2004 Stock Incentive Plan amended March 1, 2013, is incorporated herein by reference to Exhibit 10(g) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013.
- 10(r) Amended and Restated Registration Rights Agreement, dated as of July 12, 1996, among UPC, UP Holding Company, Inc., Union Pacific Merger Co. and Southern Pacific Rail Corporation (SP) is incorporated herein by reference to Annex J to the Joint Proxy Statement/Prospectus included in Post-Effective Amendment No. 2 to UPC's Registration Statement on Form S-4 (No. 33-64707).
- 10(s) Agreement, dated September 25, 1995, among UPC, UPRR, Missouri Pacific Railroad Company (MPRR), SP, Southern Pacific Transportation Company (SPT), The Denver & Rio Grande Western Railroad Company (D&RGW), St. Louis Southwestern Railway Company (SLSRC) and SPCSL Corp. (SPCSL), on the one hand, and Burlington Northern Railroad Company (BN) and The Atchison, Topeka and Santa Fe Railway Company (Santa Fe), on the other hand, is incorporated by reference to Exhibit 10.11 to UPC's Registration Statement on Form S-4 (No. 33 64707).
- 10(t) Supplemental Agreement, dated November 18, 1995, between UPC, UPRR, MPRR, SP, SPT, D&RGW, SLSRC and SPCSL, on the one hand, and BN and Santa Fe, on the other hand, is incorporated herein by reference to Exhibit 10.12 to UPC's Registration Statement on Form S-4 (No. 33 64707).
- 10(u) The Pension Plan for Non-Employee Directors of UPC, as amended January 25, 1996, is incorporated herein by reference to Exhibit 10(w) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1995.
- 10(v) Charitable Contribution Plan for Non-Employee Directors of Union Pacific Corporation is incorporated herein by reference to Exhibit 10(z) to the Corporation's Annual Report on Form 10-K for the year ended December 31,

1995.

- 10(w) Form of Non-Qualified Stock Option Agreement for Executives is incorporated herein by reference to Exhibit 10(c) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012.
- 10(x) Form of Stock Unit Agreement for Executives is incorporated herein by reference to Exhibit 10(b) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012.
- 10(y) Form of Non-Qualified Stock Option Agreement for Executives is incorporated herein by reference to Exhibit 10(c) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.
- 10(z) Form of Stock Unit Agreement for Executives is incorporated herein by reference to Exhibit 10(b) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.
- 10(aa) Form of 2013 Long Term Plan Stock Unit Agreement is incorporated herein by reference to Exhibit 10(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2012.
- 10(bb) Form of 2014 Long Term Plan Stock Unit Agreement is incorporated herein by reference to Exhibit 10(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2013.
- 10(cc) Form of 2015 Long Term Plan Stock Unit Agreement is incorporated herein by reference to Exhibit 10(a) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2014.
- 10(dd) Form of Non-Qualified Stock Option Agreement for Directors is incorporated herein by reference to Exhibit 10(d) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
- 10(ee) Executive Incentive Plan (2005) – Deferred Compensation Program, dated December 21, 2005 is incorporated herein by reference to Exhibit 10(g) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 2005.
- 99 Form of U.S. \$1,700,000,000 5-Year Revolving Credit Agreement dated as of May 21, 2014, is incorporated herein by reference to Exhibit 99(a) to the Corporation's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014.

RATIO OF EARNINGS TO FIXED CHARGES*Union Pacific Corporation and Subsidiary Companies*

<i>Millions, Except for Ratios</i>	2015	2014	2013	2012	2011
Fixed charges:					
Interest expense including					
amortization of debt discount	\$ 622	\$ 561	\$ 526	\$ 535	\$ 572
Portion of rentals representing an interest factor	93	101	121	132	135
Total fixed charges	\$ 715	\$ 662	\$ 647	\$ 667	\$ 707
Earnings available for fixed charges:					
Net income	\$ 4,772	\$ 5,180	\$ 4,388	\$ 3,943	\$ 3,292
Equity earnings net of distributions	(63)	(59)	(57)	(55)	(38)
Income taxes	2,884	3,163	2,660	2,375	1,972
Fixed charges	715	662	647	667	707
Earnings available for fixed charges	\$ 8,308	\$ 8,946	\$ 7,638	\$ 6,930	\$ 5,933
Ratio of earnings to fixed charges	11.6	13.5	11.8	10.4	8.4

SIGNIFICANT SUBSIDIARIES OF UNION PACIFIC CORPORATION

Name of Corporation

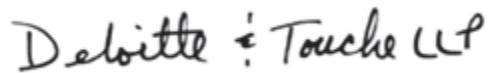
State of
Incorporation

Union Pacific Railroad Company

Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Post-Effective Amendment No. 1 to Registration Statement No. 33-12513, Registration Statement No. 33-53968, Registration Statement No. 33-49785, Registration Statement No. 33-49849, Registration Statement No. 333-10797, Registration Statement No. 333-88709, Registration Statement No. 333-42768, Registration Statement No. 333-106707, Registration Statement No. 333-106708, Registration Statement No. 333-105714, Registration Statement No. 333-105715, Registration Statement No. 333-116003, Registration Statement No. 333-132324, Registration Statement No. 333-155708, Registration Statement No. 333-170209, Registration Statement No. 333-170208, and Registration No. 333-188671 on Form S-8 and Registration Statement No. 333-201958 on Form S-3 of our reports dated February 5, 2016, relating to the consolidated financial statements and financial statement schedule of Union Pacific Corporation and Subsidiary Companies (the Corporation) and the effectiveness of the Corporation's internal control over financial reporting appearing in this Annual Report on Form 10-K of Union Pacific Corporation and Subsidiary Companies for the year ended December 31, 2015.

The image shows a handwritten signature in cursive script that reads "Deloitte & Touche LLP". The signature is written in dark ink on a white background.

Omaha, Nebraska
February 5, 2016

UNION PACIFIC CORPORATION
Powers of Attorney

Each of the undersigned directors of Union Pacific Corporation, a Utah corporation (the Company), do hereby appoint each of Lance M. Fritz, Diane K. Duren, and James J. Theisen, Jr. his or her true and lawful attorney-in-fact and agent, to sign on his or her behalf the Company's Annual Report on Form 10-K, for the year ended December 31, 2015, and any and all amendments thereto, and to file the same, with all exhibits thereto, with the Securities and Exchange Commission.

IN WITNESS WHEREOF, the undersigned have executed this Power of Attorney as of February 4, 2016.

/s/ Andrew H. Card, Jr.
 Andrew H. Card, Jr.

/s/ Michael R. McCarthy
 Michael R. McCarthy

/s/ Erroll B. Davis, Jr.
 Erroll B. Davis, Jr.

/s/ Michael W. McConnell
 Michael W. McConnell

/s/ David B. Dillon
 David B. Dillon

/s/ Thomas F. McLarty III
 Thomas F. McLarty III

/s/ Judith Richards Hope
 Judith Richards Hope

/s/ Steven R. Rogel
 Steven R. Rogel

/s/ Charles C. Krulak
 Charles C. Krulak

/s/ Jose H. Villarreal
 Jose H. Villarreal

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Lance M. Fritz, certify that:

1. I have reviewed this annual report on Form 10-K of Union Pacific Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 5, 2016

/s/ Lance M. Fritz
Lance M. Fritz
Chairman, President and
Chief Executive Officer

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Robert M. Knight, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Union Pacific Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 5, 2016

/s/ Robert M. Knight, Jr.
Robert M. Knight, Jr.
Executive Vice President – Finance and
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Union Pacific Corporation (the Corporation) on Form 10-K for the period ending December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Lance M Fritz, Chairman, President and Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

By: /s/ Lance M. Fritz
Lance M. Fritz
Chairman, President and
Chief Executive Officer
Union Pacific Corporation

February 5, 2016

A signed original of this written statement required by Section 906 has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the accompanying Annual Report of Union Pacific Corporation (the Corporation) on Form 10-K for the period ending December 31, 2015, as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Robert M. Knight, Jr., Executive Vice President - Finance and Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

By: /s/ Robert M. Knight, Jr.
Robert M. Knight, Jr.
Executive Vice President - Finance and
Chief Financial Officer
Union Pacific Corporation

February 5, 2016

A signed original of this written statement required by Section 906 has been provided to the Corporation and will be retained by the Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

UNP 4.05 11/15/45 \$↓95.832 +.033 150.2 bp vs T 2.875 08/15/2045

At 12:11d Vol 5.0MM Source TRAC

UNP 4.05 11/15/45 Corp Page 1/11 Security Description: Bond

94) Notes 95) Buy 96) Sell 97) Settings

21) Bond Description	22) Issuer Description	
Pages	Issuer Information	Identifiers
1) Bond Info	Name UNION PACIFIC CORP	ID Number QJ3820546
2) Addtl Info	Industry Railroad	CUSIP 907818EF1
3) Covenants	Security Information	ISIN US907818EF15
4) Guarantors	Mkt Iss US Domestic	Bond Ratings
5) Bond Ratings	Country US Currency USD	Moody's A3
6) Identifiers	Rank Sr Unsecured Series	S&P A
7) Exchanges	Coupon 4.050000 Type Fixed	Composite A-
8) Inv Parties	Cpn Freq S/A	Issuance & Trading
9) Fees, Restrict	Day Cnt 30/360 Iss Price 99.53300	Amt Issued/Outstanding
10) Schedules	Maturity 11/15/2045	USD 500,000.00 (M) /
11) Coupons	MAKE WHOLE @20.000000 until 05/15/45/ CAL...	USD 500,000.00 (M)
Quick Links	Iss Sprd 120.00bp vs T 3 05/15/45	Min Piece/Increment
32) ALLQ Pricing	Calc Type (1) STREET CONVENTION	1,000.00 / 1,000.00
33) QRD Quote Recap	Announcement Date 10/26/2015	Par Amount 1,000.00
34) TDH Trade Hist	Interest Accrual Date 10/29/2015	Book Runner JOINT LEADS
35) CACS Corp Action	1st Settle Date 10/29/2015	Reporting TRACE
36) CF Prospectus	1st Coupon Date 05/15/2016	
37) CN Sec News		
38) HDS Holders		
39) VPRD Underly Info		
66) Send Bond		

CORPORATE GUARANTEE

Guarantee made this March 2, 2016, by Union Pacific Corporation, a business corporation organized under the laws of the State of Utah, herein referred to as guarantor. This guarantee is made to the Texas Commission on Environmental Quality (TCEQ) on behalf of Union Pacific Railroad Company of 1400 Douglas Street, Omaha, Nebraska 68179, which is our subsidiary.

RECITALS

1. Guarantor meets or exceeds the financial test criteria and agrees to comply with the reporting requirements for guarantors as specified in 30 Texas Administrative Code (TAC) §37.251 (relating to Financial Test) and §37.261 (relating to Corporate Guarantee).
2. Union Pacific Railroad Company owns or operates the following facility(ies) covered by this guarantee:

Union Pacific Railroad Company

- Englewood Yard, Permit No. HW-50343-000, EPA ID No. TXD000820266, Hazardous Waste Program, 4910 Liberty Road, Houston, Texas 77026-5263, post closure and corrective action.
3. "Closure or post closure plans" as used below refer to the plans maintained as required for the closure or post closure of the facilities as identified above.
 4. For value received from Union Pacific Railroad Company, \$10.00 and other valuable goods and consideration, guarantor guarantees to TCEQ that in the event that Union Pacific Railroad Company fails to perform closure, post closure, or corrective action of the above facility(ies) in accordance with the closure plans, post closure plans, or corrective action, permits, and other applicable requirements whenever required to do so, the guarantor shall do so or establish a trust fund as specified in 30 TAC §37.201 (relating to Trust Fund), in the name of Union Pacific Railroad Company in the amount of the current cost estimate.
 5. Guarantor agrees that if, at the end of any fiscal year before termination of this guarantee, the guarantor fails to meet the financial test criteria, guarantor shall send within 90 days, by certified mail, notice to the TCEQ executive director and to Union Pacific Railroad Company that the guarantor intends to provide alternate financial assurance as specified in 30 TAC Chapter 37 (relating to Financial Assurance), as applicable, in the name of Union Pacific Railroad Company. Within 120 days after the end of such fiscal year, the guarantor shall establish such financial assurance unless Union Pacific Railroad Company has done so.

6. The guarantor agrees to notify the TCEQ executive director by certified mail, of a voluntary or involuntary proceeding under Title 11 (Bankruptcy), U.S. Code, naming guarantor as debtor, within 10 days after commencement of the proceeding.
7. Guarantor agrees that within 30 days after being notified by the TCEQ executive director of a determination that guarantor no longer meets the financial test criteria or is disallowed from continuing as a guarantor of closure, post closure, or corrective action, guarantor shall establish alternate financial assurance as specified in Subchapter C of 30 TAC Chapter 37 (relating to Financial Assurance Mechanisms for Closure, Post Closure, and Corrective Action), in the name of Union Pacific Railroad Company unless Union Pacific Railroad Company has done so.
8. Guarantor agrees to remain bound under this guarantee notwithstanding any or all of the following: amendment or modification of the closure or post closure plans, or corrective action requirements, amendment or modification of the permit, the extension or reduction of the time of performance, or any other modification or alteration of an obligation of the owner or operator.
9. Guarantor agrees to remain bound under this guarantee for so long as Union Pacific Railroad Company must comply with the applicable financial assurance requirements of 30 TAC Chapter 37 for the above-listed facilities, except as provided in paragraph 10 of this agreement.
10. Guarantor may terminate this guarantee by sending notice by certified mail to the TCEQ executive director and to Union Pacific Railroad Company, provided that this guarantee may not be terminated unless and until Union Pacific Railroad Company obtains, and the TCEQ executive director approves, alternate financial assurance.
11. Guarantor agrees that if Union Pacific Railroad Company fails to provide alternate financial assurance as specified in 30 TAC Chapter 37, as applicable, and obtain written approval of such assurance from the TCEQ executive director within 90 days after a notice of termination by the guarantor is received by the TCEQ executive director from guarantor, guarantor shall provide such alternate financial assurance in the name of the Union Pacific Railroad Company.
12. Guarantor expressly waives notice of acceptance of this guarantee by the TCEQ or by Union Pacific Railroad Company. Guarantor also expressly waives notice of amendments or modifications of the closure plans, post closure plans, or corrective action requirements, and of amendments or modifications of the permit(s).

I hereby certify that the wording of this guarantee is identical to the wording specified in 30 Texas Administrative Code §37.361 as such regulations were constituted on the date first above written.

Effective date: March 2, 2016

(Name of guarantor) Union Pacific Corporation

(Authorized signature for guarantor) 

(Type name of person signing) Robert M. Knight

(Title of person signing) Executive Vice President-Finance and Chief Financial Officer
Union Pacific Corporation

Signature of witness or notary: 

UNION PACIFIC CORPORATION
1400 Douglas Street, 19th Floor
Omaha, Nebraska 68179

Robert M. Knight, Jr. Executive Vice President-Finance and Chief Financial Officer

P 402 544 3295
F 402 501 2121
rmknight@up.com

FINANCIAL TEST
LETTER FROM CHIEF FINANCIAL OFFICER

Executive Director
Texas Commission on Environmental Quality
Financial Assurance Section, MC 184
P.O. Box 13087
Austin, TX 78711-3087

Dear Executive Director:

I am the Chief Financial Officer of the Union Pacific Corporation, 1400 Douglas Street, Omaha, Nebraska 68179. This letter is in support of this firm's use of the financial test to demonstrate financial assurance for closure, post closure, or corrective action as specified in 30 Texas Administrative Code (TAC) Chapter 37 (relating to Financial Assurance).

1. This firm is the owner or operator of the following facilities in Texas for which financial assurance for closure, post closure, or corrective action is being demonstrated through a financial test specified in 30 TAC Chapter 37. The current cost estimate covered by the test is shown for each facility: None
2. This firm guarantees, through a corporate guarantee specified in 30 TAC Chapter 37, the cost for closure, post closure, or corrective action of the following facilities owned or operated by the guaranteed party. The current cost estimates so guaranteed are shown for each facility:

Union Pacific Railroad Company

- Englewood Yard, Permit No. HW-50343-000, EPA ID No. TXD000820266, Hazardous Waste Program, 4910 Liberty Road, Houston, Texas 77026-5263, current post closure cost estimate of \$322,000, corrective action cost estimate of \$231,000.



The firm identified above is the direct parent corporation of the owner or operator.

3. In States where TCEQ is not administering the financial requirements of 30 TAC Chapter 37, this firm, as owner, operator, or guarantor, is demonstrating financial assurance for the closure, post closure, or corrective action of the following facilities through the use of a test equivalent to a financial test specified in 30 TAC Chapter 37. The current cost estimates covered by such a test are shown for each facility:

- EPA ID No. NED981713829, Bruno Co-op Association/Associated Properties, Fremont & Railroad Streets, Bruno, Nebraska 68014, current closure cost estimate of \$1,089,603.
- EPA ID No. NED981499312, Cleburn Street Well Site OU5, North Front Street, Grand Island, NE 68801, current closure cost estimate of \$588,975.
- EPA ID No. TXD990707010, Crystal Chemical Company, 3502 Rogerdale Road, Houston, Texas 77042, current closure cost estimate of \$13,179,412.
- EPA ID No. UTD000716407, Ogden Rail Yard Site, located in Ogden, Weber County, Utah, current closure cost estimate of \$2,689,256.
- CERCLIS ID# NESFN0703481, Site/Spill ID Number 07ZY, Omaha Lead Site, located in Omaha, Douglas County, Nebraska, cost of work estimate of \$2,179,653.
- EPA ID No. NED000829754, Union Pacific Railroad Omaha Shops, 9th and Cass Street, Omaha, Nebraska 68102, current closure cost estimate of \$10,447,142.
- EPA ID No. MOD095046306, Missouri Pacific Railroad Sedalia Shops, 601 South Marshall, Sedalia, Missouri 65301, current closure cost estimate of \$1,390,249 and a current post closure cost estimate of \$315,966.
- Site ID No. 99-0606-N-EJL, Union Pacific Railroad Wallace Branch Line, Idaho, current closure cost estimate of \$31,253,948.
- EPA Site ID No. CAT00618728, Gosford Station, Bakersfield, California, current post closure cost estimate of \$774,080.
- EPA Site ID No. CAD980496863, Asbestos Landfill-II, West Lucille Ave. & Elm Ave., Coalinga, California, current post closure cost estimate of \$490,135.
- ODEQ ECSI No. 297, UPRR Klamath Falls Yard, 1585 Oak Street, Klamath Falls, Oregon, current closure cost estimate of \$435,307.
- ODEQ Site ID No, ELCI No. 631, Union Pacific Railroad La Grande Railyard, 1150 Jefferson Street, La Grande, Oregon 97850, current closure cost estimate of \$1,516,647.
- EPA Site ID No. WYD061112470, Baxter/Union Pacific Railroad Tie Treating Site, 221 Hodgeman, Laramie, Wyoming 82070, current closure cost estimate of \$3,996,299 and a current post-closure cost estimate of \$19,927,286.
- EPA Site ID No. CAD000628131, Southern Pacific Railroad Taylor Yard, 2800 Kerr Street, Los Angeles, California 90039, current closure cost estimate of \$9,879,983.
- EPA Site ID No. CAD000628198, Bobo's Junkyard/West Oakland Railyard (I-880), 1851B Fifth Street, Oakland, California 94604, current post closure cost estimate of \$636,988.
- EPA Site ID No. CAD006913206, Liquid Gold, State Highway 17 & Central Avenue, Richmond, California, current closure cost estimate of \$3,287,257.

- EPA Site ID No. CAD000628255, Southern Pacific Railroad Roseville Yard, Church & Cedar Street, Roseville, California 95678, current closure cost estimate of \$3,062,467.
 - Roseville Yard Area A Operable Unit, Church & Cedar Street, Roseville, California 95678, current closure cost estimate of \$1,200,705.
 - Roseville WWTP Surface Impoundment Requirements, Church & Cedar Street, Roseville, California 95678, current corrective action cost estimate of \$2,233,590 and a current closure cost estimate of \$3,429,663.
 - EPA Site ID No. CAD073772030, Sacramento Yard, 401 I Street, Sacramento, California 95814, current closure cost estimate of \$49,477,303 and a current post closure cost estimate of \$13,547,357.
 - EPA Site ID No. CAD980816417, Berman Steel, Highway 1901 and Spencer Road, Salinas, California, current post-closure cost estimate of \$304,826.
 - Stockton Yard Asbestos 2, 833 East 8th Street, Stockton, California 95206, current post closure cost estimate of \$834,543.
 - EPA Site ID CAD089186928, Suisun Marsh Phosphorous Car Derailment, Solano County, California, current post-closure cost estimate of \$758,318.
 - EPA Site ID ORD009049412, Union Pacific Railroad Company Tie Treating Plant, 2443 Tie Plant Road, The Dalles, Oregon 97058, current closure cost estimate of \$9,745,379.
 - WDEQ Site ID# 2051, Union Pacific Railroad Green River Fueling Facility, 301 East Railroad Street, Green River, WY 82935, current closure cost estimate of \$1,433,393.
 - WDEQ Site ID# VRP58.040, Union Pacific Cheyenne Fueling Facility, 121 West 15th Street, Cheyenne, Wyoming 82001, current closure cost estimate of \$617,936.
 - WDEQ Site ID# VRP58.040, Union Pacific Cheyenne Turntable PCE and MTBE Release, 121 West 15th Street, Cheyenne, Wyoming 82001, current closure cost estimate of \$5,132,134.
4. The firm identified above owns or operates the following facilities for which financial assurance for closure, post closure, or corrective action costs, is not demonstrated through the financial test or any other financial assurance mechanisms specified in 30 TAC Chapter 37 or equivalent State mechanisms to TCEQ, a federal agency, or another state. The current cost estimates not covered by such financial assurance are shown for each facility: \$ None.
5. This firm is the owner or operator or guarantor of the following facilities for which financial assurance is being demonstrated under other EPA regulations or state programs authorized by EPA through a financial test or guarantee. The following amounts have not been included in Paragraphs 1- 4.
- (a) Municipal solid waste management facilities under 30 TAC Chapter 330, 40 CFR Part 258 or equivalent \$ None

(b) Underground injection control facilities under 30 TAC Chapter 331, 40 CFR Part 144 or equivalent \$ None

(c) Petroleum underground storage tank facilities under 30 TAC Chapter 334, and 40 CFR Part 280 or equivalent \$ 1,000,000

(d) PCB storage facilities under 40 CFR Part 761 or equivalent \$ None

(e) Hazardous waste treatment, storage, and disposal facilities under 30 TAC Chapter 335, 40 CFR Parts 264 and 265 or equivalent \$ None

(f) Additional environmental obligations not shown above \$ 133,782,210. As of this letter's date, the Union Pacific Railroad Company had 296 sites with estimated environmental liability for which financial assurance is not demonstrated through a financial test. The sum of these sites' current estimated liability is \$133,782,210. A schedule of these site locations and name is included as exhibit A.

Total (a)-(f) \$ 134,782,210

This guarantor has not received an adverse opinion, a disclaimer of opinion, or a "going concern" qualification from an independent auditor on its financial statements for the latest completed fiscal year.

This firm is required to file a Form 10K with the Securities and Exchange Commission (SEC) for the latest fiscal year. The fiscal year of this firm ends on December 31. The figures for the following items marked with an asterisk are derived from this firm's independently audited, year-end financial statements for the latest completed fiscal year, ended December 31, 2015.

ALTERNATIVE II

1. (a) Sum of current closure, post closure, and corrective action costs
(total of all cost estimates shown in the five paragraphs above) \$ 331,221,010

(b) Amount of annual aggregate liability coverage to be demonstrated

by a financial test or corporate guarantee \$ 2,000,000

(c) Total of lines (a) and (b) \$ 333,221,010

2. Current bond rating of most recent issuance of this firm and name of rating service

A by Standard & Poor's

A3 by Moody's Investor Service

3. Date of issuance of bond

October 26, 2015

4. Date of maturity of bond

November 15, 2045

*5. Tangible net worth (if any portion of the closure, post closure care, or corrective action cost estimate(s), is included in "total liabilities" on your firm's financial statements, you may add the amount of that portion to this line)

\$20,652,776,371

*6. Total assets in U.S. (required only if less than 90% of firm's assets are located in U.S.) N/A

Indicate either "yes" or "no" to the following questions.

7. Is line 5 at least \$10 million? Yes


8. Is line 5 at least 6 times line 1(c)? Yes

*9. Are at least 90% of the firm's assets located in the U.S.? Yes

If not, complete line 10

10. Is line 6 at least 6 times line 1(c)? N/A

I hereby certify that the wording of this letter is identical to the wording specified in 30 Texas Administrative Code §37.351 as such regulations were constituted on the date shown immediately below.

Signature: 

Name: Robert M. Knight

Title: Executive Vice President-Finance and Chief Financial Officer Union Pacific Corporation

Date: March 2, 2016

Exhibit A to Paragraph 5(f)

The Union Pacific Railroad Company owns or operates (or is otherwise a potential responsible party to) the following facilities for which financial assurance is not demonstrated through the financial test or any other financial assurance mechanisms. These additional environmental obligations are listed below:

1. Abilene, ks – Diesel Release December 5, 2014
2. Alamogordo, nm - Former EPSW Tie Plant
3. Altoona, wi - Fueling Facility
4. American Falls, id - February 10, 2016 Derailment
5. Anaconda, mt - RDU 8
6. Arvin, ca - Brown and Bryant
7. Ashland, or - Former SP Yard
8. Auburn, ca - Former Redwood Oil Lease Site
9. Auburn, ne - Dettmer Farm Services
10. Bakersfield, ca - Abandoned Bunker Fuel Pipeline
11. Beaumont, tx - December 31, 2014 Diesel Release
12. Belle Plaine, ia - May 22, 2015 Derailment
13. Bellevue, ne - Gilmore Property
14. Benecia, ca - IT Panoche Facility
15. Benedict, ks - January 15, 2015 Collision
16. Benton, il - Webb Oil Lease Site
17. Beverly Hills, ca - BHLC at 9315 Civic Center Drive
18. Big Spring, tx - Former Fueling Facility
19. Bloomington, tx - January 2009 Tank Car Release
20. Braidwood, il - Buried Batteries
21. Brownsville, tx - Roundhouse Property
22. Burton, tx - Felder Oil Lease Site
23. Butte, mt - BPSOU, Consulting
24. Butte, mt - TPH Investigation and VCP
25. Byers, co - Abandoned Bulk Oil Lease Site
26. Caledonia, wi – January 19, 2014 Derailment
27. Calpella, ca - NWP Option Property
28. Caney, ok - October 23, 2008 Derailment
29. Cascade Locks, or - January 9, 2015 Lube Oil Release
30. Casper, wy - Fueling Facility
31. Cedar Rapids, ia - North Yard
32. Chicago Heights, il - Auto Facility Tie-up Track
33. Chicago, il - California Avenue UST
34. Chicago, il - Roosevelt Rd. Acquisition- 2
35. Cisco, tx - June 17, 2012 Derailment
36. Clarks Grove, mn - August 10, 2014 Diesel Fuel Release
37. Clinton, ia - Diesel Release February 26, 2015
38. Coffeyville, ks - Fueling Tracks
39. Colton, ca - November 14, 2014 Pump House Pipe Release
40. Commerce, tx - High Yield
41. Corsicana, tx - Hwy 31 Culvert
42. Corsicana, tx - October 24, 2015 Derailment
43. Cotulla, tx - May 16, 2015 Locomotive Fuel Release
44. Council Bluffs, ia - Drainage Ditch Diesel June 11, 2014
45. Crescent Lake, or - Former SP Yard 2
46. Crowley, ia - Southwest Rice Mill Litigation
47. Dallas, tx – Miller Yard Service Track
48. Danbury, tx - Drainage Ditch Excavation
49. Dateland, az - April 6, 2015 MCAS Tanker Collision
50. Davis, ca - Wye VOCs
51. Deloge, mo - Big River Mine Tailings Superfund Site
52. Denison, tx - June 5, 2012 Derailment
53. Denison, tx - Tie Plant Waste Storage 2
54. Denver, co - Burnam Yard 2016 Site Assessment
55. Denver, co - Diesel Plume at 6th and Osage Street
56. Denver, co - North Yard Fueling Facility
57. Des Moines, ia - Fueling Facility - Bell
58. Dillon, mt - June 29, 2015 Car Accident
59. Dolores, ca - Fueling Facility
60. Dunsmuir, ca - North Fueling Facility
61. Dupo, il - MP Yard
62. East St. Louis, il - A & S North Alcoa Property
63. El Paso, tx - Former Oglebay-Norton Lease Site
64. El Paso, tx - March 4, 2011 Diesel Release
65. El Paso, tx - Tower 196 Fueling Facility
66. Elko, nv - MP 555.5 TPH Release
67. Escanaba, mi - Tie Treating
68. Estherville, ia - Fueling Facility
69. Eunice, ia - Derailment
70. Eureka, ca - Waterfront Lease
71. Evansville, in - EVCBA Litigation
72. Flatonia, tx - October 1, 2015 Crossing Accident
73. Fort Scott, ks - Double Circle Farm Supply Site
74. Fort Worth, tx - August 12, 2015 Locomotive Derailment
75. Fort Worth, tx - Centennial Yard
76. Fort Worth, tx - January 2, 2016 Locomotive Fuel Release
77. Fort Worth, tx - Jay's Salvage
78. Fort Worth, tx - July 16, 2015 Locomotive Fuel Release
79. Freeman, wa - Cenex Harvest Lease Site
80. Fremont, ca - Derailment Warm Springs II
81. Fremont, ne - DeBruce Grain Property

82. Galva, ks - September 25, 2014 Derailment
83. Galveston, tx - Wharves Lease Site
84. Gary, in - Gary Development Landfill
85. Gibsland, la - Wood Energy Tie Disposal
86. Glendale, ca - Glendale NPL
87. Goshen, ca - Goshen Junction VOCs
88. Granby, co - Former Ehnlé Bulk Oil Facility
89. Grand Island, ne - NE Solvents Company 1200 Highway 30 East
90. Grand Junction, co - November 16, 2015 Fuel Line Release
91. Green River, wy - Trona Dump
92. Hays, ks - Janzen Oil East Folder 207-35
93. Henderson, tx - Rusk County Rail District Property Sale
94. Herington, ks - Sulfuric Acid Release - Enforcement Support
95. Hermiston, or - August 1, 2014 Derailment
96. Hinkle, or - July 23, 2014 Derailment
97. Hoisington, ks - Roto-Mix
98. Houston, tx - Edwards Street Litigation
99. Houston, tx - July 1, 2015 Sodium Hydrosulfide Release
100. Houston, tx - Sutherland Lumber
101. Houston, tx - USOR Superfund Site
102. Huron, ca - Escamilla and Sons Lease Site
103. Huron, sd - Former CNW Yard
104. Huron, sd - Former Pintsch Gas Facility
105. Joppa, il - Reilly Tar Tie Treating
106. Kansas City, ks - Doepke Holliday Dump
107. Kansas City, ks - Former Armstrong Yard Diesel Shop
108. Kansas City, ks - Glen Park Yard
109. Karnes City, tx - Former Bulk Oil Lease 1566-49 - 2
110. Keddie, ca - November 25, 2014 Derailment
111. Kingfisher, ok - Derailment
112. Kosse, tx - April 6, 2014 Derailment
113. Lake Charles, la - Tank Car PCE Release - Litigation Support
114. Lafayette, la - RCRA Citizen Lawsuit
115. Laramie, wy - Fueling Facility
116. Las Vegas, nv - Parcel 5 Soil Remediation
117. Lathrop, ca - RCCI Property Purchase
118. Lawtell, la - August 4, 2013 Derailment
119. Leadville, co - California Gulch, Slag
120. Long Beach, ca - July 22, 2015 Petroleum Pipeline Release
121. Los Angeles, ca - J-Yard
122. Los Angeles, ca - LATC
123. Los Angeles, ca - LATC Bozek Property
124. Los Angeles, ca - LATC UST
125. Los Angeles, ca - Lease Site - Cornfield II
126. Los Angeles, ca - MTA West Santa Ana Branch
127. Madison, wi - Former Spectrum Lease Site
128. Marfa, tx - Howard Petroleum Lease Site
129. Marshall, tx - Blanche Street Bridge
130. Marshall, tx - South Washington Avenue Property
131. Marshalltown, ia - Fueling Facility
132. Marysville, ks - Fueling Facility
133. Maxwell, ca - Lease Site - Barber Cashew II
134. McAlister, ok - Scrap Metal Lease Site
135. McNary, tx - Valentine Subdivision Double Track
136. Mentone, ca - Mentone-Crafton Protective Association
137. Mer Rouge, la - October 5, 2014 Derailment
138. Milpitas, ca - Auto Facility Oil Recovery System
139. Mira Loma, ca - Hadley Auto UST
140. Momence, il - November 21, 2005 Derailment
141. Monterey Park, ca - Operating Industries Inc.
142. Monterey, ca - Monterey Harbor Sediments
143. Mountain View, ca - Montwood VOCs (Former Subsidiary)
144. Mt. Vernon, il - Creosote Forest Products
145. Nampa, id - November 13, 2008 Oil Release
146. Navasota, tx - June 23, 2014 Derailment
147. Niles, ca - Crist Oil Company
148. Nisqually, wa - May 16, 2007 Derailment on BNSF Trackage
149. Norden, ca - Snow Shed
150. North Little Rock, ar - Baring Cross Tanks - 2
151. North Little Rock, ar - Mainline Fueling Facility May 2007
152. North Platte, ne - Buffalo Bill Overpass
153. North Platte, ne - Concrete Box Culvert at Lift Station 2
154. North Platte, ne - Diesel Release School Yard Track
155. North Platte, ne - Diesel Shop Fuel Line
156. North Platte, ne - Diesel Shop Tunnels
157. North Platte, ne - Westbound Fueling
158. Northlake, il - West Lake Street Property
159. Oakland, ca - 47th Ave. Lease
160. Oakland, ca - 700 73rd Avenue
161. Oakland, ca - 744 High Street
162. Oakland, ca - January 18, 2016 Locomotive Fuel Release
163. Oakland, ca - March 26, 2015 Locomotive Fuel Release
164. Oakland, ca - Storm Drain Response
165. Odessa, tx - July 19, 2015 Sulfuric Acid Spill
166. Oelwein, ia - AST-UST
167. Oelwein, ia - Fauser Oil Lease Properties
168. Ogden, ut - Former Ice House Building Fire
169. Ogden, ut - Former Lease Site 21790-02
170. Ogden, ut - January 28, 2016 Diesel Release
171. Oroville, ca - WP Yard
172. Osawatomie, ks - Former MP Yard

173. Osawatomie, ks - Fueling Facility & Shop
174. Palestine, tx - Car Shop Blasting Sand
175. Pando, co - Derailment - Soda Ash II
176. Parker ks - January 4, 2016 Derailment
177. Pendleton, or - March 29, 2015 Diesel Fuel Release
178. Phoenix, az - Motorola Superfund Site
179. Phoenix, az - Roosevelt Irrigation District Litigation
180. Phoenix, az - Walker Power System Site
181. Picacho, az - Former Bunker Oil UST
182. Plainville, ks - Plainville PWS # 1 Site
183. Pleasant Hill, ca - Hookston/Helix Property
184. Pleasanton, tx - Red Barn Agrichem
185. Pocatello, id - Compliance Schedule Order
186. Pocatello, id - January 30, 2016 Derailment
187. Pocatello, id - Main Line Fueling Facility
188. Portland, or - Brooklyn Yard Former Oil Pipeline
189. Portland, or - Portland Harbor NPL Site
190. Portola, ca - Former Fueling Facility
191. Portola, ca - January 2, 2016 Locomotive Fuel Release
192. Proviso, il - January 7, 2015 Diesel Release
193. Pueblo, co - 11/30/2006 WWTP Tank Failure
194. Rawlins, wy - Fueling Facility
195. Redwood City, ca - December 2, 2011 Locomotive Fuel Release
196. Reisor, la - September 8, 2105 Locomotive Fuel Release
197. Ridgefield, wa - Pacific Wood Treating
198. Riverton, wy - Tie Treating Plant
199. Rock River, wy - Trona Release
200. Roseburg, or - COPR Asbestos Notification
201. Roseport, mn - Tie-up Track
202. Sacramento, ca - Bannon Street Fill
203. Sacramento, ca - Blue Diamond Growers Litigation
204. Salem, or - September 12, 2014 Diesel Release
205. Salina, ks - Missouri Pacific Railroad Depot
206. Salina, ks - Service Track
207. Salinas, ca - Former Fueling Facility
208. Salt Lake City, ut - March 10, 2015 Northwest Oil Canal Incident
209. San Antonio, tx - East Yard Diesel Shop
210. San Antonio, tx - September 20, 2015 Diesel Release
211. San Francisco, ca - 25th Street Pier
212. San Jose, ca - Chestnut Street - 2
213. San Jose, ca - Lenzen Yard - PC JPB Maintenance Facility
214. San Mateo, ca - Former Dumbarton ROW
215. San Simon, az - Bunker C Vault II
216. Santa Barbara, ca - Casmalia Resources
217. Santa Barbara, ca - Plains Oil Pipeline Release
218. Santa Fe Springs, ca - Omega Chemicals Superfund
219. Santa Rosa, ca - 109 Chestnut Street
220. Santa Rosa, ca - 1105 Briggs Avenue
221. Santa Rosa, ca - 4th St and 6th St UST
222. Santa Rosa, ca - West Coast Metals
223. Schulenburg, tx - June 15, 2009 Derailment
224. Seattle, wa - Harbor Island NPL
225. Seattle, wa - Lower Duwamish Waterway NPL Site
226. Sidney, il - May 2, 2015 Locomotive Fuel Release
227. So. San Francisco, ca - 69 South Linden Avenue
228. So. San Francisco, ca - Fueling Tracks
229. South Pekin, il - Fueling Facility
230. Sparks, nv - Sparks Solvent/Fuel Site
231. St. Louis, mo - Thompson Chem. Lease
232. Stockton, ca - Peninsula Property Polanco Action
233. Stockton, ca - Southpointe Property Polanco Action
234. Storrie, ca - June 30, 2007 Derailment
235. Sulphur, la - Citgo Siding
236. Tacoma, wa - August 28, 2015 Diesel Release
237. Tacoma, wa - September 2, 2015 Locomotive Oil Release
238. Tacoma, wa - Thea Foss Waterway NRD
239. Tekoa, wa - Former Roundhouse Property
240. Tekoa, wa - Tekoa Br. Abandonment - 2
241. Texarkana, tx - September 8, 2015 Sideswipe Collision
242. Texarkana, tx - Swamp Poodle Creek Fuel Oil Seep
243. Topeka, ks - SE Jefferson and Sixth Streets 2
244. Torrance, ca - Plaza Del Amo
245. Tracy, ca - Maintenance Facility
246. Tracy, ca - Texaco - Gravel Pit
247. Tracy, ca - Texaco Renown
248. Trentwood, wa - Aluminum Dross II
249. Troutdale, or - Potential Disposal Sites
250. Tucson, az - 31st and 34th Street Pipeline Leaks
251. Tucson, az - Fueling Facility, 22nd Street
252. Tyler, tx - Abandoned Tie Pile
253. Tyler, tx - Tyler Fertilizer
254. Ukiah, ca - NWP Option Property
255. Various, az - Arizona Former Bunker Vault Removal Program
256. Various, az - Arizona Post Remediation Care Program
257. Various, il - Abandoned Tie Piles
258. Various, ks - Kansas Petroleum Tank Fund
259. Various, va - Asarco Litigation
260. Various, va - Asbestos Abatement Non Capital
261. Various, va - Data Management
262. Various, va - Former Bunker Oil Vault Program
263. Various, va - Fuel Spill Response
264. Various, va - General Incidence Response - Non operating
265. Various, va - General Incidence Response - Operating

- 266. Various, va - Laboratory Invoices
 - 267. Various, va - Lease Site Environmental Review Program
 - 268. Various, va - Real Estate Support
 - 269. Various, va - Road Bed Program
 - 270. Various, va - System Well Management 2
 - 271. Various, va - Waste Disposal Facility Evaluation
 - 272. Various, va - Western States Post Remediation Care Program
 - 273. Vernon, ca - September 25, 2013 Derailment
 - 274. Vineyard, ut - Ironton Branchline Sale
 - 275. Waco, tx - Bellmead Yard
 - 276. Watsonville, ca - Fueling Facility
 - 277. Watsonville, ca - Granite Construction
 - 278. Weed, ca - Milepost 369.45 UST
 - 279. Wendover, nv - Old Auto Rack Derailment
 - 280. West Covina, ca - BKK Corporation Landfill
 - 281. Whittier, ca - Brea Chemical Industrial Lead
 - 282. Wichita, ks - 29th and Grove
 - 283. Wichita, ks - HRI (USPCI) Facility
 - 284. Wichita, ks - NIC Plume
 - 285. Wichita, ks - UST 1st and Waco
 - 286. Willits, ca - NWP Option Property
 - 287. Winterhaven, ca - November 1, 2014 Derailment
 - 288. Wister, ca - MP 647.87 UST
 - 289. Woolridge, mo - 1991 Derailment Site
 - 290. Worthington, mn - January 16, 2015 Diesel Release
 - 291. Worthington, mn - Oil Seep
 - 292. Yates Center, ks - Former Bulk Fuel Facility
 - 293. Yuba City, ca - 400 Bridge Street Polanco Action
 - 294. Yuba City, ca - Yuba Industrial Lead - 2
 - 295. Yukon, ok - September 20, 2015 Derailment
 - 296. Yuma, az - Fueling Facility - Dieselville
-

INDEPENDENT ACCOUNTANTS' REPORT ON APPLYING AGREED-UPON PROCEDURES

Union Pacific Corporation
Omaha, Nebraska

We have performed the procedures included in the Code of Federal Regulations (CFR) Title 40, Part 264, Section 143 (40 CFR 264.143), Section 145 (40 CFR 264.145), and Section 147 (40 CFR 264.147), which were agreed to by the Environmental Protection Agency, the Texas Commission on Environmental Quality, and Union Pacific Corporation, solely to assist the specified parties in evaluating Union Pacific Corporation's compliance with the financial test option as of December 31, 2015, included in the accompanying letter dated March 2, 2016, from Mr. Robert M. Knight, Chief Financial Officer of Union Pacific Corporation addressed to the Texas Commission on Environmental Quality. Management is responsible for Union Pacific Corporation's compliance with those requirements. This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. The sufficiency of these procedures is solely the responsibility of the parties specified in this report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

The procedures that we performed and related findings are as follows:

1. We compared the amount included in item 5, *Tangible net worth*, under the caption Alternative II in the letter referred to above with the corresponding amount derived from the accounting records supporting the audited consolidated financial statements of Union Pacific Corporation as of and for the year ended December 31, 2015, on which we have issued our report dated February 5, 2016, and after rounding, noted that such amount was in agreement.
2. We recomputed from, or reconciled to, the accounting records supporting the consolidated financial statements referred to in procedure 1 the information included in item 6, *Total assets in the U.S.*, and item 9, *Are at least 90% of firm's assets located in the U.S.*, under the caption Alternative II in the letter referred to above and noted no differences.

We were not engaged to, and did not, perform an audit, the objective of which would be the expression of an opinion on the accompanying letter dated March 2, 2016, from Union Pacific Corporation referred to above. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the board of directors and management of Union Pacific Corporation, the Environmental Protection Agency, and the Texas Commission on Environmental Quality, and is not intended to be and should not be used by anyone other than these specified parties.

Deloitte & Touche LLP

March 15, 2016

Union Pacific Corporation
Financial Assurance Filing in 2016
For the year ended Dec. 31,

	2015	2014
Total Assets	54,600,497,183	52,716,353,960
Less MKT Goodwill	49,699,000	49,699,000
Total Tangible Assets	<u>54,550,798,183</u>	<u>52,666,654,960</u>
Total Liabilities	<u>33,898,021,812</u>	<u>31,526,818,122</u>
Tangible Net Worth	<u>20,652,776,371</u>	<u>21,139,836,838</u>

RESPONSE TO COMMENT T23(2)

SECTION XI

**COMPLIANCE PLAN ATTACHMENT C
GROUNDWATER SAMPLING AND ANALYSIS PLAN
PART B PERMIT APPLICATION
UNION PACIFIC RAILROAD COMPANY
HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

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Table 2	Quality Assurance/Quality Control Sample Objectives

LIST OF APPENDICES

Appendix A	Groundwater Sampling Field Forms
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1.0 INTRODUCTION

This Groundwater Sampling and Analysis Plan (SAP) presents the procedures for the post-closure groundwater corrective action program for the Houston Wood Preserving Works (HWPW) in Houston, Texas to meet the requirements of 30 Texas Administrative Code (TAC) 335.163(4) and (5) and also 40 CFR 270.30(j). The HWPW facility is located 4910 Liberty Road in Houston, Harris County, Texas (hereafter, the Site). A Facility Site Map is provided in Permit Compliance Plan (CP) Attachment A.

The groundwater monitoring program will be performed as part of the corrective action monitoring program as specified in the Permit Section XI. The monitoring well network is listed on CP Table V and shown on CP Attachment A. Alternate POE wells have been designated within each of the three transmissive zones. In addition to the alternate POE wells, selected monitoring wells at the Site will continue to be monitored to evaluate potential groundwater conditions within the PCLE Zone and underlying GWBU.

Health and safety for the HWPW facility is performed under a program designed to ensure that personnel are able to perform routine sampling and operations and maintenance activities and to respond effectively to emergencies. A Site specific Health and Safety Plan (HASP) has been developed and will be updated as needed.

This GWSAP addresses the following activities to be conducted at the Site:

- Pre-Sampling Activities (Section 2);
- Fluid level measurement (Section 3);
- Groundwater sampling (Section 4); and
- Quality Assurance/Quality Control Plan (Section 5).

2.0 PRE-SAMPLING ACTIVITIES

2.1 Weather

Before the work day starts, the area weather forecast will be confirmed. Changing or dangerous weather conditions will be closely monitored. In the event of adverse weather, it will determine if work can continue without risking the health and safety of site personnel.

2.2 Well Inspection and Decontamination Procedures

The integrity of the monitoring wells will be checked prior to commencement of any well gauging or sampling. The concrete pad, manhole cover and PVC casing will be checked for damage. Condition of the wells including damage or irregularities will be noted on the Monitoring Well Evaluation Form (Appendix A).

Decontamination of all non-disposable field measurement, purging and sampling equipment will be performed before any gauging or purging/sampling activities begin, after each well, and at the end of the event. Decontamination will generally be limited to measuring devices since dedicated tubing will be used for sampling activities. The equipment will be decontaminated by the following procedure:

- 1) wash the equipment with non-phosphate soap;
- 2) rinse with deionized water;
- 3) rinse again with isopropyl alcohol; and
- 4) a final rinse with deionized water.

Decontamination fluids and purge water from the sampling activities will be drummed in labeled 55-gallon drums and left on-site at the Container Storage Area (CSA). Disposable equipment used for purging and sampling and personal protective equipment (PPE) will be stored in labeled 55-gallon drums and left at the CSA. An UPRR-approved disposal company will transport and dispose (T&D) of the investigative-derived wastes (IDW) in accordance with state and federal regulations.

2.3 Fluid Level Measurement

Fluid levels in the monitoring wells (Figure 1) at the Site will be gauged during each scheduled sampling event. Before fluid levels are measured, monitoring well caps shall be unlocked and the well should be left open to equilibrate with atmospheric pressure.

At each well, the presence of light and dense non-aqueous phase liquids (LNAPL and DNAPL, respectively) will be measured using a decontaminated oil-water interface probe, or equivalent measuring device. The probe will be lowered into the well until the instrument indicates contact of the probe with the NAPL surface, if present, then the top of the water surface, and to the total depth of the well to evaluate for the presence of DNAPL. The depth to NAPL and water measurements will be referenced to the surveyed reference point at the top of the well casing. Levels will be measured to the nearest 0.01 foot and recorded on the water level measurement form. The total depth of each well will also be measured to evaluate silt in the well. Fluid levels and total depth measurements will be recorded on the Fluid Level Monitoring Record (Appendix A).

3.0 GROUNDWATER PURGING AND SAMPLING

3.1 Low-Flow Well Purging

Prior to collecting groundwater samples from the Site, fluid levels will be measured from the monitoring well network (Section 3.0). Monitoring wells will be purged using a low flow sampling technique as described in the USEPA guidance document *Low-Flow (Minimal Drawdown) Ground Water Sampling Procedures (USEPA, 1995)*. Purging will be accomplished in such a way as to minimize disturbance of sediments at the bottom of the well, and therefore minimize turbidity of the water samples. Typically, this is accomplished by purging at a low flow rate (less than one liter per minute) with the pump intake near the middle of the screened interval, unless creosote DNAPL is present in the well. A peristaltic pump and dedicated tubing compatible with the chemicals of concern will be used during the purging and sampling for each well.

Purging of a well will be accomplished by purging at a rate of 0.1 liters per minute or less while monitoring the following field parameters every 5 to 10 minutes: specific conductance, pH, temperature, dissolved oxygen, oxidation-reduction potential (Redox), and turbidity. These measurements will be recorded on the groundwater sampling record (Appendix A). The odor and color of the purge water will also be noted. Meters will be calibrated before sampling each day, using the manufacturer's procedure. The well will be purged until these parameters stabilize or the well purges dry. If a well purges dry, a sample will be collected as soon as a sufficient volume of groundwater has entered the well to enable sample collection. The water level in the well will also be checked periodically during purging. The goal of low-flow sampling is not to lower the water column greater than one foot; however, under some circumstances where the geologic formation cannot sustain the low-flow rate, adjustments may be necessary.

Recommended criteria for establishing stabilization of the field parameters between successive measurements are as follows, and in this general order:

<u>Parameter</u>	<u>Stabilization</u>
Specific conductivity	10 percent
pH	0.1 standard units
Temperature	1 degree Celsius
Redox	+/-10 millivolts
D.O.	10 percent
Turbidity	less than 10 NTU (last measurement only) or 10 percent

Water will be collected in containers provided by the UPRR-approved laboratory. IDW (decontamination and purge water) will be stored in 55-gallon drums on Site at the CSA.

3.2 Sample Collection

Sample collection will be performed as soon as possible after purging. The collection of aliquots for the laboratory will be performed using the same dedicated pump or other appropriate sampling device as was used for purging. Because sampling will immediately follow well purging, substantial quantities of water from the well to be sampled will have moved through the pump and discharge tubing, thereby providing substantial rinsing of the sampling equipment with the water to be sampled. Sampling personnel will, at a minimum, wear a new pair of gloves at each well site and change gloves, as appropriate.

Samples will be withdrawn from the well at a low flow rate (similar to the flow rate used to purge the well) to minimize aeration of the sample during collection at the wellhead. Samples will be collected and containerized for laboratory analysis, taking into consideration the specific sample preservation methods for the methods described in Section 3.4. Field measurements such as water temperature, specific conductance, pH, D.O., Redox, odor, color, and turbidity of the unfiltered water sample will be recorded immediately preceding the collection of sample aliquots. These values will be recorded on the groundwater sampling record (Appendix A).

3.3 Sample Containers

Containers used to transport samples for laboratory analyses will be provided by the UPRR-approved laboratory performing the analyses. The bottles will be prepared and preserved according to EPA specifications (EPA, 1996). The bottles will not be opened until they are to be filled with sample water. The typical bottle type to be used and the minimum volume of water to be collected for each specific analytical parameter or method will be in accordance with the EPA analytical method. Substitutions of bottle type and sample volumes may be allowed if acceptable to the project manager and the laboratory performing the analyses and if compatible or improved over EPA requirements. Volume requirements should be confirmed with the laboratory prior to each sampling event to ensure that adequate sample volume is provided for QA/QC analyses.

3.4 Groundwater Analytical Plan

The alternate POE monitoring wells at the Site will be sampled semi-annually as presented on CP Table V: Designation of Wells and shown on CP Attachment A. The alternate POE monitoring wells at the Site will

be sampled semi-annually in January and July. In addition to the alternate POE wells, several monitoring wells will also be monitored to evaluate DNAPL thickness and as sentry wells for the D-TZ. These wells and their monitoring schedule are outlined on CP Table VIII: Compliance Schedule.

Using the list of COCs identified in the RCRA Facility Investigation Work Plan (SPTCo, 1994) for the Site, SAP Table 1 contains the analytical methods that will be used and CP Table III (Corrective Action Program Table of Detected Hazardous and Solid Waste Constituents and the Groundwater Protection Standard) and CP Table IIIA (Corrective Action Program Table of Indicator Parameters and the Groundwater Protection Standard) provide the specific lists of analytes for which groundwater samples will be analyzed.

3.5 Sample Storage and Transport

Samples for will be placed on ice and transported to the laboratory as soon as possible. The sample containers will be placed in an insulated ice chest containing ice immediately after collection to lower the sample temperature to 4°C or less. Every effort will be made to maintain these samples at, or near this temperature, prior to and during shipment to the laboratory. Sample coolers will be either couriered or delivered via overnight delivery to the designated laboratory.

3.6 Sample Documentation

A sample documentation program will be implemented to document possession and handling of water samples from the time of field collection through laboratory analysis. The program will include:

- Sample labels which clearly identify sample locations and analyses to be performed;
- A custody seal placed on the shipping container to preserve the integrity of the sample from the time it is collected until shipped and opened in the laboratory;
- A sampling record (Appendix A) on which to log information about each sample collected during the monitoring event; and
- A chain-of-custody record will be used to establish sample possession from the time of collection to analysis (this form may be combined with, or supplemented by a sample analysis request form).

3.6.1 Sample Labels

To prevent misidentification of samples, labels will be affixed to each sample container. Information will be written on the label with a permanent marker. The labels will be sufficiently durable to remain legible even when wet and will contain the following information:

- Facility/project identification number;
- Sampling point identification name and/or number;
- Name or initials of collector;
- Date and time of collection;
- Analysis required (if space on label allows); and
- Preservative inside bottle, if applicable.

An alpha-numeric sample identification coding system consistent with the UPRR SysDat protocols will be used to uniquely identify each sample, including the duplicate sample. The sample identification will follow the following format:

Example: WG-1620-MW25A-20150123

Where “WG” is the designation for groundwater sample, “1620” is the SysDat Facility ID for the Site, “MW25A” is the unique sample location for monitoring wells, and “20150123” is the sample date (yyyymmdd format).

3.6.2 Sampling Record

A groundwater sampling record (Appendix A) will be maintained for all sample collection activities. The following specific data will be documented on a field form where applicable:

- Name of collector(s);
- Identification of well or sampling point;
- Climatic conditions, including estimated air temperature;
- Depth to bottom of well;
- Depth to water in wells referenced from top of casing (before and after well purging);
- Well purging method;
- Purge volume, time, and date;
- Well yield characteristics, if appropriate;

- Results of field analyses (pH, temperature, specific conductance, Redox, dissolved oxygen, and turbidity for each measurement period);
- Sample observations (color, odor, etc.);
- Sample withdrawal procedures;
- Types of sample containers used;
- Preservatives used in addition to ice;
- Sequence and time of field activities conducted;
- Field observations (e.g., broken lock, cracked casing, etc.);
- Cross reference to Chain-of-Custody; and
- Any other pertinent data.

Additional field forms will be completed as needed pursuant to the GWSAP. Any sampling activities will be documented on the appropriate field forms and will contain at a minimum the sample ID, sampling location, sampling time and date, sampling method, calibration of field equipment, field parameter measurements, and sample collector's name and signature.

3.6.3 Chain-Of-Custody Documentation

Evidence of collection, shipment, and laboratory receipt must be documented on a Chain-of-Custody record by the signature of the individuals collecting, shipping and receiving each sample. After samples have been collected, they will be maintained under strict chain-of-custody procedures. The procedures described below document the transfer of custody of the samples from the field to the designated analytical laboratory and the associated documentation requirements. The field sampling personnel will complete a Chain-of-Custody Record and Request for Analysis (CC/RA) form for each shipping container (i.e., cooler, ice chest or other container) of samples to be sent to the laboratory for analysis. The CC/RA for a shipping container will list only those samples in that shipping container. The sample collector will cross out any blank space on the CC/RA below the last sample number listed (on the part of the form where samples are listed).

The sampling personnel whose signature appears on the CC/RA is responsible for the custody of the sample from the time of sample collection until the custody of the sample is transferred to a designated laboratory, a courier, or to another project employee for the purpose of transporting the sample to the designated laboratory. The sample is considered to be in custody when the sample is: (1) in the direct possession of the sample custodian; (2) in plain view of the sample custodian; or (3) is securely locked in a restricted access area by the sample custodian.

Custody is transferred when both parties to the transfer complete the portion of the CC/RA under "Relinquished by" and "Received by". Signatures, printed names, company names, date, and time are required. Upon transfer of custody, the sampling personnel who relinquished the samples will retain a copy (pink copy) of the CC/RA. When the samples are shipped by a common carrier, a Bill of Lading supplied by the carrier will be used to document the sample custody, and its identification number will be entered on the CC/RA. Copies, receipts, or carbons of Bills of Lading will be retained as part of the permanent documentation in the project file. It is not necessary for courier personnel to sign the CC/RA.

The samples will be shipped to the selected analytical laboratory. When the samples are received by the laboratory, the CC/RA will be immediately signed along with the date and time of receipt. The top sheet (white copy) of the CC/RA will be returned with the final analytical report. The laboratory will maintain a record of sample handling according to the procedures described in *Review and Reporting of COC Concentration Data*, (RG-366/TRRP-13) (TCEQ, 2010).

4.0 DATA QUALITY ASSURANCE AND QUALITY CONTROL

The Quality Assurance/Quality Control (QA/QC) Plan has been developed to address general quality assurance (QA) issues pertaining to the sampling at the Site. This QA/QC Plan describes the specific protocols that will be followed for sample handling and storage, chain of custody and laboratory analysis. The information contained in this QA/QC Plan is meant to be used in conjunction with the sampling methods and procedures described in the associated GWSAP.

The goal of the QA/QC Plan is to assure that the data collected meet the data quality objectives of the GWSAP. All QA/QC procedures will be in accordance with applicable professional standards, government regulations and guidelines, and specific project goals and requirements. This QA/QC Plan details the approach that will be taken to provide precise, accurate, and representative data for evaluating groundwater conditions at the Site.

Analytical data collected pursuant to the GWSAP will be reviewed in order to evaluate if data are suitable for use to assess the effectiveness of the proposed response action. Analytical data will be supported by the QA documentation required by the Texas Commission on Environmental Quality (TCEQ) Texas Risk Reduction Program (TRRP) Regulatory Guidelines Document RG-366/TRRP-13 *Review and Reporting of COC Concentration Data* (TCEQ, 2010). The analytical data will be validated in accordance with TCEQ protocols.

4.1 Documents and Records

Field records, sample labels, and chain-of-custody documents will be completed and packing and shipping procedures will be performed by the field staff according to the instructions presented in Section 4 of the GWSAP.

The laboratory will prepare data packages that include the TRRP-13 (TCEQ, 2010) Laboratory Signature Page and Laboratory Review Checklist(s) (LRCs). The LRCs include Reportable Data, Supporting Data, and the Exception Report when there are exceptions noted on these checklists.

4.2 Analytical Procedures

Samples will be analyzed in accordance with the guidelines of EPA SW-846, *Test Methods for Evaluating Solid Waste-Physical/Chemical Methods* for the parameters detailed in the GWSAP. The procedures for laboratory analysis, with any modifications, are further documented in the laboratory standard operating procedures, which are maintained at the laboratory, and are listed in the laboratory's quality assurance plan.

4.3 Quality Control

Quality Control (QC) will be achieved by collecting and/or analyzing the appropriate field and laboratory QC samples to ensure that the analytical results meet the measurement objectives. Results from analyses of QC samples are used to quantify precision and accuracy and identify any problems or limitations of those data.

For this project, field QC will include the collection of field blanks and field duplicates. Equipment blanks will not be necessary because dedicated tubing will be used for groundwater sampling. A temperature blank will be included with every cooler and a trip blank will be included containing samples for VOC analysis. Laboratory QC will include calibration standards, method blanks, laboratory control samples and duplicates, matrix spikes/matrix spike duplicates, and analytical duplicates. The QC samples, their QA objectives, and acceptance limits are described in the following sections and are summarized in Table 5.

Field QC will be controlled by compliance with standard sample collection and handling methods and by the periodic collection of field QC samples. QC samples will be collected as blind samples so that the laboratory remains unaware of the nature of those samples and performs QC sample analyses by the same manner as all other sample analyses. The appropriate types and frequency of field QC samples depend on the sample type, sample matrix, and intended data use.

A field duplicate sample is a second sample collected at the same location as the original sample. It is collected simultaneously with or in immediate succession to the original sample using identical recovery techniques, and is treated in an identical manner during storage, transportation and analysis. Field duplicates measure the sampling and analytical variability (precision) associated with the groundwater sample concentrations. One sampling location will be selected at random for duplicate sampling (one duplicate for every 20 samples). At groundwater sampling locations, duplicate samples will be collected from the pump tubing in successive aliquots alternating with collection of the original sample. The field

duplicate will be submitted as a “blind” sample to the laboratory. The relative percent difference (RPD) between the original sample and field duplicate will be calculated for each parameter as part of the data evaluation. Field precision outside the acceptance limit of 25 percent RPD will indicate high variability, and therefore estimated concentrations, associated with the field duplicate and original sample.

A trip blank consists of analyte-free deionized water (ASTM Type II) that is supplied by the laboratory, transported to the sampling location, and transported to the laboratory for analysis without having been exposed to the sampling procedure. One trip blank is taken to the sampling location and is transported to the laboratory for each cooler containing field samples for volatile organic analytes. Trip blanks assess any cross-contamination of volatile organic compounds that may occur during sample transport.

Laboratory QC is necessary to control the analytical process, assess the precision and accuracy of analytical results, and identify assignable causes for atypical analytical results. Detailed laboratory QC requirements are contained within each individual method and Laboratory Quality Assurance Manuals.

4.4 Equipment Inspection, Testing, Calibration, and Maintenance

All sampling equipment testing and maintenance requirements are detailed in the manufacturer’s specifications for a particular piece of equipment. Sampling equipment is inspected and tested upon receipt and is assured appropriate for use. Field instruments and equipment will be maintained in accordance with the manufacturer’s instructions. Field instruments that fail two consecutive calibration requirements will be tagged as “nonfunctional” and returned to the manufacturer for repair or replacement. Acceptance criteria are detailed in the manufacturer’s documentation for each instrument.

All laboratory tools, gauges, instruments, and equipment testing and maintenance requirements are contained within the laboratory’s quality assurance plan. Testing and maintenance records are maintained and are available for inspection. Instruments requiring daily or in-use testing may include, but are not limited to, water baths, ovens, autoclaves, incubators, refrigerators, and laboratory pure water. Critical spare parts for essential equipment are maintained or are available through a preferred vendor status to prevent downtime. Maintenance records are available for inspection.

4.5 Data Validation, Interpretation, and Reporting

Field personnel will supply sample custody information to the data management staff, including sample logs and chain-of-custody documents. Laboratories will supply deliverables on the normal turnaround time schedule, unless expedited delivery of results is necessary. The data management staff will produce reports for review by the project's QA staff, and will make available data files that can be transferred into compatible software packages, if necessary. The data collected for this GWSAP will be considered Level II and Level III data.

Hard copy data packages will be sent directly by the laboratory to the project manager for review. Data review will include verification of completeness of data packages. The data reviewer will evaluate and describe data quality to identify measurement uncertainties or other factors that may affect data use (i.e., measurement goals not met). Data will be reviewed and validated as described in *Review and Reporting of COC Concentration Data*, (RG-366/TRRP-13) and the results of the review/validation will be summarized in a Data Usability Summary (DUS).

Data deliverables will be uncensored in that they will include a result for all analyses, even those below the project-required sample detection limit, as appropriate for the specific analytical instrument. Data collected during this investigation will be incorporated and managed in a database with the existing data from the Site.

Validation of groundwater analytical data will be conducted in accordance with the requirements of Section XI.F of the Permit.

5.0 REFERENCES

Southern Pacific Transportation Company (SPTCo), 1994. RCRA Facility Investigation Work Plan – Permit Number HW-50343-000. October 14, prepared by IC.

Texas Commission on Environmental Quality (TCEQ), 2010; *Review and Reporting of COC Concentration Data*, RG-366/TRRP-13, Revised May 2010

United States Environmental Protection Agency (EPA), 1995. *Low-Flow (Minimal Drawdown) Ground-Water Sampling Procedures*. EPA 540/S-95/504. December.

———, 1996. *SW-846: Test Methods for Evaluating Solid Waste-Physical/Chemical Methods, Final Edition*. Office of Solid Waste and Emergency Response. December.

TABLES

TABLE 1

**LIST OF ANALYTICAL PARAMETERS, ANALYTICAL METHODS, BOTTLE TYPES, PRESERVATIVES AND SAMPLE HOLDING TIMES
UPRR HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

Parameter	Analytical Method & Reporting Limit	Volume (ml.)	Container*	Preservative	Holding Time
VOCs	SW846, 8260B	3x40 mL VOA Vials	4 degrees C, HCL to pH<2	14 days	VOCs
SVOCs	SW846, 8270C - Low Level* SW846, 8270C - SIMs*	2 x 1-Liter Amber Glass	None	7days	SVOCs
RCRA Metals ¹	SW 6020	500	Plastic	HNO ₃ to pH<2	6 months

Notes:

* - either method may be used if Sample Detection Limits (SDLs) satisfy the GWPS.

1 - RCRA Metals arsenic and lead will be analyzed during the groundwater sampling event in 2015 as a one-time event. Arsenic and lead may be added pending the initial results.

TABLE 2

**QUALITY ASSURANCE/QUALITY CONTROL SAMPLE OBJECTIVES
UPRR HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

SAMPLE TYPE	PURPOSE	QA OBJECTIVE
Field Duplicates Sampling Frequency: Once per every 20 samples or once per sampling day, whichever is greater.	Measure sampling and analytical precision	Precision: 25% RPD
Field Blanks Sampling Frequency: Once per sampling day.	To check crosscontamination during sample collection, sample shipment, and in the laboratory. Also to check sample containers.	Chemicals of concern not detected.
Matrix Spike/Matrix Spike Duplicate Prepared by the analytical laboratory	Measure accuracy (MS) and precision (MS/MSD) to indicate possible bias from matrix effects	Within laboratory control limits
Trip Blanks Frequency: Supplied by laboratory. One per every cooler containing groundwater samples for volatile organic compound analysis.	Quantify artifacts introduced during transport or storage of samples - measure of accuracy and representativeness	Volatile organic compounds not detected.
Laboratory Control Samples	Method and instrument are operating appropriately, measures accuracy and representativeness	Within laboratory control limits
Analytical Duplicates	Measure analytical precision	Within laboratory control limits
Laboratory Calibration Standards	Insures that sample concentration is accurately measured by instrument - also a measure of representativeness	Within laboratory control limits

APPENDICES

APPENDIX A
FIELD FORMS

MONITORING WELL EVALUATION RECORD

Project Number: _____

Date: _____

Project Name: _____

Weather Conditions: _____

Pastor, Behling & Wheeler, LLC

2201 Double Creek Dr., Suite 4004

Round Rock Texas

Phone: (512) 671-3434 Fax: (512) 671-3446

Measuring Point of Well (MP): _____

Measuring Device: _____

Page _____ of _____

Well	Time	Depth to Water (ft. BMP)	Total Depth of Well (ft. BMP)	Well Stickup Length (ft. ABL)	Casing Type	Well Locked (Y/N)	Well Capped (Y/N)	Well Labeled (Y/N)	Protective Casing Present (Y/N)	Survey Marker Present (Y/N)	Pad Size and Condition	Remarks

Checked By: _____

GROUNDWATER SAMPLING RECORD PAGE ____ of ____

Project Number:	Project Name:	Date:
Sample Number:	Starting Water Level (ft. BMP):	_____
Sampling Location (well ID, etc.):	Casing Stickup (ft.):	_____
Sampled by:	Starting Water Level (ft. BGL):	_____
Measuring Point (MP) of Well:	Total Depth (ft. BGL):	_____
Screened Interval (ft. BGL):	Casing Diameter (In ID):	_____
Filter Pack Interval (ft. BGL):	Casing Volume (gal.):	_____

QUALITY ASSURANCE

METHODS (describe): _____

Cleaning Equipment: _____

Purging: _____ Sampling: _____

Disposal of Discharged Water: _____

INSTRUMENTS (Indicate make, model, I.d.)

Water Level: _____ Thermometer: _____

pH Meter: _____ Field Calibration: _____

Conductivity Meter: _____ Field Calibration: _____

Filter / Filter Size: _____ Other: _____

SAMPLING MEASUREMENTS

Time	Cum. Vol. (gal. or L)	Purge Rate (gal. or L / m)	Temp. (oC)	pH	Spec. Cond. (mmhos/cm)	Color	Turbidity & Sediment	Remarks

Water Level (ft. BMP) at End of Purge: _____ Sample Intake Depth (ft. BMP): _____

SAMPLE INVENTORY

Bottles Collected				Filtration (Y / N)	Preservation (type)	Remarks (quality control sample, other)
Time	Volume	Composition (G, P)	No.			

Comments: _____ _____ _____	<p>Pastor, Behling & Wheeler, LLC 2201 Double Creek Dr., Suite 4004 Round Rock, Texas 78664 Phone: (512) 671-3434 Fax: (512) 671-3446</p>
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**RESPONSE TO COMMENTS T30(2), T31(2),
T38(2), T39(2), AND T52(2)**

COMPLIANCE PLAN TABLES

CP Table I: Waste Management Units and Areas Subject to Groundwater Corrective Action and Compliance Monitoring

A. Corrective Action¹ (30 TAC §335.166)

RESERVED

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵

B. Compliance Monitoring¹ (30 TAC §335.165)

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵
RCRA Regulated - SWMU 1	Closed Surface Impoundment	NOR 001	Corrective Action Monitoring Program will be terminated and Unit will be subject to Compliance Monitoring upon issuance of the December 10, 2014 Permit Renewal.

C. Corrective Action² (30 TAC §335.167)

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵
SWMU 7 (On-site PMZ)	Tank Car Storage Area	002	
(On-site PMZ)	Sub-surface Tank	003	
(On-site PMZ)	Container Storage Area	004	
(On-site PMZ)	Waste Pile	005	
(On-site PMZ)	Miscellaneous Storage Containers	006	
SWMU 2 (On-site PMZ)	Northern and Southern Drainage Ditches		
SWMU 3 (On-site PMZ)	Oil Drum Storage (ODS) Building		
SWMU 4 (On-site PMZ)	Recent Process Area		
SWMU 5 (On-site PMZ)	Original Process Area		
SWMU 6 (On-site PMZ)	Water Treatment and Boiler System		
SWMU 8 (On-site PMZ)	Aboveground Storage Tank Area		
SWMU 9 (On-site PMZ)	Location of Former UST No. 44-023-05		
SWMU 10 (On-site PMZ)	Location of Former Sap Water Treatment Tank		
SWMU 11 (On-site PMZ)	Oil Water Separators		
SWMU 12 (On-site PMZ)	Railroad Tie Storage Area		

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵
AOC 1 (On-site PMZ)	Diesel Storage Tank		
AOC 2 (On-site PMZ)	Hose House		
AOC 3 (On-site PMZ)	Contaminated Portion of City Water Line		
AOC 4 (On-site PMZ)	Location of Former Incinerator		
AOC 5 (On-site PMZ)	City Storm Sewer		
AOC 6 (On-site PMZ)	Inactive Wastewater Lagoon		
AOC 7 (On-site PMZ)	Location of Former UST No. 44-023-21		

D. Alternative Corrective Action³ (30 TAC §335.151)

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵
RESERVED			

E. Facility Operations Area (FOA)⁴ (30 TAC §335.156 and Chapter 350)

Unit Type ⁵	Unit Name	Notice of Registration (NOR) Number, if applicable	Date Program Requirement and Remedy Standard Completed ⁵
RESERVED			

Note: “Reserved” if a specific program (referenced in CP Table I.A., I.B., I.C., I.D., and/or I.E.) is not applicable. More than one program may apply to a facility.

Foot Note:

1. Program applies to RCRA-regulated units only.
2. Program applies to releases from solid waste management units (SWMUs) and/or areas of concern (AOCs).
3. Program applies to commingled releases from RCRA-regulated unit and from one or more SWMUs and/or AOCs.
4. List SWMUs, additional units/areas of Investigation, AOCs, RCRA-regulated units within the FOA that are subject to corrective action. For RCRA units, SWMUs and/ or AOC outside the FOA boundary for which compliance monitoring and/ or corrective action applies should be listed separately in Items A, B or C as appropriate.
5. Specify the date of Commissions No Further Action approval letter for program requirement and remedy standard completed for all media of concern.

CP Table II: Solid Waste Management Units and/or Areas of Concern for which Corrective Action applies pursuant to 30 TAC 335.167

Unit Number ¹	Unit Name	Notice of Registration (NOR) Number, if applicable	SWMU or AOC	Media Affected ²	Date Program Requirement and Remedy Standard Completed ³
1.	Closed Surface Impoundment	001	SWMU 1	None	Corrective Action Monitoring Program will be terminated and NFA approved upon issuance of the December 10, 2014 Permit Renewal.
2.	Tank Car Storage Area	002	SWMU 7	Soil	
3.	Sub-surface Tank	003		None	
4.	Container Storage Area	004		None	
5.	Waste Pile	005		None	
6.	Miscellaneous Storage Containers	006		None	
7.	Northern and Southern Drainage Ditches		SWMU 2	Soil	
8.	Oil Drum Storage (ODS) Building		SWMU 3	None	
9.	Recent Process Area		SWMU 4	Soil	
10.	Original Process Area		SWMU 5	Soil	
11.	Water Treatment and Boiler System		SWMU 6	Soil	
12.	Aboveground Storage Tank Area		SWMU 8	Soil	
13.	Location of Former UST No. 44-023-05		SWMU 9	Soil	
14.	Location of Former Sap Water Treatment Tank		SWMU 10	None	
15.	Oil Water Separators		SWMU 11	None	
16.	Railroad Tie Storage Area		SWMU 12	Soil	
17.	Diesel Storage Tank		AOC 1	Soil	
18.	Hose House		AOC 2	Soil	
19.	Contaminated Portion of City Water Line		AOC 3	Soil	
20.	Location of Former Incinerator		AOC 4	None	
21.	City Storm Sewer		AOC 5	Soil	
22.	Inactive Wastewater Lagoon		AOC 6	Soil	
23.	Location of Former UST No. 44-023-21		AOC 7	Soil	

Foot Note:

SWMU = Solid Waste Management Unit

AOC = Area of Concern

- For sites with FOA Authorization, list SWMUs and/or AOCs that were not included in the FOA, and are subject to corrective action.
- Specify affected media groundwater, soils, etc.
- Specify the date of Commissions No Further Action approval letter for program requirement and remedy standard completed for all media of concern.

CP Table III: Corrective Action Program Table of Detected Hazardous and Solid Waste Constituents and the Groundwater Protection Standard

On-Site PMZ (Main and West)

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) ^{GW} GW _{ing} (mg/l)	COLUMN C Groundwater Protection Standards (GWPS) at Alternate Point of Exposure (APOE) ^{GW} GW _{ing} (mg/l) (C/I)
On Site – Site Wide PMZ	1,2-Dichloroethane	NE	5.0E-03 ^{MCL/PCL}
	Benzene	A-TZ – 1.5 ^{AAL} B-CZ/B-TZ – 38.45 ^{AAL} C-TZ – 0.13 ^{AAL}	5.0E-03 ^{MCL/PCL}
	Chlorobenzene	NE	1.0E-01 ^{MCL/PCL}
	Ethylbenzene	NE	7.0E-01 ^{MCL/PCL}
	Methylene Chloride	NE	5.0E-03 ^{MCL/PCL}
	Toluene	NE	1.0E+00 ^{MCL/PCL}
	Xylenes (total)	NE	1.0E+01 ^{MCL/PCL}
	Vinyl Chloride (selected well)*	NE	2.0E-03 ^{MCL/PCL}
	1,2-Diphenylhydrazine	NE	2.6E-03 ^{PCL}
	2,4-Dimethylphenol	A-TZ – 24 ^{AAL} B-CZ/B-TZ – 72 ^{AAL} C-TZ – 9.74 ^{AAL}	1.5E+00 ^{PCL}
	2,4-Dinitrotoluene	NE	3.0E-03 ^{PCL}
	2,6-Dinitrotoluene	NE	3.0E-03 ^{PCL}
	2-Chloronaphthalene	NE	5.8E+00 ^{PCL}
	2-Methyl-4,6-dinitrophenol	NE	7.3E-03 ^{PCL}
	2-Methylnaphthalene	A-TZ – 1.5 ^{AAL} B-CZ/B-TZ – 2.4 ^{AAL} C-TZ – 28 ^{AAL}	2.9E-01 ^{PCL}
	4-Nitrophenol	NE	1.5E-01 ^{PCL}
	Acenaphthene	NE	4.4E+00 ^{PCL}
	Acenaphthylene	NE	4.4E+00 ^{PCL}
	Anthracene	NE	2.2E+01 ^{PCL}
	Benzo(a)anthracene	NE	2.8E-03 ^{PCL}
	Benzo(a)pyrene	NE	2.0E-04 ^{MCL/PCL}
	bis(2-chloroethoxy)methane	NE	1.9E-03 ^{PCL}
	bis(2-ethylhexyl)phthalate	NE	6.0E-03 ^{MCL/PCL}
	Chrysene	NE	2.8E-01 ^{PCL}
	Dibenzofuran	A-TZ – 0.52 ^{AAL} B-CZ/B-TZ – 0.65 ^{AAL} C-TZ – 46 ^{AAL}	2.9E-01 ^{PCL}
	Di-n-butyl Phthalate	NE	7.3E+00 ^{PCL}
	Fluoranthene	NE	2.9E+00 ^{PCL}
	Fluorene	NE	2.9E+00 ^{PCL}
	Naphthalene	A-TZ – 26.16 ^{AAL} B-CZ/B-TZ – 87.86 ^{AAL} C-TZ – 83 ^{AAL}	1.5E+00 ^{PCL}

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) ^{GW} GW _{ing} (mg/l) (C/I)	COLUMN C Groundwater Protection Standards (GWPS) at Alternate Point of Exposure (APOE) ^{GW} GW _{ing} (mg/l) (C/I)
	Nitrobenzene	NE	1.5E-01 ^{PCL}
	n-Nitrosodiphenylamine	NE	4.2E-01 ^{PCL}
	Pentachlorophenol	NE	1.0E-03 ^{PCL}
	Phenanthrene	NE	2.2E+00 ^{PCL}
	Phenol	NE	2.2E+01 ^{PCL}
	Pyrene	NE	2.2E+00 ^{PCL}

Note:

^{GW}GW_{ing} Protective Concentration Levels (PCLs), Commercial/Industrial assuming Class 2 Groundwater, November 12, 2014; Table 3.

AAL – Attenuation Action Levels established in CP Attachment XI.D, value listed is maximum AAL for the GWBU PMZ

NE – Not established (see CP Attachment XI.D)

AMP – Attenuation Monitoring Point, established for each groundwater-bearing unit (GWBU) (A-TZ, B-CZ/B-TZ, and C-TZ) where Plume Management Zones (PMZ) are established (see CP Attachment XI.D)

* Vinyl Chloride shall be sampled in accordance with the schedule specified in CP Table VIII.

CP Table III: Corrective Action Program Table of Detected Hazardous and Solid Waste Constituents and the Groundwater Protection Standard

Off-Site PMZ (City of Houston-owned ROW and Non-UPRR owned Properties)

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) GW _{Ing} (mg/l)	COLUMN B Groundwater Protection Standards (GWPS) at Point of Exposure (POE) GW _{Ing} (mg/l) (Res)
Off Site PMZ	1,2-Dichloroethane	NE	5.0E-03 ^{MCL/PCL}
	Benzene	A-TZ – 1.5 ^{AAL} B-CZ/B-TZ – 38.45 ^{AAL} C-TZ – 0.13 ^{AAL}	5.0E-03 ^{MCL/PCL}
	Chlorobenzene	NE	1.0E-01 ^{MCL/PCL}
	Ethylbenzene	NE	7.0E-01 ^{MCL/PCL}
	Methylene Chloride	NE	5.0E-03 ^{MCL/PCL}
	Toluene	NE	1.0E+00 ^{MCL/PCL}
	Xylenes (total)	NE	1.0E+01 ^{MCL/PCL}
	Vinyl Chloride (selected wells)*	NE	2.0E-03 ^{MCL/PCL}
	1,2-Diphenylhydrazine	NE	1.1E-03 ^{PCL}
	2,4-Dimethylphenol	A-TZ – 24 ^{AAL} B-CZ/B-TZ – 72 ^{AAL} C-TZ – 9.74 ^{AAL}	4.9E-01 ^{PCL}
	2,4-Dinitrotoluene	NE	1.3E-03 ^{PCL}
	2,6-Dinitrotoluene	NE	1.3E-03 ^{PCL}
	2-Chloronaphthalene	NE	2.0E+00 ^{PCL}
	2-Methyl-4,6-dinitrophenol	NE	2.4E-03 ^{PCL}
	2-Methylnaphthalene	A-TZ – 1.5 ^{AAL} B-CZ/B-TZ – 2.4 ^{AAL} C-TZ – 28 ^{AAL}	9.8E-02 ^{PCL}
	4-Nitrophenol	NE	4.9E-02 ^{PCL}
	Acenaphthene	NE	1.5E+00 ^{PCL}
	Acenaphthylene	NE	1.5E+00 ^{PCL}
	Anthracene	NE	7.3E+00 ^{PCL}
	Benzo(a)anthracene	NE	1.3E-03 ^{PCL}
	Benzo(a)pyrene	NE	2.0E-04 ^{MCL/PCL}
	bis(2-chloroethoxy)methane	NE	8.3E-04 ^{PCL}
	bis(2-ethylhexyl)phthalate	NE	6.0E-03 ^{MCL/PCL}
	Chrysene	NE	1.3E-01 ^{PCL}
	Dibenzofuran	A-TZ – 0.52 ^{AAL} B-CZ/B-TZ – 0.65 ^{AAL} C-TZ – 46 ^{AAL}	9.8E-02 ^{PCL}
	Di-n-butyl Phthalate	NE	2.4E+00 ^{PCL}
	Fluoranthene	NE	9.8E-01 ^{PCL}
	Fluorene	NE	9.8E-01 ^{PCL}
	Naphthalene	A-TZ – 26.16 ^{AAL} B-CZ/B-TZ – 87.86 ^{AAL} C-TZ – 83 ^{AAL}	4.9E-01 ^{PCL}

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) ^{GW} GW _{Ing} (mg/l)	COLUMN B Groundwater Protection Standards (GWPS) at Point of Exposure (POE) ^{GW} GW _{Ing} (mg/l) (Res)
	Nitrobenzene	NE	4.9E-02 ^{PCL}
	n-Nitrosodiphenylamine	NE	1.9E-01 ^{PCL}
	Pentachlorophenol	NE	1.0E-03 ^{PCL}
	Phenanthrene	NE	7.3E-01 ^{PCL}
	Phenol	NE	7.3E+00 ^{PCL}
	Pyrene	NE	7.3E-01 ^{PCL}

Note:

^{GW}GW_{Ing} Protective Concentration Levels (PCLs), Residential assuming Class 2 Groundwater, November 12, 2014; Table 3.

AAL – Attenuation Action Levels established in CP Attachment XI.D, value listed is maximum AAL for the GWBU PMZ

NE – Not established (see CP Attachment XI.D)

AMP – Attenuation Monitoring Point, established for each groundwater-bearing unit (GWBU) (A-TZ, B-CZ/B-TZ, and C-TZ) where Plume Management Zones (PMZ) are established (see CP Attachment XI.D)

* Vinyl Chloride shall be sampled in accordance with the schedule specified in CP Table VIII.

CP Table IIIA: Corrective Action Program Table of Indicator Parameters and Groundwater Protection Standard

On-Site PMZ (Main and West)

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) ^{GW} GW _{Ing} (mg/l)	COLUMN C Groundwater Protection Standards (GWPS) at Alternate Point of Exposure (APOE) ^{GW} GW _{Ing} (mg/l) (C/I)
A-TZ	Benzene	1.5 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	24 ^{AAL}	1.5 ^{PCL}
	2 Methyl-naphthalene	1.5 ^{AAL}	0.29 ^{PCL}
	Dibenzofuran	0.52 ^{AAL}	0.29 ^{PCL}
	Naphthalene	26.16 ^{AAL}	1.5 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}
B-CZ/B-TZ	Benzene	38.45 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	72 ^{AAL}	1.5 ^{PCL}
	2 Methyl-naphthalene	2.4 ^{AAL}	0.29 ^{PCL}
	Dibenzofuran	0.65 ^{AAL}	0.29 ^{PCL}
	Naphthalene	87.86 ^{AAL}	1.5 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}
C-TZ	Benzene	0.13 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	9.74 ^{AAL}	1.5 ^{PCL}
	2 Methyl-naphthalene	28 ^{AAL}	0.29 ^{PCL}
	Dibenzofuran	46 ^{AAL}	0.29 ^{PCL}
	Naphthalene	83 ^{AAL}	1.5 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}

Note:

^{GW}GW_{Ing} Protective Concentration Levels (PCLs), Commercial/Industrial assuming Class 2 Groundwater, November 12, 2014; Table 3.

AAL – Attenuation Action Levels established in CP Attachment XI.D, value listed is maximum AAL for the GWBU PMZ

NE – Not established (see CP Attachment XI.D)

AMP – Attenuation Monitoring Point, established for each groundwater-bearing unit (GWBU) (A-TZ, B-CZ/B-TZ, and C-TZ) where Plume Management Zones (PMZ) are established (see CP Attachment XI.D)

* Vinyl Chloride shall be sampled in accordance with the schedule specified in CP Table VIII.

CP Table IIIA: Corrective Action Program Table of Indicator Parameters and Groundwater Protection Standard

Off-Site PMZ (City of Houston-owned ROW and Non-UPRR Owned Properties)

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standards at Attenuation Monitoring Point (AMP) ^{GW} GW _{ing} (mg/l)	COLUMN C Groundwater Protection Standards (GWPS) at Point of Exposure (POE) ^{GW} GW _{ing} (mg/l) (Res)
A-TZ	Benzene	1.5 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	24 ^{AAL}	0.49 ^{PCL}
	2 Methyl-naphthalene	1.5 ^{AAL}	0.098 ^{PCL}
	Dibenzofuran	0.52 ^{AAL}	0.098 ^{PCL}
	Naphthalene	26.16 ^{AAL}	0.49 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}
B-CZ/B-TZ	Benzene	38.45 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	72 ^{AAL}	0.49 ^{PCL}
	2 Methyl-naphthalene	2.4 ^{AAL}	0.098 ^{PCL}
	Dibenzofuran	0.65 ^{AAL}	0.098 ^{PCL}
	Naphthalene	87.86 ^{AAL}	0.49 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}
C-TZ	Benzene	0.13 ^{AAL}	0.005 ^{MCL/PCL}
	2,4-Dimethylphenol	9.74 ^{AAL}	0.49 ^{PCL}
	2 Methyl-naphthalene	28 ^{AAL}	0.098 ^{PCL}
	Dibenzofuran	46 ^{AAL}	0.098 ^{PCL}
	Naphthalene	83 ^{AAL}	0.49 ^{PCL}
	Vinyl Chloride*	NE	0.002 ^{MCL/PCL}

Note:

^{GW}GW_{ing} Protective Concentration Levels (PCLs), Commercial/Industrial assuming Class 2 Groundwater, November 12, 2014; Table 3.

AAL – Attenuation Action Levels established in CP Attachment XI.D, value listed is maximum AAL for the GWBU PMZ

NE – Not established (see CP Attachment XI.D)

AMP – Attenuation Monitoring Point, established for each groundwater-bearing unit (GWBU) (A-TZ, B-CZ/B-TZ, and C-TZ) where Plume Management Zones (PMZ) are established (see CP Attachment XI.D)

*Vinyl Chloride shall be sampled in accordance with the schedule specified in CP Table VIII.

CP Table IV: Compliance Monitoring Program Table of Hazardous and Solid Waste Constituents and Quantitation Limits

Solid Waste Management Unit (SWMU) 1

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Quantitation Limits (mg/l)
SWMU 1 A-TZ	Acenaphthene	ND (0.01)
	Acenaphthylene	ND (0.01)
	Anthracene	ND (0.01)
	bis(2-ethylhexyl)phthalate	ND (0.01)
	Dibenzofuran	ND (0.01)
	Fluoranthene	ND (0.01)
	Fluorene	ND (0.01)
	2-Methylnaphthalene	ND (0.01)
	Naphthalene	ND (0.01)
	Phenanthrene	ND (0.01)
Pyrene	ND (0.01)	
SWMU 1 B-TZ	Acenaphthene	ND (0.01)
	Acenaphthylene	ND (0.01)
	Anthracene	ND (0.01)
	bis(2-ethylhexyl)phthalate	ND (0.01)
	Dibenzofuran	ND (0.01)
	Di-n-butyl phthalate	ND (0.01)
	Fluoranthene	ND (0.01)
	Fluorene	ND (0.01)
	Naphthalene	ND (0.01)
	Phenol	ND (0.01)
Pyrene	ND (0.01)	

Note:

ND – Not detectable at the method quantitation limit (MQL), which is defined in §350.4(54) as “The lowest non-zero concentration standard in the laboratory’s initial calibration curve and is based on the final volume of extract (or sample) used by the laboratory.” Values listed above from SW-846 Update V, Revision 5 (July 2014), Lower Limits of Quantitation.

CP Table IVA: Compliance Monitoring Program Table of Detected Hazardous Constituents and the Groundwater Protection Standard

Solid Waste Management Unit (SWMU) 1

Unit Name	COLUMN A Hazardous Constituents	COLUMN B Groundwater Protection Standard (^{GW} GW _{ing}) (mg/l)
SWMU 1 A-TZ	Acenaphthene	1.5 ^{PCL}
	Acenaphthylene	1.5 ^{PCL}
	Anthracene	7.3 ^{PCL}
	bis(2-ethylhexyl)phthalate	0.006 ^{MCL/PCL}
	Dibenzofuran	0.098 ^{PCL}
	Fluoranthene	0.98 ^{PCL}
	Fluorene	0.98 ^{PCL}
	2-Methylnaphthalene	0.098 ^{PCL}
	Naphthalene	0.49 ^{PCL}
	Phenanthrene	0.73 ^{PCL}
	Pyrene	0.73 ^{PCL}
SWMU 1 B-TZ	Acenaphthene	1.5 ^{PCL}
	Acenaphthylene	1.5 ^{PCL}
	Anthracene	7.3 ^{PCL}
	bis(2-ethylhexyl)phthalate	0.006 ^{MCL/PCL}
	Dibenzofuran	0.098 ^{PCL}
	Di-n-butyl phthalate	2.4 ^{PCL}
	Fluoranthene	0.98 ^{PCL}
	Fluorene	0.98 ^{PCL}
	Naphthalene	0.49 ^{PCL}
	Phenol	7.3 ^{PCL}
	Pyrene	0.73 ^{PCL}

Note:
^{GW}GW_{ing} Protective Concentration Levels (PCLs), Residential land use assuming Class 2 Groundwater, November 12, 2014; Table 3.

CP Table V: Designation of Wells

Point of Compliance Wells: (SWMU 1 Only)

- A-TZ POC wells: MW-01A, MW-02, MW-07, MW-10A, and MW-11A;
- B-TZ POC wells: MW-10B, MW-11B, and P-10.

Point of Exposure Wells:

NONE

Alternate Point of Exposure Wells (PMZ Wells):

1. A-TZ
MW-15A, MW-25A, MW-26A, MW-28A, MW-35A, MW-36A, MW-50A, MW-59A, MW-60A, MW-61A, MW-69A, MW-77A
2. B-TZ
MW-36B, MW-38B, MW-39B, MW-42B, MW-59B, MW-62B, MW-67B, MW-80B, MW-81B, P-11, *PMW-28B, *PMW-47B, *PMW-83B, *PMW-84B
3. C-TZ
MW-15C, MW-28C, MW-47C, MW-48C, MW-54C, *PMW-83C, *PMW-85C, *PMW-88C

Background Wells (SWMU 1):

1. A-TZ
MW-8
2. B-TZ
P-12

FOA Boundary of Compliance Wells Background Wells:

Exposure Pathway: (e.g. SWGW - Groundwater to surface water PCL for Brazos River or Barge Canal, etc)

NONE

Note: Wells that are not listed in this table are subject to change, upon approval by the Executive Director, without modification to the Compliance Plan.

* - Proposed well, will be installed following approval of the Response Action Plan (see CP Attachment XI.D)

CP Table VI: Compliance Period for RCRA-Regulated Units

SWMU 1	Year or Number of Years
Year Waste Management Activities Initiated	1979
Year Closed (Certified Closed)	1984 (April 18)
Compliance Period	5 Years
Compliance Period Began	1994
Compliance Period Remaining	5 Years (2020)

CP Table VIII: Compliance Schedule

Item	Compliance Schedule (from the date of issuance of the Compliance Plan unless otherwise specified)	Regulatory Citation	Requirement
A.	60	Compliance Plan	Submit to the Executive Director a schedule summarizing all activities required by the Compliance Plan. The schedule shall list the starting dates of all routine activities. The Permittee shall include an updated schedule in the report required by Compliance Plan CP Table VII – Reporting Requirements. The schedule shall list the activity or report, the Compliance Plan Section which requires the activity or report and the calendar date the activity or report it to be completed or submitted (if this date can be determined).
B.	120 days from Compliance Plan Issuance	30 TAC §350.31(g)	Submit to the Executive Director proof of compliance with institutional control requirements in accordance with which provides notice of the existence and location of the Plume Management Zone (PMZ) and which prevents exposure to groundwater from this zone until such a time as constituents of concern may be reduced to below the Groundwater Protection Standards of CP Table III – Corrective Action Program Table of Detected Hazardous and Solid Waste Constituents and the Groundwater Protection Standard. <ul style="list-style-type: none"> • Filing of deed recordation for UPRR-owned properties requiring commercial/industrial land use and prohibiting groundwater use. Deed recordation will also restrict excavation activities over capped areas. • Filing of restrictive covenants prohibiting groundwater use for off-site PMZ.
C.	Notify within 30 days	30 TAC §350.33(k)	After an unexpected event occurs, or a condition is detected, during post-response action care period which indicates that additional response actions will be required at an affected property.
D.	Within 60 Days of Compliance Plan Issuance		DNAPL recovery will continue monthly on the portion of the site in which DNAPLs is recoverable in the Corrective Action System Wells.
E.	Within 60 Days of Compliance Plan Issuance		Collect groundwater sample from MW-66D to evaluate for benzo(a)pyrene concentrations
F.	During Second and Fourth Quarters of each year	30 TAC §350.33(4)(D)	Conduct groundwater monitoring events for those units listed in CP Table I that are subject to Compliance and Corrective action monitoring. .
G.	Annually in accordance with CP Table VII		The Groundwater monitoring report required by CP Table VII shall include the results of all remediation and post-response action activities at the site, including Post Response Action Care Reports, and DNAPL recovery activities

Item	Compliance Schedule (from the date of issuance of the Compliance Plan unless otherwise specified)	Regulatory Citation	Requirement
H.	During Second and Fourth Quarters of each year		Off-site MW-33BR and On-site wells MW-18A and MW-17C shall be sampled for vinyl chloride.

**RESPONSE TO COMMENT T34(2), T35(2), T42(2), T44(2), T45(2),
T55(2) AND T56(2)**

**COMPLIANCE PLAN ATTACHMENT XI.D – RESPONSE ACTION PLAN –
REVISION 2**

**RCRA PART B APPLICATION
COMPLIANCE PLAN ATTACHMENT XLD – VOL I**

RESPONSE ACTION PLAN – Revision No. 2

**UNION PACIFIC RAILROAD
HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

JULY 15, 2016

Prepared for:

**Mr. Geoffrey Reeder, P.G.
UNION PACIFIC RAILROAD COMPANY**

**24125 Aldine Westfield Road
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Prepared by:

PASTOR, BEHLING & WHEELER, LLC

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(512) 671-3434**

Texas Geoscience Firm No. 50248

PBW Project No. 1358



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY Response Action Plan

Cover Page

Regulatory ID number (Solid waste registration number, VCP ID number, etc) SWR No. 31547
check one: Initial submittal for this on-site property Subsequent submittal for this on-site property
Report date: July 15, 2016 – Rev 2 TCEQ Region No.: 12

TCEQ Program (check one)

Corrective Action (Mail Code 127) Superfund PRP Lead (Mail Code 143)
 Voluntary Cleanup Program (Mail Code 221) Municipal Solid Waste Permits (Mail Code 124)
 RPR Section (Mail Code 137)

On-Site Property Information

On-Site Property Name: Union Pacific Railroad Houston Wood Preserving Works Site
Street no. 4910 Pre dir: Street name Liberty Street type: Road Post dir:
City: Houston County: Harris County Code: 101 Zip: 77007
Nearest street intersection or location description: Site is located south of Liberty Rd. between Kashmere St. and Lockwood St, and north of Lee St.

Latitude: Decimal Degrees (circle one) North 29.787413
Longitude: Decimal Degrees (circle one) West 95.321062

Off-Site Affected Property Information

Off-Site Affected Property Name: See Appendix 5 for Off-Site Affected Property information
Physical Address: NA
Street no. Pre dir: Street name Street type: Post dir:
City: County: County Code: Zip:
 Check if no off-site properties affected

Contact Person Information and Acknowledgement

Person (or company) Name: Union Pacific Railroad
Contact Person: Geoffrey Reeder Title: Manager, Site Remediation
Mailing Address: 24125 Aldine Westfield
City: Spring State: TX Zip: 77373 E-mail address gbreeder@up.com
Phone: 281-350-7197 Fax: 402-233-2351

By my signature below, I acknowledge the requirement of §350.2(a) that no person shall submit information to the executive director or to parties who are required to be provided information under this chapter which they know or reasonably should have known to be false or intentionally misleading, or fail to submit available information which is critical to the understanding of the matter at hand or to the basis of critical decisions which reasonably would have been influenced by that information. Violation of this rule may subject a person to the imposition of civil, criminal, or administrative penalties.

Signature of Person _____ Name, print: _____ Date: _____

RAP Executive Summary

ID No.: SWR No. 31547

Report Date: December 7, 2015 -
Rev 1

Use this worksheet to summarize the report. Be sure to complete and submit the Checklist for Report Completeness. **Attach a chronology of activities associated with the affected property.**

Briefly describe the affected property and PCLE zones, the conclusions from the assessment activities, identify any affected or threatened receptors, and describe any other major considerations taken into account when developing this response action plan. If any portion of the response action is necessitated due to an aesthetic or nuisance condition, identify the nature of that condition and identify that portion of the response action proposed to address it. If any media that contains a PCLE zone is not addressed in this RAP, provide justification.

Property Location, Land Use, and Operations

The Union Pacific Railroad (UPRR) Houston Wood Preserving Works (HWPW) Facility at 4910 Liberty Road, Houston, Harris County, Texas (the Site) is located within unoccupied industrial land and also includes the Englewood Intermodal Yard, which is to the south of the former HWPW facilities. The Englewood Intermodal Yard is used for the transfer of box containers from rail cars to truck trailers and vice-versa. UPRR mainline rail and siding rails lie between the former HWPW and the Englewood Intermodal Yard. The Site will remain commercial/industrial for the foreseeable future. The Site was first developed for creosoting operations in 1899, and operated various creosoting operations until 1984 when operations ceased. The facility was dismantled in the early 1990s. Details of the history and previous operations at the Site have been discussed in detail in the previously submitted Affected Property Assessment Report (APAR) (ERM, 2000) and Revised APAR (ERM, 2004), as well as the RCRA Facility Assessment (RFA) Report (PRC, 1993).

The surrounding properties within a 500-foot radius of the Site, including the Englewood Intermodal Yard, consist of residential to the northwest, north, southeast, and south. The UPRR Englewood Classification Yard, commercial/industrial property, is located to the east of the Site. An area of undeveloped land and abandoned houses are located west of the Site. The 500-foot radius field survey demonstrated no current potential groundwater receptors within the residential neighborhood. No water wells, water tanks, cisterns, or windmills, or surface water bodies were encountered. The nearest surface water body is Buffalo Bayou, located approximately 1.6 miles southwest of the Site. The potential for lateral migration of groundwater from the Site to the southwest approximately 8,500 feet to Buffalo Bayou is not likely.

Assessment Results

The initial APAR prepared for the Site was submitted to the TCEQ dated June 10, 2000 (ERM, 2000). A revised APAR was submitted to the TCEQ dated June 10, 2004. Pastor, Behling & Wheeler, LLC (PBW) prepared the APAR Addendum dated July 2009 (PBW, 2009). Following comments from the TCEQ, PBW submitted the Updated APAR Addendum dated October 2010, with response to comments dated March 29, 2011. The TCEQ approved the APAR in a letter dated April 13, 2011.

As detailed in the APARs and subsequent submittal, the Affected Property consists of surface soils, subsurface soils, and groundwater affected by chemical of concern (COC) at the Site: The soil and groundwater exposure pathways were evaluated as part of the Site assessments are considered to be complete and/or anticipated to be complete.

Site stratigraphy from the ground surface to a depth of approximately 135 feet is separated into the following units: Fill Material (0 to 5 feet thick), A-Cohesive Zone (A-CZ) (8 to 15 feet thick); A-Transmissive Zone (A-TZ) (4 to 21 feet thick); B-Cohesive Zone (B-CZ) (6 to 19 feet thick); B-Transmissive Zone (B-TZ) (discontinuous, where present, 3 to 10 feet thick); C-Cohesive Zone (C-CZ)

RAP Executive Summary

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Report Date: December 7, 2015 -
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(8 to 20 feet thick); C-Transmissive Zone (C-TZ) (10 to 13 feet thick); D-Cohesive Zone (D-CZ) (17 to 36 feet thick); and D-Transmissive Zone (D-TZ).

As detailed in the Updated APAR Addendum (PBW, 2010), target COCs in soil and groundwater media were evaluated using the March 2010 TCEQ TRRP Residential PCLs, or Residential Assessment Levels (RALs) to establish the Affected Property. Surface and subsurface soil data collected from 1997 through June 2010, with subsequent sampling in 2013 and 2014, were evaluated to assess the Affected Property and Protective Concentration Level (PCL) Exceedance (PCLE) Zone in surface and subsurface soils. Groundwater data from the most recent sampling event (July/August 2014) were evaluated to assess COC exceedances in groundwater.

PCLE Zones

Soils

The soil critical PCLs were established for the Site by using the lower commercial/industrial PCLs for on-site soils and residential PCLs for off-site soils for the following pathways:

- $^{Tot}Soil_{Comb}$ (Tier 1);
- $^{Air}Soil_{Inh-v}$ (Tier 1); and
- $^{GW}Soil_{Ing}$ (Tier 1 or 2).

Although the former wood preserving works portion of the Site is partially covered with crushed gravel and soil, the $^{Tot}Soil_{Comb}$ pathway was evaluated as potentially complete since potential future construction activities could occur at the Site. Most of the Englewood Intermodal Yard has a concrete pavement cover, and the rail area between the HWPW and the Englewood Intermodal Yard is covered with railroad ballast, which both prevents exposure to surface and subsurface soils in the area.

Comparing the surface and subsurface soil analytical data to the appropriate critical PCLs, concentrations of 15 COCs exceeded their respective critical PCLs:

Surface Soils

- 1,2-Diphenylhydrazine
- 2,4-Dinitrotoluene
- 2-Methylnaphthalene
- Benzene
- Benzo(a)anthracene
- Benzo(a)pyrene
- Dibenzofuran
- Naphthalene
- Pentachlorophenol
- Arsenic
- Lead

Subsurface Soils

- 2-Methylnaphthalene
- Benzene
- Naphthalene
- Pentachlorophenol

The surface soil PCLE zone extends across the Original Process Area (SWMU 5) and Recent Process Area (SWMU 4), down the South Drainage Ditch (SDD) (SWMU 2), and across the Former Inactive Wastewater Lagoon (AOC 6). The PCLE zone was primarily defined by the concentrations of benzo(a)anthracene, benzo(a)pyrene, naphthalene, and pentachlorophenol in surface soils. Additional soil sampling conducted in 2013 indicates that the surface soil PCLE Zone extends into the Englewood Intermodal Yard. Additional soil sampling in 2014 indicated that the surface soil PCLE Zone

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(benzo(a)pyrene and pentachlorophenol) extended north beyond the fence to the edge of Liberty Road, but was delineated along the northeast side of the Site. Arsenic and lead were detected at concentrations greater than cPCLs in surface soil in the Englewood Intermodal Yard.

For subsurface soils, the PCLE zones for 2-methylnaphthalene, naphthalene (more mobile COCs in soils), and pentachlorophenol were extrapolated using available subsurface soil data and applying the surface PCLE zone for those two COCs to the subsurface. By using the surface PCLE zone, this assumes the PCLE zone extends from the surface to the top of the uppermost GWBU (i.e. A-TZ). However for pentachlorophenol, none of the groundwater samples from A-TZ wells collected during the July/August 2014 groundwater monitoring event had detected pentachlorophenol concentrations above the RAL, suggesting the concentrations in surface and subsurface soils are protective of groundwater. The subsurface PCLE zone is confined to the area around the Original and Recent Process Areas (SWMUs 4 and 5), with a small area of naphthalene subsoil PCLE Zone in the Englewood Intermodal Yard area.

Groundwater

A total of 106 groundwater monitoring wells have been installed on and off-site in the GWBUs A-TZ, B-CZ/B-TZ, C-TZ, and D-TZ. Groundwater in A-TZ and B-TZ generally flows across the Site to the east; groundwater flow in the C-TZ flows from northeast to southwest, and groundwater flow in the D-TZ appears to flow to the northwest.

Based on the maximum groundwater analytical data from the July/August 2014 groundwater sampling event, concentrations of the following 23 target COCs exceeded their respective RALs where detected or had a SDL greater than the cPCL (>SDL) for COCs with no detections:

VOCs

- Benzene (A-TZ, B-TZ, C-TZ)
- Ethylbenzene (B-CZ only)
- Methylene Chloride (A-TZ, B-TZ/B-CZ, & C-TZ)
- Toluene (B-CZ only)
- Vinyl Chloride (A-TZ and B-TZ)

SVOCs

- 2,4-Dimethylphenol (A-TZ, B-TZ, C-TZ)
- 2,6-Dinitrotoluene (B-TZ & C-TZ)
- 2-Methylnaphthalene (A-TZ, B-CZ/B-TZ, & C-TZ)
- Acenaphthene (C-TZ only, one well*)
- Anthracene (C-TZ only, one well*)
- Benzo(a)anthracene (A-TZ, B-CZ, & C-TZ)
- Benzo(a)pyrene (A-TZ, C-TZ, and D-TZ)
- Bis(2-chloroethoxy)methane (A-TZ & C-TZ*)
- Chlorobenzene (A-TZ only, one well)
- Chrysene (C-TZ only, one well*)
- Dibenzofuran (A-TZ, B-CZ/B-TZ, & C-TZ)
- Fluoranthene (C-TZ only, one well*)
- Fluorene (C-TZ only, one well*)
- Naphthalene (A-TZ, B-CZ/B-TZ, & C-TZ)
- Pentachlorophenol (C-TZ)
- Phenanthrene (C-TZ only, one well*)
- Phenol (A-TZ, B-CZ, & C-TZ)
- Pyrene (C-TZ only, one well*)

* - COC only detected in wells with DNAPL present

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As noted above, SVOCs acenaphthalene, anthracene, chrysene, fluoranthene, fluorene, phenanthrene, and pyrene were detected above cPCLs in only one well, MW-23C, which contained dense nonaqueous phase liquids (DNAPL) during the sampling event. These concentrations may overestimate the dissolved fraction in the groundwater; however, these COCs were included in the PCLE COC list.

The location and extent of the groundwater PCLE zones were determined by COCs present in groundwater at concentrations that exceed the critical PCL ($^{GW}GW_{ing}$) using the most recent groundwater data. Groundwater PCLE Zones were mapped for the three upper GWBUs: A-TZ, B-CZ/B-TZ, and C-TZ. One COC benzo(a)pyrene has been detected in the D-TZ GWBU during the most recent groundwater sampling event. A resample from the well confirmed the initial result. UPRR will evaluate further investigation of the D-TZ following the next sampling event.

No affected or threatened receptors are associated with the groundwater PCLE zone. Groundwater supply wells are not located in the affected area and drinking water in the area is provided by a municipal water supply (City of Houston).

Creosote DNAPL has been detected in the GWBUs A-TZ, B-CZ, B-TZ, and C-TZ as noted in soil borings and monitoring wells. The sources of DNAPL observed at the Site are likely from spills and drippings at the Site over the 80+ years of wood treating operations, with most of the releases likely occurring prior to 1984. The wood treating facility was shut down and dismantled in the early 1990s; thus, the DNAPL sources were removed over 20 years ago. UPRR completed a DNAPL Recovery Pilot Study for 24 months ending January 2015 to evaluate the effectiveness of DNAPL recovery through monthly DNAPL pumping events for 24 months. The results of the pilot test indicated that monthly DNAPL recovery activities are effective with DNAPL recovery and with overall DNAPL thicknesses either decreasing or becoming stable in the wells.

Response Action Plan

The objective of this RAP is to develop responses to protect current and future pathways from exposure to the PCLE Zones in surface soil, subsurface soil, and groundwater. The following response actions are proposed at the Site to achieve this objective:

- Surface/subsurface soil – The surface/subsurface soil PCLE Zones at the Site will be addressed as follows:
 - 1) Former HWPW Area: Remedy Standard B closure through consolidating impacted soils within the Area of Contamination (AOC) and implementing Physical Control through an engineered soil cap and asphalt roadway. Periodic inspections and maintenance of the cap and roadway will be implemented;
 - 2) Englewood Intermodal Yard: Remedy Standard B closure by implementing Physical Control using the existing concrete pavement as a cap. Periodic inspections and maintenance of the cap will be implemented;
 - 3) Railroad mainlines and siding tracks: The response action for the operational area between the Former HWPW area and the Englewood Intermodal Yard will be Remedy Standard B closure using the existing railroad ballast as a protective barrier.
 - 4) City of Houston ROW along Liberty Road: Remedy Standard B closure through limited excavation of surface soils, consolidating impacted soils within the AOC, and implementing Physical Control through an engineered concrete sidewalk. Periodic inspections and maintenance of the cap and roadway will be implemented.
- Groundwater – Remedy Standard B closure using a Plume Management Zone (PMZ) with monitored natural attenuation (MNA) for control as the response action for the groundwater

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PCLE Zones within the Affected Property. For the purposes of this RAP submittal, there will be four PMZ areas:

- 1) On-Site PMZ (Main) - The on-site PMZ (Main) will include the cumulative groundwater PCLE Zone within the UPRR-owned property from the center to the east portion of the Site.
- 2) On-Site PMZ (West) - The on-site PMZ (West) will include the B-CZ/B-TZ PCLE Zone on the west side of the Site within the UPRR-owned property.
- 3) Off-Site PMZ - The off-site PMZ includes the cumulative groundwater PCLE Zone that extends off-site to the north of the Site, but not including City of Houston ROW. The proposed off-site PMZ will require institutional controls for up to 88 individual properties.
- 4) Off-Site PMZ City of Houston ROW - The off-site PMZ includes the cumulative groundwater PCLE Zone that extends off-site to the north of the Site within the City of Houston ROW.

In addition, areas where DNAPL was noted will be proposed for control under a Technical Impracticability (TI) Demonstration per 30 TAC §350.33(f). Groundwater monitoring is proposed to be performed as part of the PMZ to confirm that the lateral extent of COC concentrations greater than their respective cPCLs continue to remain within the boundaries of the PMZ. Groundwater monitoring will be initiated for both the On-Site PMZs and Off-Site PMZs following approval of the RAP. During the acquisition of landowner consent for the off-site PMZ, groundwater monitoring will be conducted concurrently with the on-site PMZ monitoring requirements. DNAPL will be recovered from wells on a periodic basis through pumping to recover the readily recoverable NAPL for the GWBUs to satisfy requirements of the “no growth” PMZ and TI Zone.

What is the selected remedy standard for this affected property? A B

List all media that contains a PCLE zone and specify the proposed response action for each media. Indicate the type of removal, decontamination, physical control and/or institutional control action that is proposed.

Media	COCs ¹	Removal	Decontamination	Control		
				Physical Control	Modified Groundwater Response Objective ²	
					PMZ	WCU
Surface Soil	Benzene, SVOCs, metals			X		
Subsurface Soil	SVOCs			X		
Groundwater	Benzene, SVOCs				X	X

Is there a media that contains a PCLE zone that is not addressed in this RAP? yes no

¹ Specify either a specific COC or, if the response action is the same for all COCs in one type, specify the type of COC (for example, VOCs, SVOCs, metals).

² If a modified groundwater response objective is proposed, check the type(s) of proposed modifications.

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If yes, provide justification for not addressing the PCLE zone in this RAP.

On-site land use: Residential Commercial/Industrial
Off-site land use: Residential Commercial/Industrial (check all that apply)

Is this a re-submittal or revision of a previous RAP? Yes No

If yes, explain why the RAP is being revised or resubmitted.

This RAP is being submitted with revisions based on the TCEQ 2nd Technical Notice of Deficiencies (NOD) dated June 2, 2016 on the UPRR Houston Wood Preserving Works Permit Renewal/Compliance Plan with Major Amendment, Permit/Compliance Number 50343, ISWR 31547.

Were all the appropriate notifications made in accordance with §350.55? Yes No

If no, explain why notifications were not made:

CHRONOLOGY

Below is a summary of the site investigation and regulatory chronology at the UPRR Former Houston Wood Preserving Works facility (listed in reverse order).

Date	Description
May 2016	UPRR completes the response actions authorized under the Area of Contamination to address the surface and subsurface soil Protective Concentration Level Exceedance (PCLE) Zones as detailed in the updated Response Action Plan (RAP) dated December 7, 2015.
February 2016	TCEQ approves the request to extend the termination date for the Area of Contamination from February 15, 2016 to March 7, 2016 in a letter dated February 22, 2016
January 2016	Begin response actions (excavation/placement and cap constriction) activities to address surface soil PCLE Zones. PBW conducts 2016 first semi-annual groundwater monitoring event for the Solid Waste Management Unit (SWMU) 1. PBW submits on behalf of UPRR a request to extend the termination date from February 15, 2015 to March 7, 2016 for the Area of Contamination set by the TCEQ.
December 2015	Union Pacific Railroad (UPRR) submits the RCRA Part A and B Permit Renewal Application (Revision No. 2) with Response Action Plan (RAP) (Revision No. 1) to the TCEQ dated December 7, 2015. Remediation contractor begins site preparation for response actions under the Area of Contamination.
November 2015	Union Pacific Railroad (UPRR) receives the Texas Commission on Environmental Quality (TCEQ) letter dated November 5, 2015 detailing the agency's review of the September 18, 2015 submittal titled Additional Information for Clean Closure Equivalence Demonstration. The TCEQ Industrial and Hazardous Waste (I&HW) Permits Section was unable to accept the request for discontinuing post-closure care of the former surface impoundment, Solid Waste Management Unit (SWMU) 1.
November 2015	Meeting with UPRR, Pastor, Behling & Wheeler (PBW), and the TCEQ on November 4, 2015 discussing the October 23, 2015 technical comment letter from the TCEQ.
October 2015	UPRR receives additional technical comments from the TCEQ in a letter dated October 23, 2015 on the Response Action Plan (RAP) regarding the Plume Management Zones and Technical Impracticability Demonstration provided in the Response Action Plan.
September 2015	PBW submits to the TCEQ the Additional Information for Clean Closure Equivalence Demonstration dated September 18, 2015 that included historical data and letters from 1983, 1984, and 1991 to demonstrate clean closure of the soils under the former surface impoundment (SWMU 1). The letter also included a request to cease the post-closure care for SWMU 1.

Date	Description
August 2015	UPRR receives Technical Notice of Deficiency (NOD) Letter dated August 5, 2015 on the RCRA Part A and B Permit Renewal Application and Response Action Plan from the TCEQ.
July 2015	PBW submits to the TCEQ the Corrective Action Monitoring Report: 2015 First Semi-Annual Event dated July 16, 2015; PBW conducts 2015 second semi-annual groundwater monitoring event for the SWMU No. 1.
April 2015	PBW submits to the TCEQ newspaper tear sheets and affidavits that public notice was published in English and Spanish in the <i>Houston Chronicle</i> on April 2 and <i>La Subasta</i> on March 31, respectively as required once the RCRA Permit Renewal/Compliance Plan with Major Amendment was administratively complete.
March 2015	TCEQ issues a letter dated March 13, 2015 declaring the RCRA Permit Renewal/Compliance Plan with Major Amendment was administratively complete on March 13, 2015.
February 2015	PBW submits a response letter to the TCEQ dated February 13, 2015 for the TCEQ Administrative NOD on the RCRA Part A and B Permit Renewal Application.
January 2015	PBW submits to the TCEQ the Corrective Action Monitoring Report: 2014 Second Semi-Annual Event dated January 15, 2015; PBW conducts 2015 first semi-annual groundwater monitoring event for the SWMU No. 1.
December 2014	UPRR submits the RCRA Part A and B Permit Renewal Application with Response Action Plan (RAP) to the TCEQ dated December 10, 2014. UPRR receives the TCEQ Administrative NOD Letter dated December 17, 2014.
November 2014	RCRA Permit Pre-Application Meeting with UPRR, PBW, and TCEQ dated November 6, 2014.
September 2014	UPRR holds public meeting with residents near the Site to detail institutional controls for off-site groundwater Plume Management Zone (PMZ).
July/August 2014	PBW conducts site-wide groundwater sampling event.
May 2014	PBW oversees installation of seven new monitoring wells (MW-51C, MW-76C, MW-77A, MW-78A, MW-79A, MW-80B, and MW-81B) in the Englewood Intermodal Yard to evaluate DNAPL extent and extent of chemicals of concern (COCs) in the B-CZ unit to the southeast, and one replacement well MW-34CR to replace MW-34C. Soil samples also collected from City of Houston right of way (ROW) along north perimeter of the Site.
January 2014	PBW conducts site-wide groundwater sampling event.
July 2013	PBW conducts site-wide groundwater sampling event.

Date	Description
February/March 2013	PBW conducts cone penetrometer testing (CPT)/rapid optical screening tool (ROST) and soil investigation at the Englewood Intermodal Yard adjacent to the UPRR Houston Wood Preserving Works (HWPW) site.
January/February 2013	PBW conducts site-wide groundwater sampling event (95 wells). PBW submits Proposed DNAPL Recovery Pilot Test letter to TCEQ dated February 5, 2013, and initiates monthly DNAPL recovery from on-site and off-site wells (10-12 wells) (planned for 24 months).
November 2012	Meet with TCEQ regarding proposed CPT/ROST investigation of Englewood Intermodal Yard based on DNAPL detected from the December 2011 investigation.
July 2012	PBW conducts site-wide groundwater sampling event.
January 2012	PBW conducts site-wide groundwater sampling event.
July 2012	PBW conducts site-wide groundwater sampling event.
December 2011	PBW installs additional monitoring wells in the cohesive zone B-CZ to evaluate extent of DNAPL in the B-CZ.
July 2011	PBW conducts site-wide groundwater sampling event.
April 2011	TCEQ approves the Affected Property Assessment Report (APAR) (including updates and addendums).
March 2011	PBW submits the Revised Updated APAR Addendum to the TCEQ. UPRR repairs fence around site.
January 2011	PBW conducts site-wide groundwater sampling event.
December 2010/ January 2011	UPRR/PBW submits Off-Site Notification Letters to off-site properties indicating Notice of Information Availability for the site, as required with the submittal of the Updated APAR Addendum (Oct 2012) .
October 22, 2010	PBW submits the Updated APAR Addendum to the TCEQ.
June/July 2010	PBW conducts additional soil (along northeast portion of Site) and groundwater investigation (A-TZ, B-CZ, C-TZ and D-TZ wells); including site-wide groundwater monitoring event.
February 16, 2010	UPRR Response to TCEQ Comment Letter dated November 18, 2009.
January 2010	PBW conducts site-wide groundwater sampling event; selected wells are analyzed for Volatile Organic Compounds (VOCs) by EPA Method 8620.

Date	Description
November 18, 2009	TCEQ Comment Letter on Revised APAR.
July 2009	PBW submits APAR Addendum to TCEQ.
January 2009	PBW conducts additional soil and groundwater investigation.
July 2008	PBW conducts additional CPT-ROST and groundwater investigation
January 2007	PBW conducts additional soil and groundwater investigation
August 2006	ERM-Southwest, Inc. (ERM) conducted additional soil and groundwater investigation
April 2006	ERM conducted additional soil and groundwater investigation
September 6, 2005	UPRR Response to TCEQ Response Letter dated August 1, 2005
August 2005	TCEQ Response to UPRR Response Letter dated June 9, 2005
June 9, 2005	UPRR Response to TCEQ Letter dated April 15, 2005
April 15, 2005	TCEQ Response to UPRR Response Letter dated November 19, 2004
November 19, 2004	UPRR Response to October 8, 2004 TCEQ Letter
October 8, 2004	TCEQ Comment Letter on Revised APAR
June 10, 2004	Revised APAR submitted to the TCEQ by ERM, Inc. on behalf of UPRR
November 7, 2001	Texas Natural Resources Conservation Commission (TNRCC) provides comments to July 5, 2001 response letter.
July 5, 2001	Follow-up response to November 6, 2000 TNRCC comment letter on the On-Site APAR submitted to TNRCC on behalf of UPRR.
January 9, 2001	Initial response to November 6, 2000 TNRCC comments.
November 6, 2000	TNRCC provides comments to On-Site APAR.
July 10, 2000	Affected Property Assessment Report for On-Site Property (On-Site APAR) submitted to TNRCC on behalf of UPRR by ERM.
February 20, 2000	Letter submitted to the TNRCC regarding proposed Phase 2-C investigation for further delineation of off-site areas
September 10, 1999	Phase 2-B RFI/EOC Investigation Report submitted to TNRCC on behalf of UPRR by ERM

Date	Description
April 27, 1998	Interim Stabilization Measures Report – Southern Drainage Ditch, submitted to TNRCC on behalf of UPRR by ERM.
February 13, 1998	Phase 2-A RFI/EOC Investigation Report submitted to TNRCC on behalf of UPRR by ERM.
January 13, 1997	RFI portion of the Phase 1 RFI/EOC Investigation Report approved by TNRCC
November 26, 1996	EOC portion of the Phase 1 RFI/EOC Investigation Report approved by TNRCC
May 23, 1996	Phase 1 RFI/EOC Report submitted on behalf of Southern Pacific Transportation Company (SPTCo) by Terranext
October 16, 1995	RFI Work Plan approved by TNRCC
September 29, 1995	EOC Work Plan approved by TNRCC
January 10, 1995	Operation and Maintenance Plan approved by TNRCC
November 3, 1994	Revised Compliance Schedule approved by TNRCC
October 14, 1994	RCRA Facility Investigation (RFI) Work Plan submitted on behalf of SPTCo
September 16, 1994	Extent of Contamination (EOC) Work Plan submitted on behalf of SPTCo
September 7, 1994	Revised Compliance Schedule submitted on behalf of SPTCo
August 19, 1994	Operation and Maintenance Plan and Compliance Schedule submitted on behalf of SPTCo
June 20, 1994	Permit No. HW-50343-000 and Compliance Plan CP-50343-000 issued by TNRCC.
October 1993	RCRA Facility Assessment completed on behalf of U.S. EPA by PRC Environmental Management, Inc.
May 13, 1991	RCRA Permit Application submitted by SPTCo

Note: Not all groundwater sampling events are listed in the chronology

Checklist for Report Completeness	ID No.: SWR ID 31547
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Use this checklist to determine the portions of the form that must be submitted for this report. Answer all questions by checking Yes or No. If the answer is Yes include that portion of the report. If the answer is No, do not complete or submit that portion of the report. All form contents that are marked "Required" must be submitted. Form contents marked with an asterisk (*) are not included in the blank form and are to be provided by the person.

		Report Contents								
	Required	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">Cover Page</td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>	Cover Page	<input checked="" type="checkbox"/>						
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	Required	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">Executive Summary</td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>	Executive Summary	<input checked="" type="checkbox"/>						
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	Required	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">Worksheet 1.0 Response Action Objectives</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Worksheet 1.0 Response Action Objectives	<input type="checkbox"/>						
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No <input checked="" type="checkbox"/>	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">Have new data been collected that was not previously submitted?</td> <td style="text-align: center;"><input type="checkbox"/> Yes</td> </tr> </table>	Have new data been collected that was not previously submitted?	<input type="checkbox"/> Yes	<table border="1" style="width: 100%;"> <tr> <td style="text-align: center;">Attachment 1A* Maps and Cross Sections</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td style="text-align: center;">Attachment 1B* Graphs of Concentration versus Time</td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	Attachment 1A* Maps and Cross Sections	<input type="checkbox"/>	Attachment 1B* Graphs of Concentration versus Time	<input type="checkbox"/>		
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Worksheet 2.3 Technical Impracticability	<input checked="" type="checkbox"/>									
Attachment 2G* Map of Technical Impracticability Area	<input checked="" type="checkbox"/>									

Checklist for Report Completeness

ID No.: SWR ID 31547

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				Report Contents
No <input type="checkbox"/>	Is the response action a remedy standard B?	<input checked="" type="checkbox"/> Yes	→	Worksheet 2.4 Institutional Controls <input checked="" type="checkbox"/>
		Required		Worksheet 3.0 Performance Measures and Potential Problems <input type="checkbox"/>
		Required		Worksheet 3.1 Monitoring and Sampling <input checked="" type="checkbox"/>
		Required		Attachment 3A* Map of Monitoring and Sampling Points <input checked="" type="checkbox"/>
		Required		Worksheet 3.2 Operation and Maintenance <input type="checkbox"/>
		Required		Worksheet 4.0 Confirmation Sampling Plan <input type="checkbox"/>
		Required		Attachment 4A* Map of Confirmation Sampling Points <input type="checkbox"/>
No <input type="checkbox"/>	Is the response action a Remedy Standard B?	<input checked="" type="checkbox"/> Yes	→	Worksheet 5.0 Post Response Action Care <input type="checkbox"/>
			→	Attachment 5A* Map of PRAC Monitoring and Sampling Points <input checked="" type="checkbox"/>
			→	Attachment 5B* PRAC Costs <input type="checkbox"/>
No <input checked="" type="checkbox"/>	Does the person, who is a small business, desire to modify the financial assurance requirement?	<input type="checkbox"/> Yes	→	Attachment 5C* Small Business Affidavit <input type="checkbox"/>
		Required		Worksheet 6.0 Implementation Schedule <input type="checkbox"/>
		Required		Appendix 1* References <input type="checkbox"/>
No <input type="checkbox"/>	Was any data collected that was not previously reported?	<input type="checkbox"/> Yes	→	Appendix 2* Data Tables and Boring Logs <input type="checkbox"/>
No <input type="checkbox"/>	Were any studies or tests conducted?	<input type="checkbox"/> Yes	→	Appendix 3* Studies and Tests Documentation <input type="checkbox"/>
No <input type="checkbox"/>	Is the response action a Remedy Standard B?	<input checked="" type="checkbox"/> Yes	→	Appendix 4* Proposed Institutional Controls <input checked="" type="checkbox"/>
No <input type="checkbox"/>	Are any institutional controls proposed/required on property not owned by the person?	<input checked="" type="checkbox"/> Yes	→	Appendix 5* Landowner Concurrence <input checked="" type="checkbox"/>
No <input type="checkbox"/>	Are any of the sample collection or handling procedures different from those reporting in the APAR or other previously submitted report?	<input type="checkbox"/> Yes	→	Appendix 6* Sampling Procedures <input type="checkbox"/>
No <input type="checkbox"/>	Are statistics or geostatistics proposed to be used as part of the response action?	<input type="checkbox"/> Yes	→	Appendix 7* Statistical Methodology <input type="checkbox"/>
No <input checked="" type="checkbox"/>	Was approval received from the TCEQ regarding the use of different rules to address a media?	<input type="checkbox"/> Yes	→	Appendix 8* Split Media Approval <input type="checkbox"/>

Form contents marked with an asterisk (*) are not included in the blank form.

ATTACHMENT 2A

RESPONSE ACTION DIAGRAMS AND COMPONENT/EQUIPMENT DESCRIPTIONS

ATTACHMENT 2A-1a RESPONSE ACTION DESIGN – SOILS

ATTACHMENT 2A-1B RESPONSE ACTION DESIGN – SOILS (AOC6)

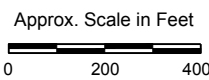
ATTACHMENT 2A-2 RESPONSE ACTION DESIGN – GROUNDWATER - UPDATED

**ATTACHMENT 2A-3 HOUSTON WOOD PRESERVING WORKS SOIL CAP AND ROADWAY
IMPROVEMENTS ENGINEERING DRAWINGS**

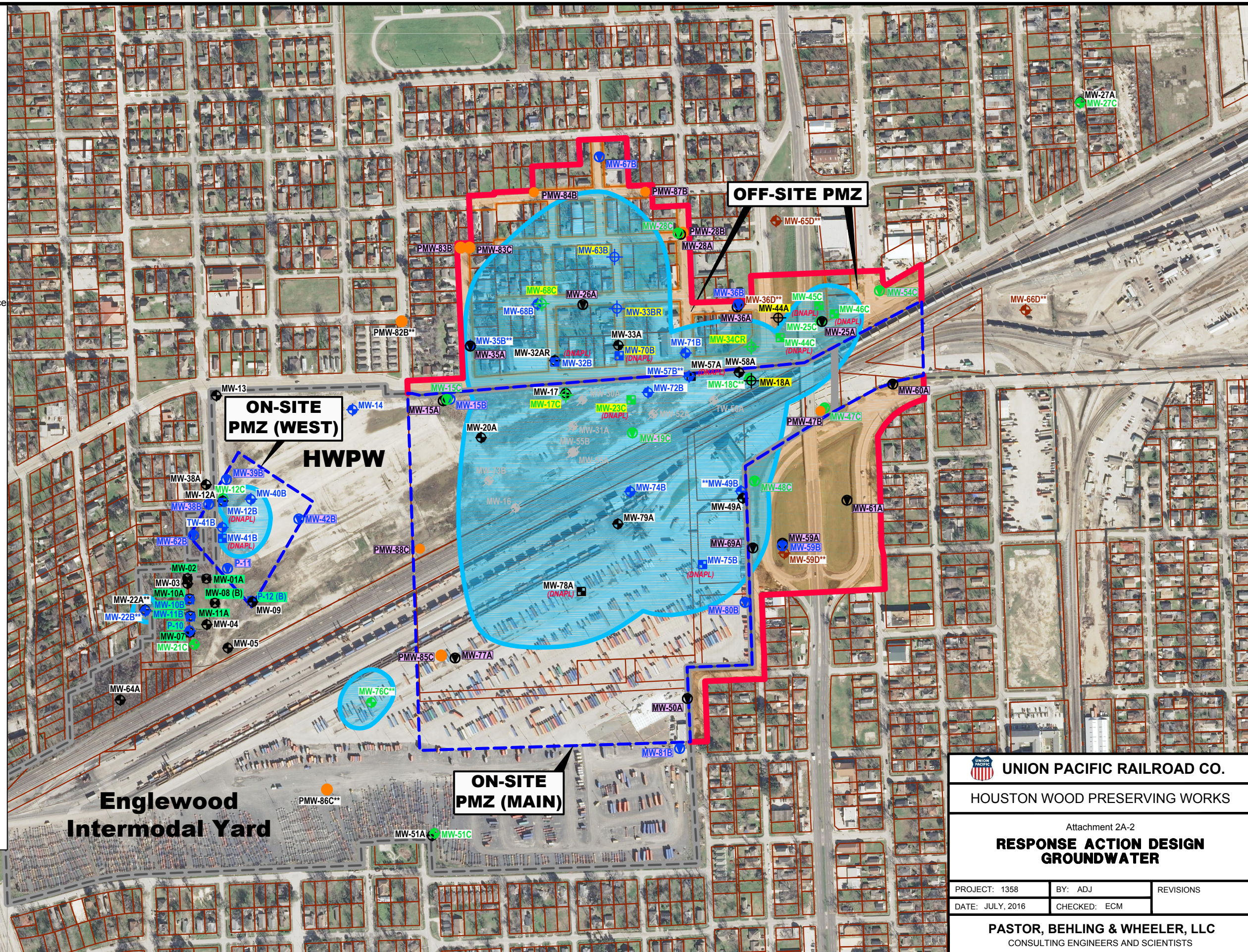
EXPLANATION

- UPRR Property Boundary
- Property Boundary (GIMS)
- ⊕ A-TZ Monitoring Well Location
- ⊕ B-CZ/B-TZ Monitoring Well Location
- ⊕ C-TZ Monitoring Well Location
- ⊕ D-TZ Monitoring Well Location
- ⊕ Corrective Action System Well (DNAPL Recovery)
- ⊕ Plugged and Abandoned
- ⊕ Groundwater PCLE Zones (A-TZ, B-CZ/B-TZ and C-TZ)
- ⊕ MW-26A Alternate Groundwater Point of Exposure (POE)
- ⊕ MW-18A Attenuation Monitoring Point (AMP)
- ⊕ MW-26A RCRA Unit No. 1 Point of Compliance (POC) Well
- Proposed Monitoring Well
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- On-Site PMZ
- Off-Site PMZ
- Off-Site PMZ City of Houston ROW

- Notes:**
1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.



Source:
 Parcel Boundaries: City of Houston Geographic Information & Management Systems (GIMS).
 Aerial: Houston-Galveston Area Council (HGAC) 2012 Aerial.



UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 2A-2		
RESPONSE ACTION DESIGN GROUNDWATER		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

ATTACHMENT 2B

PROPOSED WELL DESIGN

ATTACHMENT 2B – 1 PROPOSED MONITORING WELL NETWORK - UPDATED
ATTACHMENT 2B – 2 TYPICAL MONITORING WELL CONSTRUCTION

ATTACHMENT 2B

PROPOSED WELL DESIGN

Introduction

As detailed in RAP Worksheet 2.1, the following wells are proposed to be installed:

1. Point of Exposure Wells:
 - a. B-TZ/B-CZ: PMW-28B, PMW-47B, PMW-83B, PMW-84B, and PMW-87B
 - b. C-TZ: PMW-83C, PMW-85C, and PMW-88C
2. Corrective Action Observation Wells:
 - a. PMW-82B and PMW-86C
3. Replacement Wells:
 - a. A-TZ: MW-18AR and MW-22AR
 - b. B-TZ: MW-22BR

The proposed new wells and replacement wells are shown on Attachment 2B-1. Monitoring wells MW-22AR and 22BR are to be installed to replace damaged wells MW-22A and MW-22B, respectively. Details of the well installation are discussed below.

Permanent Monitoring Well Installation

Soil borings for monitoring wells will be advanced using hollow stem auger, mud rotary, or sonic drilling methods. Soil samples will be collected continuously from each boring and will be logged in the field for lithology and sedimentary structure. Soil headspace samples will be collected every two feet and screened in the field for total organic vapor concentrations. In addition, soil core samples will be visually inspected for contamination and non-aqueous phase liquid (NAPL) presence.

Soil borings that will be used for monitoring well installation will be advanced as necessary to identify the top and base of the targeted groundwater bearing-unit (GWBU) (i.e., A-TZ, B-TZ, C-TZ). Based on the boring logs for previous monitoring wells drilled at the Site, it is anticipated that these borings will be advanced to the following maximum depths (subject to field conditions):

- A-TZ: approximately 30 feet below ground surface (bgs)
- B-TZ/B-CZ: approximately 36 feet to 40 feet bgs
- C-TZ: approximately 70 feet bgs.

Although the proposed borings for wells below the A-TZ will be located away from areas where NAPL has been identified, surface or isolation casing (permanent isolation casing or temporary isolation casing using sonic drilling techniques) may be installed prior to penetration of any low permeability confining unit.

Permanent monitoring wells will be constructed after the total depth of the borehole is reached. Monitoring wells will be constructed using 2-inch or larger diameter, flush-joint-threaded Schedule 40 PVC casing and 0.010-inch slotted PVC screen. Other well casing and screen materials (i.e., stainless steel) may be used instead of PVC depending on the potential for exposure to NAPL. The specific well design will be determined in the field based on the observed lithology with the goal of screening the well at the base of the targeted GWBU. It is anticipated that each well screen will be approximately 10 feet in length, but shorter screen intervals may be installed for the B-CZ wells. After the boring is completed to the total depth, the casing and screen will be lowered into the borehole through the augers or sonic isolation casing.

Once the casing and screen are in place, the remaining well materials (filter sand, bentonite pellets, and cement/bentonite grout) will be added to the hole as the augers/sonic casings are slowly removed. Depths

to the top of the annular materials will be measured with a weighted, calibrated tape and recorded on the Well Completion Log. A bentonite seal layer will be installed on top of the filter sand and will be a minimum of 2 feet in thickness. The remainder of the borehole annulus will be filled with a Portland/bentonite grout (or bentonite pellets). Each well will be completed with either a flush-grade surface completion with a 2-foot by 2-foot pad or above grade within a protective casing on a 4-foot-by-4-foot concrete pad. If an above grade completion is constructed, bollards or bumper guards should be installed around the surface completion. Typical monitoring well completion details are shown on Attachment 2B-2. After construction, the position and elevation of each monitoring well will be surveyed by a licensed, professional surveyor relative to Texas State Plane Coordinates and mean sea level.

Monitoring Well Development

A minimum of 24 hours shall elapse after well construction and before well development to allow for bentonite hydration and grout set. Development will consist initially of surging and bailing or pumping; however, the specific development method will ultimately be decided by the field personnel based on the specific conditions encountered. Temperature, pH, specific conductivity, and turbidity will be monitored during purging. Development will continue until the well produces water with stable field parameter readings (i.e., temperature, pH, conductivity) and turbidity is below 10 NTU. At least five casing volumes of water will be removed from the well during development unless the well pumps dry. If the turbidity is not below 10 NTU after 10 casing volumes of water are removed from the well, then the final turbidity will be recorded and more aggressive development procedures such as air lifting may be considered.

Monitoring Well Documentation

Documentation of well installation and development will include field boring logs, monitoring well installation forms, well development forms, and any photographs. For wells installed within the City of Houston right of way (ROW), city permits will be required prior to installing the wells. Investigation-derived wastes (IDW), such as soil cuttings, decontamination fluids, or development water, generated from the drilling activities will be stored and disposed of in accordance with state and federal requirements. Documentation of the wastes disposed of as part of the well installation will be maintained.

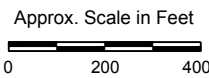
Following installation, a certification report will be submitted to the Texas Commission on Environmental Quality (TCEQ) detailing the well installation and related documentation.

FIGURES

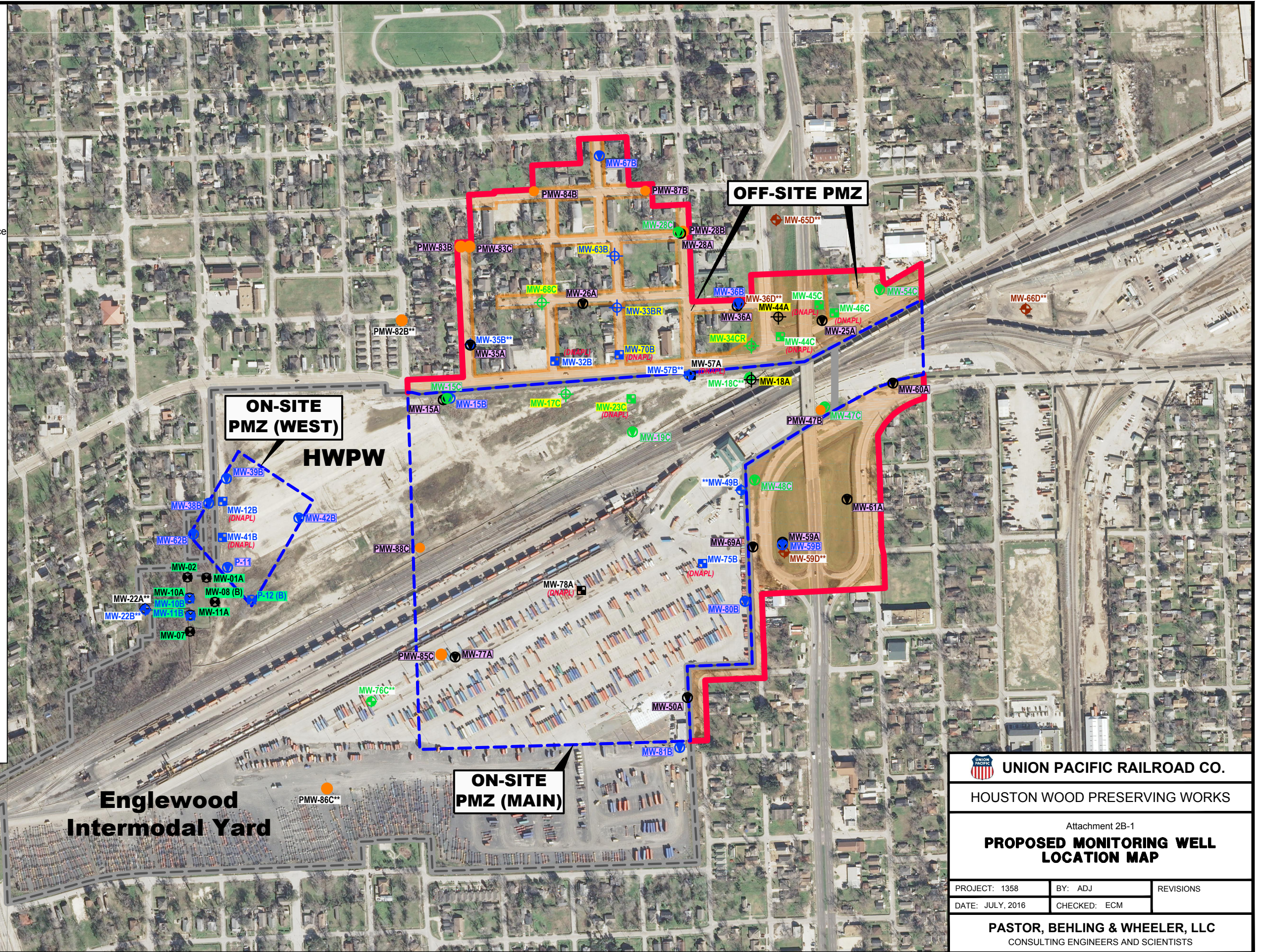
EXPLANATION

- UPRR Property Boundary
- ⊕ A-TZ Monitoring Well Location
- ⊕ B-CZ/B-TZ Monitoring Well Location
- ⊕ C-TZ Monitoring Well Location
- ⊕ D-TZ Monitoring Well Location
- ⊕ Corrective Action System Well (DNAPL Recovery)
- MW-26A Alternate Groundwater Point of Exposure (POE)
- MW-18A Attenuation Monitoring Point (AMP)
- MW-26A RCRA Unit No. 1 Point of Compliance (POC) Well
- Proposed Monitoring Well
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
 - On-Site PMZ
 - Off-Site PMZ
 - Off-Site PMZ City of Houston ROW

- Notes:**
1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.



Source:
 Parcel Boundaries: City of Houston Geographic Information & Management Systems (GIMS).
 Aerial: Houston-Galveston Area Council (HGAC) 2012 Aerial.



UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 2B-1 PROPOSED MONITORING WELL LOCATION MAP		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

Plume Management Zone	RAP Worksheet 2.1 Page 1 of 19	
	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

Complete this worksheet when a PMZ is proposed as part of the response action. Include in Attachment 2D a map of the proposed PMZ with alternate POE(s) and attenuation monitoring points identified and the current groundwater PCLE zone. If a PMZ is not proposed, do not submit this worksheet.

Groundwater-bearing unit **A-TZ**

Repeat this worksheet for each groundwater-bearing unit for which a PMZ is proposed.

Groundwater classification X 2 3

Provide justification as to why the PMZ is appropriate in accordance with §350.33(f)(4)(A). Include supporting documentation in Attachment 2E.

The on-site and off-site PMZs proposed as a response action for the A-TZ PCLE zone (Attachment 2D-1) ensures that COCs will not pose a potential unacceptable risk to human health or the environment as long as the AALs are not exceeded at the respective AMPs, and COC concentrations less than cPCLs at the proposed Alternate POE wells. PMZs are appropriate for this PCLE zone based on a relatively low groundwater velocity, overall stable/declining COC concentrations, the proposed institutional controls (deed recordation (on-site PMZs) and restrictive covenants (off-site PMZs)) on use of groundwater within the PCLE Zone, and the absence of any existing water supply wells within ½-mile of the Site. In addition, there are no surface water bodies at the Site or near the proposed PMZ; therefore, there is no potential for contaminating surface waters that would be hydraulically connected to groundwater. The City of Houston provides municipal water services for all properties within the Affected Property, so there is no human health complete pathway associated with this GWBU. The Site is also within the jurisdiction of the Harris-Galveston Subsidence District (HGSD), which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

The on-site and off-site PMZs proposed for the A-TZ PCLE zones consists of two components: 1) filing of institutional controls including deed recordation (UPRR-Owned properties) and restrictive covenants (off-site properties, City of Houston ROW) prohibiting the use of groundwater within the PMZs; and 2) performance of ongoing groundwater monitoring at the proposed AMPs and POE wells. The proposed deed recordation and restrictive covenant language, to be filed in the Harris County deed records, is included in Appendix 4.

As detailed in Attachment 1A, the PMZs for A-TZ were established using the July/August 2014 groundwater analytical data collected from the Site, in conjunction with trend analysis for groundwater analytical data from 2010 through 2014 (10 semi-annual sampling events). Comparing the maximum groundwater analytical data from the July/August 2014 groundwater sampling event to cPCLs, concentrations of 23 target COCs exceeded their respective cPCLs in at least one of the four GWBUs. For the A-TZ, the following 12 COCs were detected above cPCLs:

VOCs

- Benzene
- Methylene Chloride
- Vinyl Chloride

SVOCs

- 2,4-Dimethylphenol
- 2-Methylnaphthalene
- Benzo(a)anthracene
- Benzo(a)pyrene
- Bis(2-chloroethoxy)methane

Plume Management Zone	RAP Worksheet 2.1 Page 2 of 19	
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- Chlorobenzene (A-TZ only, one well)
- Dibenzofuran
- Naphthalene
- Phenol

Of those COCs, benzene, 2,4-dimethylphenol, 2-methylnaphthalene, dibenzofuran, and naphthalene are the most prominent COCs where the cPCL exceedances for these COCs define the PCLE Zone in the A-TZ. Therefore, the trend analyses and attenuation action levels were calculated for these five COCs (Attachment 2E). None of the COCs listed above were detected in the A-TZ at concentrations that exceeded the ^{Air}GW_{Inh-v} PCL.

The overall groundwater flow across the Site in the A-TZ is to east, until the Lockwood Street Bridge area on the far east side of the Site. As discussed in the APAR Addendum (PBW, 2009), there is a City of Houston 60-inch sanitary sewer line that cuts across the east end of the Site (Attachment 1A, Figure 5A-1) that flows north to south just west of the Lockwood Street Bridge. Based on a review of the City of Houston engineering drawing files for the sanitary sewer line, the sewer line potentially intersects the saturated A-TZ unit, and may be affecting the groundwater potentiometric surface elevation of the A-TZ (Attachment 1A, Figure 4C-1).

PBW installed a small diameter piezometer MW-69A in June 2010 in the City of Houston ROW along the west side of the sanitary sewer line south of MW-49A (Attachment 1A, Figure 1A) to evaluate the potential for site-specific COCs affecting the sanitary sewer. The location of the piezometer was chosen to evaluate if COCs in groundwater are travelling along the west side of the sanitary sewer line. Groundwater data from monitoring well MW-59A indicates that the COCs were not detected above PCLs east of the sanitary sewer line. In addition, PBW collected grab samples of fluid from the sanitary sewer line upgradient, within the Site, and downgradient of the Site to evaluate potential discharge of site-specific COCs detected in the A-TZ into the wastewater line (PBW, 2010). Samples from the sanitary sewer were collected from three manholes using a peristaltic pump and tubing inserted through the manhole covers.

Based on the analytical results from July 2010 through July/August 2014, none of the site-specific COCs have been detected above TRRP PCLs in the groundwater samples collected from MW-69A. Also, sanitary sewer water analytical results from the three sanitary sewer samples were also compared to TRRP Tier 1 PCLs for groundwater, even though the fluid in the line is not considered groundwater. Of the three samples collected in 2010, the only sample with concentrations greater than PCLs was the upgradient sample SSW1 that had a detection of bis(2-ethylhexyl)phthalate (0.0092 mg/L) above the ^{GW}GW_{ing} PCL of 0.006 mg/L; however, bis(2-ethylhexyl)phthalate is a common laboratory contaminant (as cited in 30 TAC§350.71(k)(2)(B)). The sanitary sewer sample analytical results suggest that there is not a significant mass loading of COCs from groundwater into the sanitary sewer.

As discussed in Worksheet 2.3, a TI Zone will also be established for areas where DNAPL has been detected in monitoring wells or observed in the soil boring log for the GWBUs on site and off site. Details of the TI Zone are provided in Attachment 2G.

In accordance with §350.33(f)(4)(A), both PMZs for the A-TZ Unit will be actively monitored (semi-annually). MNA will be used as a control response for the Site.

Plume Management Zone	RAP Worksheet 2.1 Page 3 of 19	
	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

Is the alternate POE proposed to be beyond the current limits of the PCLE zone? Yes No
 If yes, how far? Approximately 400 feet (§350.37(l) or (m) as applicable)
 Is it to be off-site? Yes No

On an off-site property that currently does not contain a residential-based groundwater PCLE zone?
 Yes No -

If yes and this is a Class 2 groundwater, provide the basis for concluding that this groundwater does not have a reasonably anticipated future beneficial use (§350.37(l)(3)).

The residential-based PCLE zone extends onto the off-site properties (to the north and to the east in the residential area), and on to the City of Houston ROW. The proposed PMZs extend to the closest monitoring wells where COC concentrations in groundwater are less than the cPCL based on the groundwater data collected in July/August 2014. As previously discussed, the City of Houston provides municipal water services for all properties within the Affected Property, so there is no current beneficial use for the GWBU. The Site is also within the jurisdiction of the HGSD, which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions for small domestic wells, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

Therefore, with the City of Houston providing water for the area, and financial disincentives placed on shallow groundwater use by the HGSD (which the Texas Supreme Court ruled in favor of the HGSD in 1977 to protect public welfare by limiting harmful pumping, which was causing ground subsidence of the land resulting in flooding (*Beckendorff v. Harris-Galveston Coastal Subsidence District (1977)*), the shallow groundwater does not have a reasonably anticipated future beneficial use in the area.

Is NAPL present? Yes No

If so, describe how the response action will achieve the performance criteria in §350.33(f)(4)(E).

§350.33(f)(4)(E) The person is required to reduce NAPLs which contain COCs in excess of PCLs within a plume management zone to the extent practicable. In the determination of adequate NAPL reduction, the executive director may consider conformance with the following criteria and other relevant factors:

- (i) readily recoverable NAPLs have been recovered;*
- (ii) the NAPLs will not generate explosive conditions as defined in §350.31(c) of this title (relating to General Requirements for Remedy Standards);*
- (iii) the NAPLs will not discharge to the ground surface, to surface waters, to structures, or to other groundwater-bearing units;*
- (iv) the vertical and lateral extent of NAPLs will not increase under natural conditions, or sufficient NAPLs have been recovered such that an active recovery system can be demonstrated to effectively control or contain migration of NAPLs (i.e., no increased NAPL extent); and*
- (v) the NAPLs will not result in the critical groundwater PCLs being exceeded at the downgradient boundary of the plume management zone or in the critical PCLs for other environmental media being exceeded at the applicable POE.*

To address the NAPL in the TI Zones for the A-TZ, the NAPL response action objectives and endpoints using TCEQ Guidance TRRP-32 (Risk-Based NAPL Management) will be achieved through control via TI based on the occurrence of DNAPL in wells completed in the A-TZ. For areas where either creosote NAPL was noted in the soil boring log in the saturated zone or is detected in monitoring wells (i.e., MW-57A and MW-78A), the TI demonstration details the difficulty of achieving groundwater PCLs in these

Plume Management Zone	RAP Worksheet 2.1 Page 4 of 19	
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areas because of complex hydrogeology and physical nature of creosote (discussed in Worksheet 2.3). The control endpoint will be to control the soluble NAPL fraction sufficient to create stable or shrinking PCLE zones. Methods to control the creosote DNAPL will include recovery (recover readily recoverable creosote DNAPL from wells with DNAPL present) at the NAPL source zone so that the dissolved-phase groundwater PCLE zone is stable (or shrinking) and the PCLE performance objectives for the TI-based “no growth” PMZs can be met, including no cPCL exceedances at the alternate POE wells.

Therefore, since the wells with DNAPL lie within the proposed TI Zones (On-site and Off-Site), the current response objective per the TCEQ Guidance is to ensure compliance of NAPL in the TI Zone through control. Readily recoverable NAPL will be recovered from wells on a monthly basis in order to control potential migration from the TI Zone. In addition, institutional controls on groundwater use will be implemented to protect exposure to residual NAPL in the GWBUs.

DNAPL recovered as part of the corrective action will be stored on-site in DOT approved drums within the CSA (Unit 4), and then disposed of in accordance with all applicable laws and regulations within the applicable timeframes.

If this is a Class 2 groundwater, explain how the response action will ensure that leachate from the surface soil and subsurface soil PCLE zones will not increase concentration of COCs greater than the current measured concentrations (at time of RAP submittal). (§350.33(a)(2))

Groundwater monitoring has been on-going at the Site since 1997. Current and historical groundwater data from the A-TZ source areas (SWMU 4, 5, 8) (Attachment 1B), especially wells with data going back to 1997, suggest that the COC concentrations in the A-TZ groundwater plume were historically higher compared to present day data. Overall the primary COC concentrations are stable or decreasing. The few wells with increasing concentrations either contain DNAPL or had DNAPL noted in the GWBU on the soil boring log. Therefore, the COCs in the vadose zone (surface and subsurface soil) have reached a point where the mass loading to the A-TZ has reached a state of equilibrium and continued leachate migration to groundwater from surface or subsurface soil will not cause expansion of the groundwater PCLE Zone for the A-TZ. In addition, with the proposed PMZ for the Site, groundwater monitoring as part of the PMZ will be used to confirm that any potential leachate in the surface and subsurface soils will not cause an increase in COC concentrations in groundwater at the POE in excess of the groundwater PCL.

As part of the response action for the surface and subsurface soils in the former HWPW area, the proposed response will be to construct a capped area over the surface soil PCLE Zone. Even though the cap is not designed for hydraulic control, the cap will be constructed with compacted clay and vegetation and sloped to drain storm water. The design of the cap (sloped and vegetated) will minimize infiltration across the surface soil PCLE Zone and reduce leachate migration from the vadose zone to the A-TZ.

Provide the basis that the COCs will not migrate beyond the downgradient boundary of the PMZ at concentrations above the critical PCL. Include supporting documentation in Attachment 2E.

Since the Site was first developed for creosoting operations in 1899, various releases over time likely occurred until the Site operations ceased in 1984. The facility was dismantled in the early 1990s. There have been no other operations at the former HWPW Site in over 30 years. Given the long period of time since releases have occurred at the Site, impacts to surface soils that have migrated to the A-TZ

Plume Management Zone	RAP Worksheet 2.1 Page 5 of 19	
	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

groundwater have likely reached a state of equilibrium, as discussed above. This is supported with the A-TZ groundwater analytical data that indicate the distribution of COCs dissolved in Site groundwater is relatively stable in the source areas. The concentration vs time graphs presented in Attachment 1B-1 through 1B-15 indicate that most of the groundwater COC concentrations are remaining relatively stable. This is confirmed for most of the wells with the Mann-Kendall statistical analysis included in Attachment 2E, except for the following wells:

- For wells MW-12A and MW-18A in the source areas, the Mann-Kendall trend analysis for 2-methylnaphthalene (MW-18A) and dibenzofuran (MW-12A and MW-18A) show increasing trends from 2010 to 2014. However, for both MW-12A and MW-18A, both 2-methylnaphthalene (Attachment 1B-3) and dibenzofuran (Attachment 1B-4) concentrations were greater in 2001 to 2002 compared to recent concentrations.
- An increasing trend for naphthalene in MW-15A was noted, but similar to MW-12A and MW-18A, the highest concentrations in this well were detected in 2001 to 2003 sampling events. None of the COCs were detected above cPCLs during the most recent sampling event.
- Increasing trends for 2-methylnaphthalene, dibenzofuran, and naphthalene were calculated for off-site well MW-33A (with probably increasing trends for benzene and 2,4-dimethylphenol); however, the most recent groundwater data indicate COC concentrations less than cPCLs.
- Increasing trends for benzene and 2-methylnaphthalene were calculated for off-site well MW-44A; however, the most recent groundwater data indicate COC concentrations less than cPCLs.

Therefore, the increasing trends calculated may be due to fluctuations over time rather than indicative of additional release causing the apparent increase. As shown on Attachment 1A, Figure 5B-20, the groundwater PCLE Zone for the A-TZ has remained stable over the past four years.

The downgradient boundary of the on-site and off-site A-TZ PMZ is located at monitoring wells MW-25A, MW-26A, MW-28A, MW-36A, MW-59A, MW-60A, MW-61A, and MW-69A (alternate points of exposure) (Attachment 2D-1). As previously discussed, there appears to be a groundwater divide near MW-44A on the north end and MW-49A/MW-59A on the south end just east of MW-18A (Attachment 1A, Figure 5A-1), which lines up with the 60-inch sanitary sewer line that runs north-south. Wells MW-25A, MW-59A, MW-60A, and MW-61A appear to be east of the groundwater divide. This is supported with by the low concentrations of COCs in these wells (Attachment 1A, Figure 5B-1). Fluid samples collected from the sanitary sewer line in 2010 did not indicate a significant loading of COC concentrations into the sewer line; however, the sewer line appears to serve as the downgradient groundwater control for the PMZ. Therefore, it is not anticipated that the on-site and off-site A-TZ groundwater PCLE zone will migrate beyond the proposed A-TZ PMZ boundary.

Attenuation Action Levels (AALs) have been established for Attenuation Monitoring Points (AMPs) within the centerline of the A-TZ plume in order to ensure groundwater COC concentrations do not exceed the cPCLs at the alternate point of exposure (POE) wells. Details on AAL development are provided in Attachment 2E. However, given the complex hydrogeology in the A-TZ, the primary monitoring points for the on-site and off-site PMZs will be at the proposed alternate POE wells. The proposed POE wells are shown on Attachment 2D-1.

Details of the monitoring plan for the A-TZ PMZ are provided in Worksheet 3.1 and Appendix 6.

Describe the methods used to determine that there are no artificial penetrations which can allow COCs to migrate from the groundwater PCLE zone to currently unaffected groundwater-bearing units. Include supporting documentation in Attachment 2E.

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	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

An on-site field survey and water-well data search was conducted, indicating no potential vertical artificial penetrations that would act as a conduit for migration of shallow groundwater into the underlying groundwater formation. However, as discussed in the APAR Addendum (PBW, 2009), two sets of fiber optic lines, Level 3 Communications and Qwest, run along the north side of the rail main lines across the entire length of the Site (Attachment 1A, Figure 5A-1). Based on conversations with both Level 3 Communications and Qwest representatives, the fiber lines run underneath SWMUs 2, 5, 4, 8, and 10/11. The fiber lines run directly underneath the drainage ditch southwest of the Site and under the SDD about 3 to 5 feet bgs. The Level 3 Communications line reportedly was directionally bored to a depth of 40 to 45 feet bgs underneath the Original and Recent Process Areas (SWMU Nos. 5 and 4, respectively) and under the AST Area (SWMU No. 8). The Qwest fiber line reportedly runs 10 to 15 feet northwest and parallel of the main rail line, and is about 5 to 10 feet bgs through the Site. Just east of SWMU No. 8, both fiber lines return to approximately 4 to 6 feet below grade and continue running northeast parallel to the rail main line. The Level 3 Communications line may act as an artificial penetration since the reported depths of the line go through both the A-TZ and into the B-CZ immediately below the primary source areas. Given the depth of the fiber optic line is below the A-TZ and likely below the B-TZ (or carbonate seams within the B-CZ), monitoring well MW-19C will continue to be monitored to evaluate if the directional bored fiber optic lines are creating a preferential pathway for COCs to migrate to the C-TZ GWBU.

In addition to the fiber lines, three City of Houston utilities were identified in the previous APAR (PBW, 2009) that cut across the Site oriented north-south just west of the Lockwood Street Bridge: 1) 60-in wastewater line, 2) 84-in water line, and 3) a 42-in storm sewer line (PBW, 2009). Through a review of the utility drawing files obtained from the City of Houston Public Works Survey Department, two of the underground utility lines (the 60-in sanitary sewer line and the 84-in water line) appear to be at depths that potentially intersect the uppermost GWBU A-TZ. The estimated depths of the utilities based on the city drawings are shown on the Geologic Cross Sections A-A', B-B', and C-C' (Attachment 1A, Figure 4C-1). The estimated base depth of the 60-in wastewater line and the 84-in water line where Cross Section B-B' crosses the utility lines is approximately 23 feet bgs (approximate elevation of 26 feet HVD). It is highly unlikely that A-TZ groundwater is seeping into the 84-in water line, given the line is under pressure (flow is south to north), constructed with welded steel pipe, and is relatively new (constructed in 2000). Sampling of the 60-in sanitary sewer line was conducted in 2010, as previously discussed.

List the attenuation action level determined for each attenuation monitoring point. Illustrate the proposed attenuation monitoring points and the groundwater PCLE zone on the map in Attachment 2D. Include all calculations and other methods of determining the attenuation action levels in Attachment 2E.

COC	Attenuation Monitoring Point (well number)	Attenuation Action Level (mg/L)	Attenuation Action Level limited by ^{Air} GW _{Inh-V} or existing COC concentration? Y/N
Benzene	MW-18A	1.5	N
	MW-44A	0.0132	N
	MW-25A	0.005 (cPCL)	N
2,4-Dimethylphenol	MW-18A	24	NA
	MW-44A	1.251	NA
	MW-25A	0.49 (cPCL)	NA
2 Methylnaphthalene	MW-18A	1.5	NA
	MW-44A	0.189	NA
	MW-25A	0.098 (cPCL)	NA
Dibenzofuran	MW-18A	0.52	NA
	MW-44A	0.147	NA
	MW-25A	0.098 (cPCL)	NA
Naphthalene	MW-18A	26.16	N
	MW-44A	1.424	N
	MW-25A	0.49 (cPCL)	N

Note: Attenuation Action Levels were not developed for other COCs since the primary COCs listed above define the PCLE Zone.

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Groundwater-bearing unit **B-CZ/B-TZ**

Repeat this worksheet for each groundwater-bearing unit for which a PMZ is proposed.

Groundwater classification **X** 2 3

Provide justification as to why the PMZ is appropriate in accordance with §350.33(f)(4)(A). Include supporting documentation in Attachment 2E.

The two On-site PMZs (On-Site PMZ (Main) and On-Site PMZ (West)) and Off-Site PMZs proposed (Attachment 2D-2) as a response action for the B-CZ/B-TZ PCLE zone ensures that COCs will not pose a potential unacceptable risk to human health or the environment as long as the AALs are not exceeded at the respective AMPs and exceedances of cPCLs at the proposed alternate POE wells. Both the on-site and off-site PMZs are appropriate for this PCLE zone based on a low groundwater velocity (hydraulic conductivities are indicative of saturated soils in the B-CZ (see Attachment 1A)), overall stable/declining COC concentrations, the proposed institutional controls (deed recordation and restrictive covenants) on use of groundwater within the PCLE Zone, and the absence of any existing water supply wells within ½-mile of the Site. In addition, there are no surface water bodies at the Site or near the proposed PMZs; therefore, there is no potential for contaminating surface waters that would be hydraulically connected to groundwater. The City of Houston provides municipal water services for all properties within the Affected Property, so there is no complete human health pathway associated with this GWBU. The Site is also within the jurisdiction of the HGSD, which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

The PMZs proposed for the B-CZ/B-TZ PCLE zones consists of two components: 1) filing of institutional controls including deed recordation (UPRR-Owned properties – on-site PMZ)) and restrictive covenants (off-site properties – off-site PMZ)) prohibiting the use of groundwater within the PMZs; and 2) performance of ongoing groundwater monitoring. The proposed deed recordation and restrictive covenant language, to be filed in the Harris County deed records, is included in Appendix 4.

As detailed in Attachment 1A, the B-CZ/B-TZ on-site and off-site PMZs were established using the July/August 2014 groundwater analytical data collected from the Site, in conjunction with trend analysis for groundwater analytical data from 2010 through 2014 (10 semi-annual sampling events, Attachment 2E) and development of attenuation action levels from groundwater data collected from 2006 through 2014. Comparing the maximum groundwater analytical data from the July/August 2014 groundwater sampling event to cPCLs, concentrations of 23 target COCs exceeded their respective cPCLs in at least one of the four GWBUs. For the B-CZ/B-TZ, the following 14 COCs were detected above cPCLs (using Class 2 groundwater PCLs for both the B-TZ and B-CZ (see Attachment 1A for discussion on B-CZ as a saturated soil):

VOCs

- Benzene
- Ethylbenzene (B-CZ only)
- Methylene Chloride
- Toluene (B-CZ only)
- Vinyl Chloride

SVOCs

- 2,4-Dimethylphenol
- 2,6-Dinitrotoluene
- 2-Methylnaphthalene
- Benzo(a)anthracene
- Benzo(a)pyrene
- Bis(2-chloroethoxy)methane
- Dibenzofuran

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- Naphthalene
- Phenol

Similar to the A-TZ PCLE Zone, benzene, 2,4-dimethylphenol, 2-methylnaphthalene, dibenzofuran, and naphthalene are the most prominent COCs where the cPCL exceedances for these COCs define the PCLE Zone in the B-CZ/B-TZ. Therefore, the trend analyses were conducted for these five COCs (Attachment 2E).

Since there are two distinct groundwater PCLE Zones further than 500 feet apart within the B-CZ and B-TZ, two separate on-site PMZs were established (Attachment 2D-2):

1. On-Site PMZ (Main)
2. On-Site PMZ (West)

As discussed in Worksheet 2.3, a TI Zone will also be established for areas where DNAPL has been detected in monitoring wells or observed in the soil boring log for the GWBUs on site and off site. Details of the TI Zone are provided in Attachment 2G.

In accordance with §350.33(f)(4)(A), the on-site and off-site PMZs for the B-CZ and B-TZ Unit will be actively monitored (semi-annually). MNA will be used as a control response for this unit.

Is the alternate POE proposed to be beyond the current limits of the PCLE zone? Yes No
If yes, how far? Approximately 150 feet downgradient (\$350.37(l) or (m) as applicable)
Is it to be off-site? Yes No
On an off-site property that currently does not contain a residential-based groundwater PCLE zone?
 Yes No

If yes and this is a Class 2 groundwater, provide the basis for concluding that this groundwater does not have a reasonably anticipated future beneficial use (§350.37(l)(3)).

The residential-based PCLE zone extends onto the off-site properties (to the north and to the east in the residential area), and on to the City of Houston ROW. The proposed PMZs extend to the closest monitoring wells where COC concentrations in groundwater are less than the cPCL based on the groundwater data collected in July/August 2014. As previously discussed, the City of Houston provides municipal water services for all properties within the Affected Property, so there is no current beneficial use for the GWBU. The Site is also within the jurisdiction of the HGSD, which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions for small domestic wells, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

Therefore, with the City of Houston providing water for the area, and financial disincentives placed on shallow groundwater use by the HGSD (which the Texas Supreme Court ruled in favor of the HGSD in 1977 to protect public welfare by limiting harmful pumping, which was causing ground subsidence of the land resulting in flooding (*Beckendorff v. Harris-Galveston Coastal Subsidence District (1977)*), the shallow groundwater does not have a reasonably anticipated future beneficial use in the area.

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Is NAPL present? X Yes No

If so, describe how the response action will achieve the performance criteria in §350.33(f)(4)(E).

To address the NAPL in the TI Zone for the B-CZ/B-TZ, the NAPL response action objectives and endpoints using TCEQ Guidance TRRP-32 (Risk-Based NAPL Management) will be achieved through control via TI based on the occurrence of DNAPL in wells completed in the B-CZ/B-TZ. For areas where either creosote NAPL was noted in the soil boring log in the saturated zone or is detected in monitoring wells (i.e., MW-12B, MW-32B, MW-41B, MW-70B, MW-75B and MW-78A, and observed DNAPL in soil borings (Attachment 1A, Figure 5A-6)), the TI demonstration details the difficulty of achieving groundwater PCLs in these areas because of complex hydrogeology (B-CZ consists of thin carbonate seams with average hydraulic conductivity of approximately 2×10^{-7} cm/sec (Attachment 1A)) and physical nature of creosote (discussed in Worksheet 2.3). The control endpoint will be to control the soluble NAPL fraction sufficient to create stable or shrinking PCLE zones. Methods to control the creosote DNAPL will include recovery (recover readily recoverable creosote DNAPL from wells with DNAPL present) at the NAPL source zone so that the dissolved-phase groundwater PCLE zone is stable (or shrinking) and the PCLE performance objectives for the overall TI-based “no-growth” PMZ (includes on-site and off-site PMZs) can be met, including no cPCL exceedances at the alternate POE wells.

Therefore, since the wells with DNAPL present lie within the proposed TI Zones (On-site and Off-Site), the current response objective per the TCEQ Guidance is to ensure compliance of NAPL zone in the TI Zone through control. Readily recoverable NAPL will be recovered from wells on a monthly basis in order to control potential migration from the TI Zone. In addition, institutional controls on groundwater use will be implemented to protect exposure to residual NAPL in the GWBUs.

DNAPL recovered as part of the corrective action will be stored on-site in DOT approved drums within the CSA (Unit 4), and then disposed of in accordance with all applicable laws and regulations within the applicable timeframes.

If this is a Class 2 groundwater, explain how the response action will ensure that leachate from the surface soil and subsurface soil PCLE zones will not increase concentration of COCs greater than the current measured concentrations (at time of RAP submittal). (§350.33(a)(2))

With the B-CZ/B-TZ underlying the A-TZ, see response to this question for the A-TZ unit.

Provide the basis that the COCs will not migrate beyond the downgradient boundary of the PMZ at concentrations above the critical PCL. Include supporting documentation in Attachment 2E.

As discussed for the A-TZ PMZs, wood treating operations began at the Site over 115 years ago and continued until about 30 years ago. Given the long period of time since releases have occurred at the Site, creosote DNAPL and related COCs has migrated from the vadose zone (surface and subsurface soils) to the A-TZ groundwater, then to the B-CZ/B-TZ. There are two main areas within the B-CZ/B-TZ where the DNAPL has migrated and resulted in a PCLE Zone:

1. On-Site PMZ (Main)/Off-Site PMZs - Centered in the northeast part of the Site near SWMUs 4, 5, and 8, onto the eastern portion of the Englewood Intermodal Yard, and extending off-site (Off-Site PMZs) to the north of the Site; and
2. On-Site (West) - On the west side of the Site near MW-12B and MW-41B.

On-Site PMZ (Main)/Off-Site PMZs (including City of Houston ROW):

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For the area centered over the northeast portion of the Site, predominately off-site, DNAPL has been either observed in the monitoring well soil borings (i.e., MW-35B, MW-63B, MW-68B, and others) or has been detected in the wells (i.e., MW-32B, MW-70B, MW-75B) that fall within the B-CZ/B-TZ groundwater PCLE Zone (Attachment 1A, Figure 5A-6). The fact that the PCLE Zone in the B-CZ is closely tied to where NAPL was observed suggests that there is both not a high rate of dissolved constituent migration beyond the DNAPL areas either on-site or off-site. Also groundwater velocities through the B-CZ are very low given the low hydraulic conductivity of the carbonate gravel seams within the clay unit. Proposed POE wells MW-15B, MW-36B, MW-59B, MW-67B, MW-80B and MW-81B show either no detections of the COCs or relatively stable COC concentrations well below the RALs (Attachment 1B-11 through 1B-15). This is supported with the B-CZ/B-TZ groundwater analytical data that indicate the distribution of COCs dissolved in Site groundwater is relatively stable in the source areas.

For wells with concentrations near or above cPCLs, the concentration vs time graphs presented in Attachment 1B indicate that groundwater concentrations are remaining relatively stable, which is confirmed with the Mann-Kendall statistical analysis (Attachment 2E), except for MW-49B, MW-70B and MW-74B. Mann-Kendall trend analyses of the groundwater data from MW-49B indicate increasing trends for 2,4-dimethylphenol, 2-methylnaphthalene, and naphthalene; and probably increasing trends for benzene and dibenzofuran using data from 2010 through 2014. Benzene concentrations in well MW-70B indicate a Mann-Kendall increasing trend; however, DNAPL is present in the well. An increasing trend was noted for 2-methylnaphthalene in MW-74B. There have been only five sampling events from MW-74B; therefore, the trends may be indicative of seasonal variation rather than a true increase that will be confirmed with additional sampling. Both MW-70B and MW-74B are located within the central portion of the plume. As shown on Attachment 1A-Figure 5B-21, the overall groundwater PCLE Zone for the B-CZ/B-TZ has remained stable over the past four years.

In addition, migration of either DNAPL or dissolved-phase COCs in the B-CZ is not likely to extend beyond the current impacted areas based on the very low hydraulic conductivity of the wells north of the Site (consistently less than 1×10^{-5} cm/sec as discussed in Attachment 1A).

On-Site PMZ (West):

On the west side of the Site, the B-TZ groundwater PCLE zone appears to be confined to three wells: MW-12B, MW-40B, and MW-41B. Historically, wells MW-12B and MW-41B have had DNAPL in-well thicknesses as thick as 15 feet (MW-12B) and 22.8 feet (MW-41B). Both wells are part of the on-going DNAPL recovery activities. In 2009, monitoring well (test well) TW-41B was installed about 40 feet north of MW-41B between MW-41B and MW-12B to serve as a possible DNAPL recovery well. The well was constructed to the same general elevations and screened intervals as MW-41B (Attachment 1A, Figure 4C-3). However, no DNAPL has been detected in TW-41B, and groundwater samples from the well have been less than RALs.

The boundary of the B-TZ PMZ on the west side is located at monitoring wells MW-38B, MW-39B, MW-42B, MW-62B, P-12, and P-11 (alternate POE wells) (Attachment 2D-2). Groundwater analytical data from these west perimeter wells indicate COC concentrations less than cPCLs, and most show either no trend or decreasing trends (Attachment 1B-16 through 1B-20). Monitoring well MW-38B is located approximately 50 feet west of MW-12B. The viscosity of the DNAPL from MW-12B was tested in 2007 with a reading of 192 centipoises, indicating a relatively viscous liquid. With groundwater data less than cPCLs in the wells in close proximity of the wells with DNAPL, this supports the limited dissolved COC migration in the area. Therefore, it is not anticipated that the B-TZ groundwater PCLE zone will migrate beyond the proposed B-CZ/B-TZ PMZ boundary.

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For the B-CZ groundwater PCLE Zone on the northeast side of the Site, AALs were established for sampling points leading from MW-70B (off-site, and contains DNAPL) to MW-67B (Attachment 2E-6 through 2E-10 for benzene, 2,4-dimethylphenol, 2-methylnaphthalene, dibenzofuran, and naphthalene, respectively) in order to ensure groundwater COC concentrations do not exceed the cPCLs at the point of exposure (MW-67B). Details on AAL development are provided in Attachment 2E. POE wells for the north and east sides of the B-CZ PMZ are shown on Attachment 2D-2. Four additional B-TZ/B-CZ wells (PMW-83B, PMW-84B, PMW-87B, and PMW-28B (“P” indicates proposed and will be removed from the well identification once installed)) are proposed to be installed north of the Site and one additional well (PMW-47B) will be installed on the east side of the PMZ to serve as alternate POE wells and monitor the PMZ (Attachment 2D-2). An additional corrective action observation well (PMW-82B) will be installed to the west of MW-35B. Details of the well installation are provided in Attachment 2B.

Describe the methods used to determine that there are no artificial penetrations which can allow COCs to migrate from the groundwater PCLE zone to currently unaffected groundwater-bearing units. Include supporting documentation in Attachment 2E.

The site-related contaminants and DNAPL have been detected in the B-CZ/B-TZ, and underlying C-TZ. PMZs are also proposed for the other GWBUs at the Site. Groundwater wells were installed in the underlying D-TZ, and until the July/August 2014 groundwater sampling event, Site-related COC concentrations have been below RALs in those wells.

An on-site field survey and water-well data search was conducted, indicating no potential artificial vertical penetrations that would act as a conduit for migration of shallow groundwater into the underlying groundwater formation. A discussion on underground utilities for A-TZ and possible communication with the B-CZ and deeper C-TZ is provided under the A-TZ summary (see RAP Worksheet 2.1, Page 13).

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List the attenuation action level determined for each attenuation monitoring point. Illustrate the proposed attenuation monitoring points and the groundwater PCLE zone on the map in Attachment 2D. Include all calculations and other methods of determining the attenuation action levels in Attachment 2E.

COC	Attenuation Monitoring Point (well number)	Attenuation Action Level (mg/L)	Attenuation Action Level limited by AirGW_{Inh-V} or existing COC concentration? Y/N
Benzene	MW-70B	38.45	Y -23 mg/L (Res, 30-ac Source)
	MW-33BR	3.259	N
	MW-63B	0.210	N
	MW-67B	0.005 (cPCL)	N
2,4-Dimethylphenol	MW-70B	72	NA
	MW-33BR	18.18	NA
	MW-63B	3.94	NA
	MW-67B	0.49 (cPCL)	NA
2 Methylanthalene	MW-70B	2.399	NA
	MW-33BR	0.993	NA
	MW-63B	0.3727	NA
	MW-67B	0.098 (cPCL)	NA
Dibenzofuran	MW-70B	0.6483	NA
	MW-33BR	0.3850	NA
	MW-63B	0.2158	NA
	MW-67B	0.098 (cPCL)	NA
Naphthalene	MW-70B	87.86	Y – 41 mg/L (>S) (Res, 30-ac Source)
	MW-33BR	21	N
	MW-63B	4.281	N
	MW-67B	0.49 (cPCL)	N

Note: Attenuation Action Levels were not developed for other COCs since the primary COCs listed above define the PCLE Zone.

The proposed PMZ and AMPs for the B-CZ/B-TZ are shown on Attachment 2D-2.

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Groundwater-bearing unit C-TZ

Repeat this worksheet for each groundwater-bearing unit for which a PMZ is proposed.

Groundwater classification X 2 3

Provide justification as to why the PMZ is appropriate in accordance with §350.33(f)(4)(A). Include supporting documentation in Attachment 2E.

The on-site and off-site PMZs proposed (Attachment 2D-3) as a response action for the C-TZ PCLE zone ensures that COCs will not pose a potential unacceptable risk to human health or the environment as long as the AALs are not exceeded at the respective AMPs or exceeds the cPCL at the alternate POE wells. The PMZs are appropriate for this PCLE zone based on a low groundwater velocity, stable/declining COC concentrations, the proposed institutional controls (deed recordation and restrictive covenants) on use of groundwater within the PCLE Zone, and the absence of any existing water supply wells within ½-mile of the Site. In addition, there are no surface water bodies at the Site or near the proposed PMZs; therefore, there is no potential for contaminating surface waters that would be hydraulically connected to groundwater. The City of Houston provides municipal water services for all properties within the Affected Property, so there is no complete human health pathway associated with this GWBU. The Site is also within the jurisdiction of the HGSD, which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

The PMZs proposed for the C-TZ PCLE zones consists of two components: 1) filing of institutional controls including deed recordation (UPRR-Owned properties – on-site PMZ)) and restrictive covenants (off-site properties – Off-Site PMZ and Off-Site PMZ City of Houston ROW)) prohibiting the use of groundwater within the PMZs; and 2) performance of ongoing groundwater monitoring at the AMP and POE wells. The proposed deed recordation and restrictive covenant language, to be filed in the Harris County deed records, is included in Appendix 4.

The on-site and off-site PMZs for C-TZ were established using the July/August 2014 groundwater analytical data collected from the Site (Attachment 1A), in conjunction with trend analysis for groundwater analytical data from 2010 through 2014 (10 semi-annual sampling events) and development of attenuation action levels from groundwater data collected from 1997 through 2014. Comparing the maximum groundwater analytical data from the July/August 2014 groundwater sampling event to cPCLs, concentrations of 23 target COCs exceeded their respective cPCLs in at least one of the four GWBUs. For the C-TZ, the following 19 COCs were detected above cPCLs:

VOCs

- Benzene
- Methylene Chloride

SVOCs

- 2,4-Dimethylphenol
- 2,6-Dinitrotoluene
- 2-Methylnaphthalene
- Acenaphthene (one well*)
- Anthracene (one well*)
- Benzo(a)anthracene
- Benzo(a)pyrene
- Bis(2-chloroethoxy)methane (one well*)
- Chrysene (one well*)

SVOCs (cont)

- Dibenzofuran
- Fluoranthene (one well*)
- Fluorene (one well*)
- Naphthalene
- Pentachlorophenol
- Phenanthrene (one well*)
- Phenol
- Pyrene (one well*)

* - COC only detected in wells with DNAPL present

Similar to the A-TZ PCLE Zone, benzene, 2,4-dimethylphenol, 2-methylnaphthalene, dibenzofuran, and naphthalene are the most prominent COCs where the cPCL exceedances for these COCs define the PCLE Zone in the C-TZ. Therefore, the trend analyses were conducted for these five COCs (Attachment 2E).

As discussed in Worksheet 2.3, a TI Zone will also be established for areas where DNAPL has been detected in monitoring wells or observed in the soil boring log for the GWBU (Attachment 2G).

In accordance with §350.33(f)(4)(A), the PMZ for the C-TZ Unit will be actively monitored (semi-annually). MNA will be used as a control response for this unit.

Is the alternate POE proposed to be beyond the current limits of the PCLE zone? Yes No
 If yes, how far? Approximately 100 feet (\$350.37(l) or (m) as applicable)
 Is it to be off-site? Yes No
 On an off-site property that currently does not contain a residential-based groundwater PCLE zone?
 Yes No - The residential-based PCLE zone extends onto the off-site property (to the north
 _____ and to the east).

If yes and this is a Class 2 groundwater, provide the basis for concluding that this groundwater does not have a reasonably anticipated future beneficial use (§350.37(l)(3)).

The residential-based PCLE zone extends onto the off-site properties (to the north and to the east in the residential area), and on to the City of Houston ROW. The proposed PMZs extend to the closest monitoring wells where COC concentrations in groundwater are less than the cPCL based on the groundwater data collected in July/August 2014. As previously discussed, the City of Houston provides municipal water services for all properties within the Affected Property, so there is no current beneficial use for the GWBU. The Site is also within the jurisdiction of the HGSD, which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions for small domestic wells, but only in areas that do not have an alternative water supply. The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013).

Therefore, with the City of Houston providing water for the area, and financial disincentives placed on shallow groundwater use by the HGSD (which the Texas Supreme Court ruled in favor of the HGSD in 1977 to protect public welfare by limiting harmful pumping, which was causing ground subsidence of the land resulting in flooding (*Beckendorff v. Harris-Galveston Coastal Subsidence District (1977)*), the shallow groundwater does not have a reasonably anticipated future beneficial use in the area.

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Is NAPL present? Yes No

If so, describe how the response action will achieve the performance criteria in §350.33(f)(4)(E).

To address the NAPL in the TI Zone for the C-TZ, the NAPL response action objectives and endpoints using TCEQ Guidance TRRP-32 (Risk-Based NAPL Management) will be achieved through control via TI based on the occurrence of DNAPL in wells completed in the C-TZ. For areas where either creosote NAPL was noted in the soil boring log in the saturated zone or is detected in monitoring wells (i.e., MW-17C, MW-18C, MW-23C, MW-25C, MW-34CR, MW-44C, MW-45C, MW-46C, MW-47C, MW-48C, and MW-68C, and observed DNAPL in soil borings (Attachment 1A, Figure 5A-7)), the TI demonstration details the difficulty of achieving groundwater PCLs in these areas because of complex hydrogeology (Attachment 1A) and physical nature of creosote (discussed in Worksheet 2.3). The control endpoint will be to control the soluble NAPL fraction sufficient to create stable or shrinking PCLE zones. Methods to control the creosote DNAPL will include recovery (recover readily recoverable creosote DNAPL from wells with DNAPL present) at the NAPL source zone so that the dissolved-phase groundwater PCLE zone is stable (or shrinking) and the PCLE performance objectives for the overall TI-based “no-growth” PMZ (includes on-site and off-site PMZs) can be met, including no cPCL exceedances at the alternate POE wells.

Therefore, since the wells with DNAPL present lie within the proposed TI Zones (On-site and Off-Site), the current response objective per the TCEQ Guidance is to ensure compliance of NAPL zone in the TI Zone through control. Readily recoverable NAPL will be recovered from wells on a monthly basis in order to control potential migration from the TI Zone. In addition, institutional controls on groundwater use will be implemented to protect exposure to residual NAPL in the GWBUs.

DNAPL recovered as part of the corrective action will be stored on-site in DOT approved drums within the CSA (Unit 4), and then disposed of in accordance with all applicable laws and regulations within the applicable timeframes.

If this is a Class 2 groundwater, explain how the response action will ensure that leachate from the surface soil and subsurface soil PCLE zones will not increase concentration of COCs greater than the current measured concentrations (at time of RAP submittal). (§350.33(a)(2))

With the C-TZ underlying the A-TZ and the B-CZ/B-TZ, please see response to this question for the A-TZ unit (RAP Worksheet 2.1, page 11).

Provide the basis that the COCs will not migrate beyond the downgradient boundary of the PMZ at concentrations above the critical PCL. Include supporting documentation in Attachment 2E.

Wood treating operations began at the Site over 115 years ago and continued until about 30 years ago. Given the long period of time since releases have occurred at the Site, creosote DNAPL and related COCs has migrated from the vadose zone (surface and subsurface soils) to the A-TZ groundwater, to the B-CZ/B-TZ, and to the C-TZ. The PCLE Zone for the C-TZ groundwater appears to correlate well with where DNAPL was observed in the C-TZ sand in the soil borings or where DNAPL has been detected in the monitoring wells. The center of the groundwater PCLE Zone appears to be in the vicinity of MW-23C (near SWMU 4 and 6), and extends off-site to the northeast near the Lockwood Street Bridge

Plume Management Zone	RAP Worksheet 2.1 Page 17 of 19	
	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

overpass (DNAPL present in wells MW-25C, MW-44C, MW-45C, and MW-46C). Unlike the A-TZ and B-CZ/B-TZ units, groundwater flow in the C-TZ is generally to the southwest across the area.

For the off-site area northeast of the Site, DNAPL has been detected in the wells (i.e., MW-25C, MW-44C, MW-45C, and MW-46C) that fall within the C-TZ groundwater PCLE Zone (Attachment 1A, Figure 5A-7). Similar to the B-CZ/B-TZ, the PCLE Zone in the C-TZ is closely tied to where NAPL was observed. This suggests that there is not a high rate of dissolved constituent migration beyond the DNAPL areas. This is supported with the C-TZ groundwater analytical data that indicate the distribution of COCs dissolved in Site groundwater is relatively stable in the source areas, with the exception of MW-18C. The Mann-Kendall trend analysis for MW-18C groundwater data from 2010 through 2014 indicate increasing trends of 2-methylnaphthalene, dibenzofuran, and naphthalene. Well MW-18C is upgradient of MW-23C, which has higher concentrations of these COCs relative to MW-18C and also has DNAPL present in the well. MW-19C dibenzofuran concentrations from 2010 to 2014 indicate a Mann-Kendall probably increasing trend; however, concentrations in MW-19C (0.000554 mg/L) are well below the cPCL (0.29 mg/L (on-site)).

Along the edges of the PCLE Zone, concentration vs time graphs presented in Attachment 1B (1B-31 through 1B-40) indicate that groundwater concentrations are remaining relatively stable, which is confirmed with the Mann-Kendall statistical analysis included in Attachment 2E, except for MW-68C. As shown on Attachment 1A-Figure 5B-22, the groundwater PCLE Zone for the C-TZ has remained relatively stable over the past four years, with slight changes along the northeast and cross gradient side during the July 2012 and July/August 2014 events because of benzene cPCL exceedances in MW-68C. Benzene and naphthalene concentrations have been sporadic in MW-68C, where benzene concentrations exceeded the cPCL in January and July 2012, decreased below the cPCL in January 2013, then exceeded the cPCL in July/August 2014, and then decreased below the cPCL during the resampling event in September 2014 (discussed in Attachment 1A). For the purposes of this RAP, the PMZ will include MW-68C to account for the occasional benzene PCLE at that well. Newly installed well MW-76C (installed in May 2014) had a detection of pentachlorophenol (0.00272 mg/L) above the cPCL (0.002 mg/L) during the July/August 2014 sampling event. The well was resampled in September 2014, and pentachlorophenol concentrations were not detected (SDL < cPCL), but benzo(a)pyrene concentrations were detected at 0.000278 mg/L, just above the cPCL of 0.0002 mg/L. Benzo(a)pyrene concentrations were less than the cPCL during the initial sampling event. However, based on conversations with the TCEQ regarding the PMZ for the C-TZ, the On-Site PMZ (Main) in the C-TZ will not include this well, but rather will be extended to a proposed wells (PMW-85C and PMW-88C) upgradient of MW-76C. MW-76C will be included as a Corrective Action Observation Well, along with another C-TZ monitoring well downgradient of MW-76C (Attachment 2D-3).

Proposed point of exposure wells MW-15C, MW-28C, MW-47C, MW-48C, and MW-54C show either predominantly no detections of the COCs or relatively stable COC concentrations well below the RALs (Attachment 1B-26 through 1B-30). Mann-Kendall trend analysis shows an increasing concentration for dibenzofuran from 2010 to 2014 in MW-54C (Attachment 2E); however, concentrations have been decreasing since July 2013 (Attachment 1B-39). With groundwater data less than cPCLs in the wells (MW-19C and MW-54C) in close proximity of the wells with DNAPL, this supports the limited dissolved COC migration in the area. Therefore, it is not anticipated that the C-TZ groundwater PCLE zone will migrate beyond the proposed C-TZ on-site and off-site PMZ boundary.

For the C-TZ groundwater PCLE Zone, AALs were established for sampling points leading from MW-23C (contains DNAPL) to MW-76C (Attachment 2D-3) in order to ensure groundwater COC concentrations do not exceed the cPCLs at the POE (at the proposed well PMW-85C). Once PMW-85C

Plume Management Zone	RAP Worksheet 2.1 Page 18 of 19	
	Associated Information: Attachments 2D, 2E	ID No.: 31547 Report Date: July 15, 2016 – Rev 2

is installed, the well will be evaluated as the downgradient alternate POE well for the C-TZ. Details on AAL development are provided in Attachment 2E. POE wells for the C-TZ PMZ are also shown on Attachment 2D-3. With the low detections of benzene in MW-68C, one additional C-TZ well (PMW-83C) is proposed to be installed to serve as a POE well and monitor the PMZ cross gradient to the north of the Site and MW-68C (Attachment 2D-3). Details of the well installation are provided in Attachment 2B.

Describe the methods used to determine that there are no artificial penetrations which can allow COCs to migrate from the groundwater PCLE zone to currently unaffected groundwater-bearing units. Include supporting documentation in Attachment 2E.

An on-site field survey and water-well data search was conducted, indicating no potential artificial penetrations that would act as a conduit for migration of shallow groundwater into the underlying groundwater formation.

A discussion on underground utilities for A-TZ and possible communication with the C-TZ was provided under the A-TZ summary. Given the depths of the fiber optic line (reportedly as deep as 45 feet bgs) to just above the C-TZ unit, monitoring well MW-19C will be monitored as a Alternate POE Well to evaluate if the directional bored fiber optic lines are creating a preferential pathway for COCs to migrate to the deep GWBUs.

List the attenuation action level determined for each attenuation monitoring point. Illustrate the proposed attenuation monitoring points and the groundwater PCLE zone on the map in Attachment 2D. Include all calculations and other methods of determining the attenuation action levels in Attachment 2E.

COC	Attenuation Monitoring Point (well number)	Attenuation Action Level (mg/L)	Attenuation Action Level limited by ^{Air}GW_{Inh-v} or existing COC concentration? Y/N
Benzene	MW-23C	0.131	N
	MW-17	0.093	N
	MW-76C**	0.007	N
	PMW-85C**	0.005	N
2,4-Dimethylphenol	MW-23C	9.74	N
	MW-17	7.09	N
	MW-76C**	0.629	N
	PMW-85C**	0.49	N
2 Methylnaphthalene	MW-23C	28	N
	MW-17	18.22	N
	MW-76C**	0.688	N
	PMW-85C**	0.49	N
Dibenzofuran	MW-23C	46	N
	MW-17	23.94	N
	MW-76C**	0.164	N
	PMW-85C**	0.098	N
Naphthalene	MW-23C	83	***NA – 41 mg/L (>S) (Res, 30-ac Source)
	MW-17	48.13	***NA – 41 mg/L (>S) (Res, 30-ac Source)
	MW-76C**	0.753	N
	PMW-85C**	0.49	N

Note:

** - Proposed well PMW-85C (and PMW-88C) will be evaluated as the downgradient alternate POE well following installation, replacing MW-76C as the downgradient POE well.

*** - ^{Air}GW_{Inh-v} PCL for naphthalene not applicable since solubility for naphthalene (31.4 mg/L) is less than ^{Air}GW_{Inh-v}. In addition, the C-TZ GWBU underlies other GWBUs, where upward vapor migration is not possible.

Attenuation Action Levels were not developed for other COCs since the primary COCs listed above define the PCLE Zone.

The proposed PMZ and AMPs for the C-TZ are shown on Attachment 2D-3.

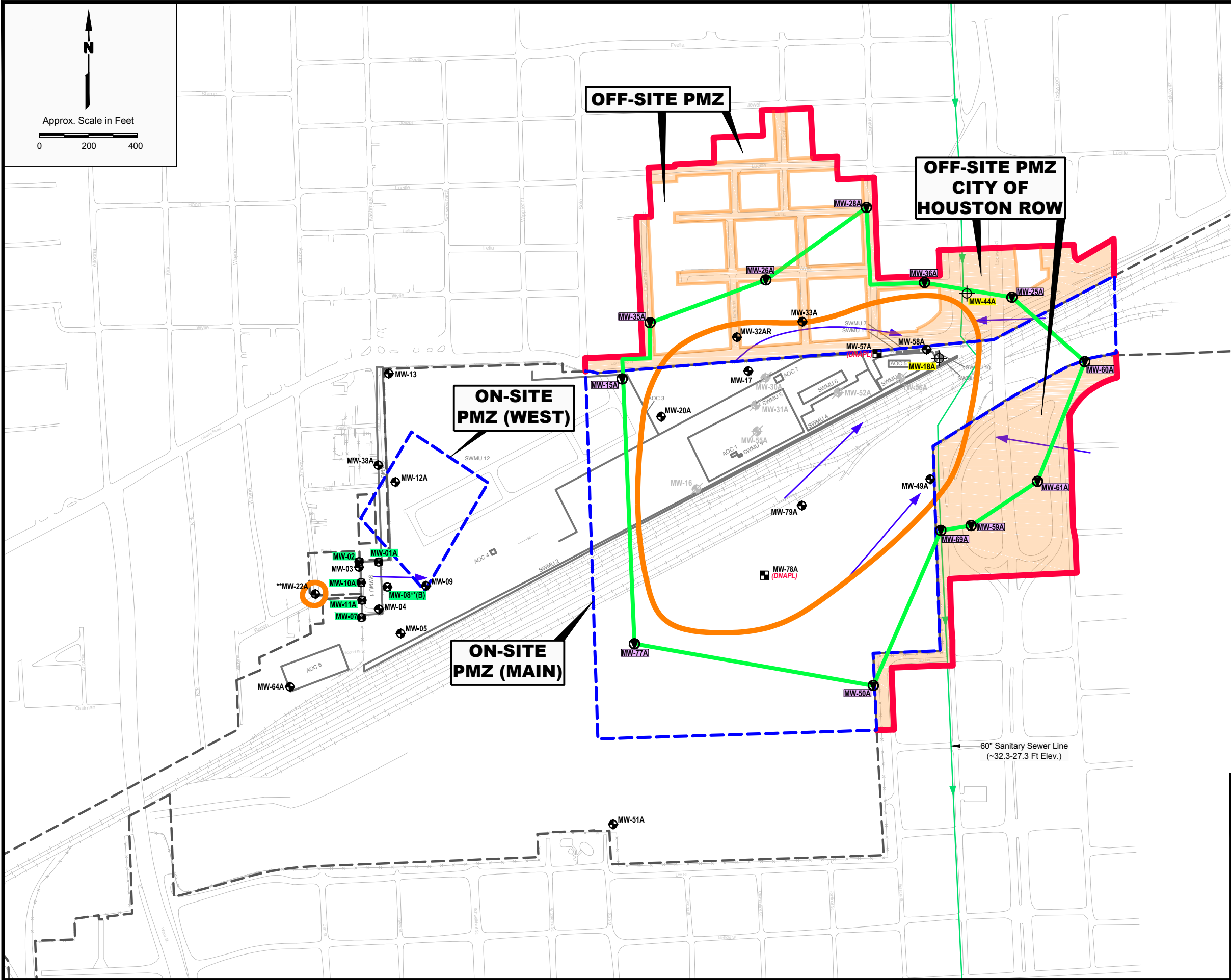
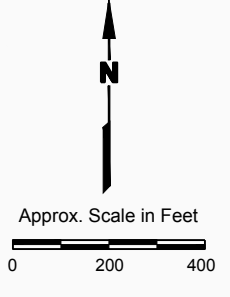
ATTACHMENT 2D

PLUME MANAGEMENT ZONE MAP

ATTACHMENT 2D – 1 PMZ BOUNDARY MAP – A-TZ - UPDATED

ATTACHMENT 2D – 2 PMZ BOUNDARY MAP – B-CZ/B-TZ - UPDATED

ATTACHMENT 2D – 3 PMZ BOUNDARY MAP – C-TZ - UPDATED

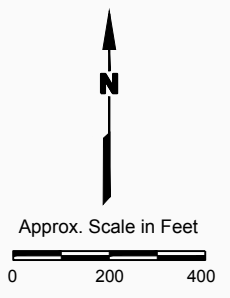


- EXPLANATION**
- UPRR Property Boundary
 - Road, Parking Lot, Sidewalk
 - - - - Fence
 - - - - Railroad
 - ⊕ A-TZ Monitoring Well Location
 - ⊖ Plugged & Abandoned Well
 - ⊕ A-TZ Corrective Action System Wells (DNAPL Recovery)
 - PCLE Zone
 - A-TZ PMZ Boundary
 - Proposed Monitoring Well
 - MW-26A Alternate Groundwater Point of Exposure (POE)
 - MW-18A Attenuation Monitoring Point (AMP)
 - MW-01A RCRA Unit No. 1 Point of Compliance (POC) Well
 - ➔ Inferred Groundwater Flow Direction
 - Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
 - - - On-Site PMZ
 - Off-Site PMZ
 - Off-Site PMZ City of Houston ROW

- Notes:**
1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well

Source:
Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 2D-1		
PMZ BOUNDARY MAP A-TZ		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		



OFF-SITE PMZ

**OFF-SITE PMZ
CITY OF
HOUSTON ROW**

**ON-SITE
PMZ (WEST)**

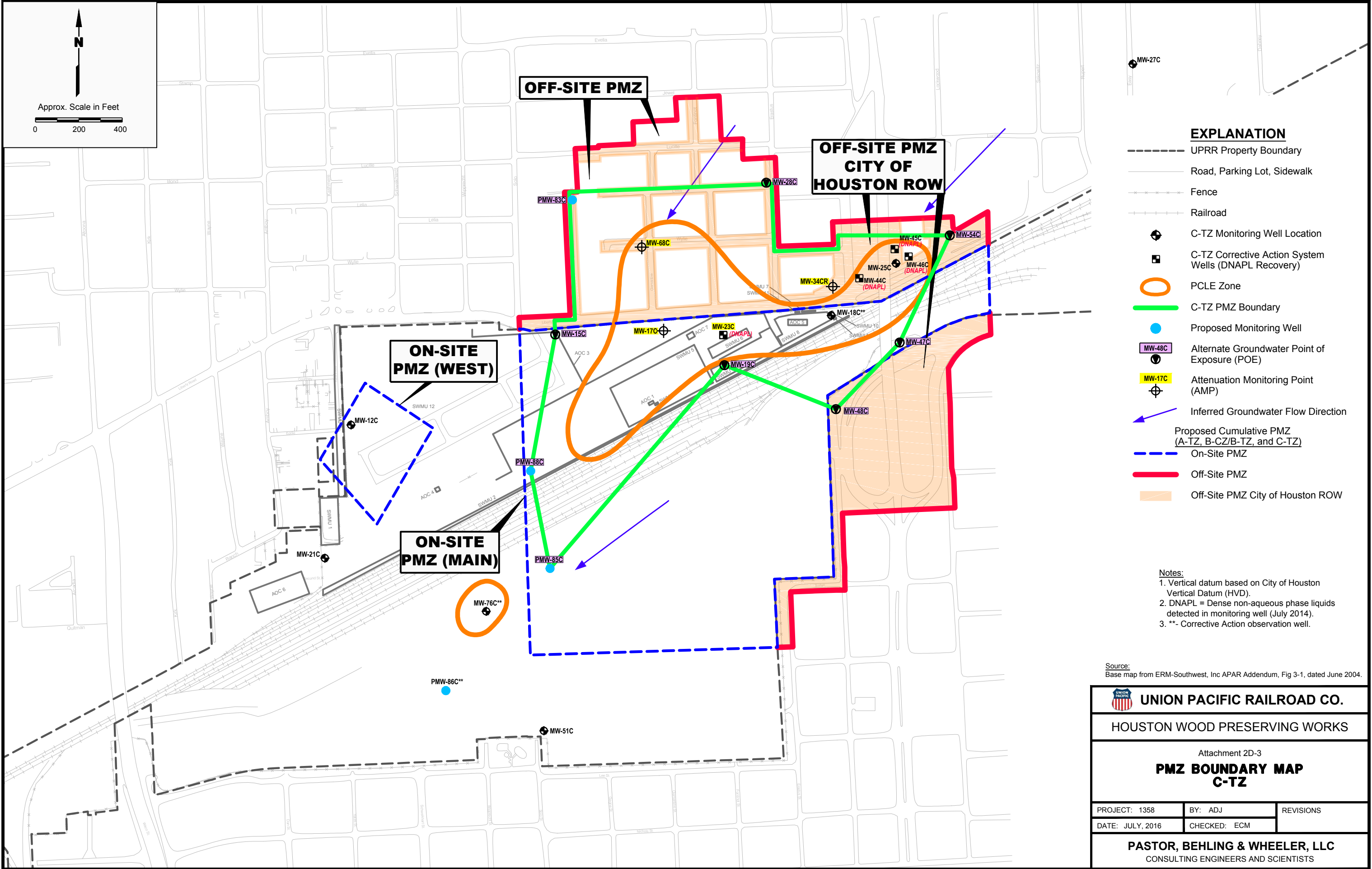
**ON-SITE
PMZ (MAIN)**

- EXPLANATION**
- UPRR Property Boundary
 - Road, Parking Lot, Sidewalk
 - - - - Fence
 - - - - Railroad
 - ⊕ B-TZ Monitoring Well Location
 - ⊖ Plugged & Abandoned Well
 - ⊠ B-TZ Corrective Action System Wells (DNAPL Recovery)
 - PCLE Zone
 - B-TZ PMZ Boundary
 - Proposed Monitoring Well
 - MW-59B Alternate Groundwater Point of Exposure (POE)
 - MW-70B Attenuation Monitoring Point (AMP)
 - MW-11B RCRA Unit No. 1 Point of Compliance (POC) Well
 - ➔ Inferred Groundwater Flow Direction
 - - - - Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
 - - - - On-Site PMZ
 - Off-Site PMZ
 - Off-Site PMZ City of Houston ROW

- Notes:**
1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well

Source:
Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 2D-2 PMZ BOUNDARY MAP B-CZ/B-TZ		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		



EXPLANATION

- UPRR Property Boundary
- Road, Parking Lot, Sidewalk
- - - - - Fence
- +—+—+— Railroad
- ⊕ C-TZ Monitoring Well Location
- ⊕ C-TZ Corrective Action System Wells (DNAPL Recovery)
- PCLE Zone
- C-TZ PMZ Boundary
- Proposed Monitoring Well
- MW-48C Alternate Groundwater Point of Exposure (POE)
- MW-17C Attenuation Monitoring Point (AMP)
- ⊕ Inferred Groundwater Flow Direction
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- - - - - On-Site PMZ
- Off-Site PMZ
- Off-Site PMZ City of Houston ROW

Notes:
 1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.

Source:
 Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 2D-3 PMZ BOUNDARY MAP C-TZ		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

ATTACHMENT 2G

RESPONSE TO TCEQ COMMENT ID T42(2)

TECHNICAL IMPRACTICABILITY DEMONSTRATION - UPDATED

ATTACHMENT 2G – 1 TI FACTORS

ATTACHMENT 2G – 2 PROPOSED TI ZONE

ATTACHMENT 2G – 3 CONCEPTUAL SITE MODEL SW-NE

ATTACHMENT 2G – 4 CONCEPTUAL SITE MODEL S-N

ATTACHMENT 2G – APPENDIX 1 – GROUNDWATER FLOW MODEL RESULTS

TECHNICAL MEMORANDUM

DATE: July 15, 2016

RE: Response to Texas Commission on Environmental Quality 2nd Technical Notice of Deficiency Letter Dated June 2, 2016 – Comment ID T42(2)
Response Action Plan (RAP), Attachment 2G – Technical Impracticability Demonstration

As stated in the 2nd Technical NOD letter dated June 2, 2016, the TCEQ issued additional comments regarding the Technical Impracticability (TI) RAP Worksheet 2.3 and Attachment 2G included with the IHW Permit renewal application for the Union Pacific Railroad (UPRR) Houston Wood Preserving Works. Below are responses to the TCEQ comments under Comment ID T42(2) in a comment-response format:

- **RAP Worksheet 2.1, several places, and Attachment 2.G, Section 4.3 regarding receptors. In order for the proposed PMZs to extend onto properties that do not already contain the PCLE zone, UPRR must show that the Class 2 groundwater has no foreseeable future beneficial use. The TRRP rule at 350.37(l) (3) (A) –(C) specifies under what conditions this can be allowed, with subparagraph C describing example information needed for such a demonstration. UPRR cites lack of groundwater use due to availability of superior supplies and a zoning or governmental ordinance in lieu of the otherwise required Institutional Controls, specifically the Harris Galveston Subsidence District’s limitations on water wells. I recommend having Legal evaluate the HGSD’s regulations for equivalency to the zoning or governmental ordinance option as described in TRRP-16 and TRRP-21 since the HGSD regulations pre-dated the TRRP rule and don’t address COCs in the groundwater. If the HGSD’s regulations do not meet criteria for equivalency to the normally required ICs, UPRR will need restrictive covenants on all off-site properties designated for inclusion in a PMZ.**

Response:

Pending the TCEQ review of the Harris and Galveston Subsidence District (HGSD) Rules as an equivalent ordinance, PBW prepared the following evaluation for future beneficial use of the shallow groundwater within the proposed Plume Management Zone (PMZ). As allowed under the PMZ approach, multiple groundwater Protective Concentration Level Exceedance (PCLE) Zones that overlie each other can be covered under a single, combined PMZ (350.37(l)(1)(B) extending over the full depth of the affected GWBUs. Following that approach, the RAP details the individual groundwater PCLE

Zones (A-TZ, B-TZ/B-CZ, and C-TZ) and proposed PMZs for each of those GWBUs with the overall, cumulative groundwater PMZ encompassing all three individual PMZs, both for on-site and off-site properties. For most of the off-site properties, the groundwater PCLE Zone for the B-CZ/B-TZ has the largest lateral extent. Therefore, to address the question of extending the proposed PMZ to property that do not already contain a PCLE Zone, the focus of the response regarding foreseeable future beneficial use will be on the B-CZ/B-TZ PCLE Zone relative to the proposed overall PMZ.

As discussed in 350.37(1)(3)(C), the determination of future beneficial use shall be based upon:

1. the existing quality of groundwater, considering nonpoint sources of COCs and their cumulative impact on the groundwater quality,
2. the lack of use of the groundwater based on the presence of superior water supplies, proximity and withdrawal rates of groundwater users, or
3. the property is subject to a zoning or governmental ordinance which is equivalent to the deed notice, VCP certificate of completion or restrictive covenant that otherwise would have been required. The executive director may require the collection of groundwater samples to document the presence of the COCs originating from nonpoint sources.

Lack of Use of the Groundwater Based on the Presence of Superior Water Supplies

To address the presence of superior water supplies, the City of Houston provides municipal water services for the properties within the proposed PMZ area. The water services provided by the City are superior water supplies both in terms of water quality and quantity. City of Houston utility drawings for the area suggest that the area has received municipal-supplied water since the 1950s.

Proximity and Withdrawal Rates of Groundwater Users

In addition, there are two lines of evidence that suggest the shallow groundwater has no current or future beneficial use: 1) lack of groundwater wells completed in the shallow GWBUs, and 2) estimated well yields or withdrawal rates of groundwater for monitoring wells completed in the shallow groundwater within the proposed PMZ boundary.

As detailed in the Affected Property Assessment Report (APAR), five industrial water wells were identified within a one-half mile radius of the Site through a review of the available water well records (APAR Addendum, PBW, 2009). However, the wells, which records indicated were at least 850 feet or deeper, were either abandoned or are no longer in use. A 500-foot radius field survey was also conducted and demonstrated that no current potential receptors were identified within the residential neighborhood. No water wells, water tanks, cisterns, or windmills, or surface water bodies were encountered.

UPRR has conducted an extensive assessment of groundwater yield within the B-CZ at the Site. Groundwater yield and aquifer tests conducted within the proposed B-CZ/B-TZ PMZ footprint indicates the unit will not sustain a groundwater yield that would be considered a usable resource for potential groundwater users in the area. Aquifer testing results as part of the groundwater resource classification

were detailed in the initial Response Action Plan (RAP) (Attachment 1A) submittal dated December 2014 (PBW, 2014). The results indicated the following:

Using the geometric mean approach, the average hydraulic conductivity value for the B-CZ water-bearing unit was calculated to be 1.1×10^{-7} cm/sec. Conductivity values in the unit ranged from 1.1×10^{-6} cm/sec to 8.0×10^{-9} cm/sec.

Well yield tests (cyclic bailing) conducted on monitoring well MW-67B, which is located on the north portion of the Off-Site PMZ between the groundwater PCLE Zone and downgradient edge of the PMZ, indicated that the B-CZ would not yield more than 10 gallons per day (RAP - PBW, 2014). Therefore, based on the aquifer testing conducted, the quantity of B-CZ groundwater within the proposed PMZ would not likely sustain needed withdrawal rates for groundwater users in the area and would not be considered having future beneficial use. Aquifer testing conducted for the A-TZ and C-TZ indicates these GWBUs can produce greater than 150 gallons per day. However, it is unlikely these individual units would be targeted for groundwater users in the area given historical water supply wells were over 500 feet deeper.

Based on the lack of a usable source of drinking water and city-provided water system, the shallow groundwater within the overall proposed PMZ does not have any foreseeable future beneficial use and thereby satisfies 350.37(1)(3)(C).

Property is Subject to a Zoning or Governmental Ordinance

The Site is also within the jurisdiction of the Harris-Galveston County Subsidence District (HGSD), which restricts groundwater use in the area and requires a permit application prior to drilling a groundwater well. There are permitting exemptions for small domestic wells, but only in areas that do not have an alternative water supply (i.e., not currently supplied water by a municipality). The HGSD rules are not a complete prohibition on the use of groundwater in the area, but rather the fees associated with the rules are “intended to operate as an economic disincentive to groundwater withdrawal” (HGSD, 2013). Therefore, the HGSD rules may not be equivalent to the required restrictive covenant as required under TRRP. However, as discussed in the TCEQ Guidance (TRRP-21 page 31, March 2009) “*In the circumstance where zoning or a governmental ordinance cannot be demonstrated to be equivalent to a deed notice, VCP certificate of completion, or restrictive covenant, the zoning or ordinance can still influence the groundwater response decisions at an affected property.*” The objective of the HGSD Rules are to regulate groundwater withdrawal throughout Harris and Galveston counties for the purpose of preventing land subsidence, which leads to increased flooding. The HGSD rules therefore serve as deterrent for developing groundwater resources within the area for the betterment of the overall community, including within the proposed off-site PMZ, and bolster the case that there is no anticipated future beneficial use for the shallow groundwater.

- **Att. 2-G, Section 5.1, Source Control. The discussion of source control on page 12 needs clarification. For example, the general inability to recover DNAPL is one of the cornerstones for the TI waiver yet recovery of DNAPL is proposed in this section as the means by which the DNAPL source will be controlled. This action may satisfy 350.33(f) (3) (D) regarding the requirement to remove readily recoverable NAPL from a PMZ. The section goes on to assert that this DNAPL control via recovery will also enable achievement of critical PCLs at the alternate POEs of the PMZ through MNA, thereby meeting requirements for 350.33(f)(3)(B) and (C). Not addressed is how UPRR will achieve 350.33(f) (3) (E) regarding prevention of COCs that exceed the critical groundwater PCLs from migrating beyond the existing boundary of the groundwater PCLE zones.**

Response:

To clarify the proposed DNAPL recovery in the context of the TI, even though DNAPL recovery is proposed to aid in controlling potential migration of the DNAPL, it is not feasible or technically practicable to remove all the creosote DNAPL in the subsurface to the point of achieving groundwater cleanup criteria within a reasonable timeframe.

In regards to 350.33(f)(3)(E) that states "the person must ... prevent COCs at concentrations above the critical groundwater PCLs from spreading beyond the existing boundary of the groundwater PCLE zone", PBW conducted an evaluation of the groundwater plume stability for each of the groundwater bearing zones, as summarized in the RAP, Attachment 1A (December 2014). Below are excerpts from the evaluation for each impacted GWBU:

A-TZ: For the A-TZ groundwater Affected Property, the configuration of the groundwater plume based on the data collected from 2011 through 2014 has been stable or shrinking (concentrations in MW-12A decreasing below cPCLs) as shown on Figure 5B-20. Using primary lines of evidence (PLOE), groundwater data from the A-TZ wells suggests the plume is not migrating and COC concentrations are predominantly limited to the on-site property except for areas near wells MW-32AR and MW-33A and along the east portion of the Site at wells MW-18A and MW-49A.

B-CZ/B-TZ: The groundwater Affected Property in the B-TZ and the B-CZ appears to be stable based on the groundwater data collected from 2011 through 2014. The groundwater PCLE Zone in the B-TZ on the west side of the Site is stable and limited in extent laterally (Figure 5B-21). UPRR will continue to evaluate the naphthalene concentrations at MW-22B. For the B-CZ, the PLOE indicates that the PCLE Zone appears to be stable with some minor fluctuations over time.

C-TZ: VOCs and SVOCs detected in the C-TZ wells appear to be stable with some benzene fluctuations on the north cross gradient side of the PCLE Zone at MW-68C (Figure 5B-22). There does not appear to be any expansion of the C-TZ groundwater Affected Property (Figure 5B-3); however, the low levels of COC concentrations in MW-76C will continue to be evaluated.

The PLOE suggest the PCLE Zone for the C-TZ is stable, but will need to be monitored at MW-68C to ensure the PCLE does not expand in that area.

In addition, PBW conducted trend analyses for the COCs in each GWBU as detailed in the RAP (December 2015) Worksheet 2.1. The trend analyses discussed in the RAP indicate that groundwater COC concentrations at the edges of the PCLE Zones are relatively stable, with a few increasing trends. These increasing trends may be due to fluctuations over time rather than indicative of plume migration causing the apparent increase and increasing trends for some wells but with concentrations less than historical highs in those wells (RAP, 2015).

Natural attenuation of the COCs in the GWBUs outside of the areas with NAPL appears to be controlling groundwater with COC concentrations above critical PCLs (cPCLs) from migrating beyond the current groundwater PCLE Zones as well as preventing migration beyond the proposed PMZ boundaries. Since the Site operations ceased over 30 years ago (and that NAPL sources have been removed for some time), and with the on-going DNAPL recovery efforts, we anticipate stable or decreasing trends will continue, with occasional fluctuations as a result of temporal changes (i.e. significant wet or dry periods). Therefore, groundwater with COC concentrations exceeding the cPCL will not likely migrate beyond the existing boundary of the groundwater PCLE Zone as a result of natural attenuation and thereby satisfying 30 TAC§350.33(f)(3)(E). The anticipated continuation of these decreasing trends will be monitored throughout the post-closure care period for the Site.

Attachment 2-G, Section 5.1 has been updated to include details of monitored natural attenuation to control possible migration of groundwater containing COCs above the cPCL beyond the groundwater PCLE Zones.

- **Att. 2-G, Section 5.3 Restoration Timeframe Analysis. The expanded discussion on the restoration timeframe analysis used a model similar to that used on the North Cavalcade Superfund site. Only the C-TZ unit was modeled because of its relatively consistent groundwater flow direction and gradient. UPRR should explain why the A-TZ and B TZ/CZ units were not modeled. For example, the B-TZ/CZ Unit PCLE zone extends farthest off-site to the north and has a notable north-south configuration in contrast to the C-TZ Unit.**

Response:

As detailed in the Attachment 2G Technical Impracticability, the C-TZ unit was selected to evaluate the restoration timeframe using groundwater modelling based on the occurrence of creosote DNAPL in the unit, extensive groundwater data available for the unit, relatively consistent groundwater flow direction and gradient, and the C-TZ has the greatest potential to achieve groundwater clean-up standards compared to the other GWBUs.

The other GWBUs were not modelled based on the following factors:

- **A-TZ: Residual DNAPL in Aquifer Matrix** - The occurrence of mobile DNAPL in the A-TZ is relatively limited where only two wells completed in the A-TZ have had measurable amount of the DNAPL present (MW-57A and MW-78A). However, evidence of DNAPL has been noted in numerous soil boring across the Site where the majority of DNAPL noted in the A-TZ boring logs appears to be residual within the aquifer matrix, with little mobile NAPL noted entering into the A-TZ monitoring wells (see Section 4.2 in Attachment 2G, RAP, 2015). Based on current groundwater remediation technologies, effective removal of the more viscous, residual DNAPL in the aquifer matrix is not feasible. As detailed in Attachment 2G, one of the assumptions for the transient model was to hypothetically reduce naphthalene concentrations within the area where DNAPL has been observed by half every five years until groundwater PCLs are achieved. Given the thicker, non-flowing residual NAPL noted in A-TZ borings, any removal of NAPL to reduce the naphthalene concentrations from the A-TZ would likely take longer relative to NAPL recovery in the C-TZ. Therefore, modelling of the C-TZ was selected over the A-TZ as a better case scenario to evaluate restoration timeframes.

- **B-CZ/B-TZ: Low hydraulic conductivity and variable flow conditions** - The B-CZ was not included in the modelling evaluation primarily because of the low hydraulic conductivity of the B-CZ. As previously discussed, groundwater yield and aquifer tests conducted within the B-CZ/B-TZ indicated an average hydraulic conductivity value at 1.1×10^{-7} cm/sec with values ranging from 1.1×10^{-6} cm/sec to 8.0×10^{-9} cm/sec. When establishing the steady-state groundwater flow model within MODFLOW, it is difficult to calibrate groundwater flow conditions with low hydraulic conductivities. In addition, modelling the transient phase with the low hydraulic conductivity for the GWBU would show minimal reduction in concentrations in the model cells adjacent to the cells with active naphthalene reduction. Also, the groundwater flow conditions in the B-CZ have been relatively variable. Groundwater flow directions change over time, and the changes have not been consistent or predictable. With these characteristics, calibrating the flow model for the B-CZ to Site conditions based on historical observations would be difficult. In contrast, the groundwater flow conditions in the C-TZ have been relatively consistent over time with flow from northeast to southwest (RAP, Attachment 1A, 2014). This allows for better calibration of the groundwater flow model to site conditions.

- **Att. 2-G, Appendix A, page 3. The text in the last paragraph on Input Parameters and Calibration refers to two tables (Tables 1 and 2) containing information used in the model. The tables do not appear to be included with the report and need to be submitted.**

Response:

Tables 1 and 2 are included with Attachment 2G.

- **Att. 2-G, Appendix A, page 4. The TRRP rule at 350.33(f) (3) (E) requires preventing COCs at concentrations above the critical groundwater PCLs from spreading beyond the existing PCLE zone boundaries. One of the model scenarios (current conditions with constant DNAPL source throughout the time period) predicted some amount of naphthalene migration, approximately 250 feet after 100 years. Another scenario modeled source reduction by assuming naphthalene decay rate at one-half every five years. That model also showed some migration although the naphthalene concentrations within the PCLE zone were greatly reduced. The TRRP rule at 350.75(g), regarding differences between natural attenuation factor modeling outputs and monitoring data, calls for placing more weight on the monitoring data. Whereas the predicted response is slight expansion of the naphthalene PCLE zone, the actual conformance with 350.33(f) (3) (C) and (E) will need to be verified with monitoring results. UPRR proposes a monitoring program in RAP Worksheet 2.1. UPRR should also provide supporting monitoring data as part of the evaluation to supplement the model prediction, and demonstrate the proposed monitoring program has sufficient to demonstrate conformance with the two provisions. Based on review of the proposed monitoring program the TCEQ believes there are an insufficient number of APOE wells and observation wells designated to adequately monitor and demonstrate conformance with the two provisions.**

Response:

The purpose of the groundwater model provided in Appendix A as part of the Technical Impracticability demonstration was to primarily evaluate the potential for achieving groundwater PCLs in a reasonable timeframe. The groundwater PCLE Zones consist of several COCs, not just naphthalene, which was the only COC modeled in the groundwater model. Therefore, even though the model outputs indicate some growth of the naphthalene PCL Zone, the overall PCLE Zone based on historical groundwater data is not anticipated to migrate from the general current position. This will be confirmed through the post-response action care period where groundwater monitoring will be conducted.

To address the comment that the TCEQ believes there are insufficient number of APOE wells and observation wells designated to monitor the groundwater PCLE Zone, additional APOE wells (existing or proposed monitoring wells) are proposed for the A-TZ, B-CZ/B-TZ and C-TZ as detailed in the RAP Worksheet 2.1 (July 2016 Revision 2).

ATTACHMENT 2G

TECHNICAL IMPRACTICABILITY DEMONSTRATION

**UNION PACIFIC RAILROAD
HOUSTON WOOD PRESERVING WORKS
HOUSTON, TEXAS**

**DECEMBER 7, 2015 – REVISION 1
JULY 20, 2016 – REVISION 2**

Prepared for:

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PBW Project No. 1358



DNAPL noted in the two nearby wells. The well was constructed to the same general elevations and screen interval as MW-41B (Attachment 1A, Figure 4C-3). However, no DNAPL has been detected in TW-41B, and groundwater samples from the well have been less than RALs.

At monitoring wells where DNAPL does flow into the wells, UPRR is conducting a DNAPL recoverability pilot study (discussed below). At these wells, DNAPL recovery will be evaluated for long-term source control of the creosote DNAPL in the three GWBUs.

To address the NAPL source control within the TI Zone for each of the GWBUs, the NAPL response action objectives and endpoints using TCEQ Guidance TRRP-32 (Risk-Based NAPL Management) will be addressed through control via TI based on the occurrence of DNAPL in wells at the Site. The control endpoint will be to control the source (i.e., soluble NAPL fraction) sufficient to create stable or shrinking PCLE zones. Methods to control the creosote DNAPL will include recovery (recover readily recoverable creosote DNAPL from wells with DNAPL present) at the NAPL source zone so that the dissolved-phase groundwater PCLE zone is stable (or shrinking) and the PCLE performance objectives for the TI-based PMZ can be met.

As previously discussed, the creosote DNAPL does not create large, extensive dissolved-phase plumes outside of where the creosote is found to be present in the subsurface. Studies have shown that the dissolved COC plumes from creosote sources tend to have concentrations three to 50 times lower about 150 feet downgradient of the source compared to source concentrations (Kiilerich, 1996). This is supported at the Site by the limited migration distance of the dissolved-phase plume from the source areas, indicating a primary line of evidence (PLOE) that natural attenuation is occurring and controlling expansion of groundwater with COCs above cPCLs from migrating beyond the current PCLE Zones. Furthermore, as detailed in RAP Worksheet 2.1, groundwater analytical data from the three upper GWBUs indicate the distribution of COCs dissolved in Site groundwater is relatively stable in the source areas, with a few exceptions (i.e., a few increasing trends but less than historical high concentrations). Therefore, as long as the DNAPL does not migrate outside of the TI Area, which will be controlled through recovery, groundwater concentrations will achieve critical PCLs at the alternate point of exposure (APOE) wells within the PMZ through decontamination techniques (i.e., natural attenuation) satisfying 30 TAC§350.33(f)(3)(B) and (C), and COC concentrations above cPCLs will not likely migrate beyond the existing groundwater PCLE zone satisfying 30 TAC§350.33(f)(3)(E).

APPENDIX A
GROUNDWATER FLOW AND TRANSPORT MODEL
(TABLES 1 AND 2)

TABLE 1

**PHYSICAL PARAMETERS USED IN TRANSPORT MODEL
UPRR HOUSTON WOOD PRESERVING WORKS, HOUSTON, TEXAS**

Property	Units	C-TZ
Hydraulic Conductivity		
Horizontal	cm/sec	1.0E-03
Vertical	cm/sec	1.0E-04
Effective Porosity	fractional	0.15
Bulk Density	g/cm ³	170

TABLE 2
CHEMICAL PARAMETERS AND OTHER VARIABLES
USED IN C-TZ TRANSIENT MODEL
UPRR HOUSTON WOOD PRESERVING WORKS, HOUSTON, TEXAS

Timeframe		No. of Years	Upgradient Boundary Head Elevation , ft AMSL	Downgradient Boundary Head Elevation , ft AMSL	Source Concentration, mg/L	Koc*	foc*	Kd (L/mg)	First-Order decay (λ) (1/day)*
Start	End								
1960	2015	55	30	25	19.0	1.30E+03	1.22E-04	1.59E-07	2.00E-05
2015	2115	100							

Notes:

* Values taken from North Cavalcade Superfund Site, Houston, Texas (INL, 2006)

Monitoring and Sampling Associated Information: Attachment 3A	RAP Worksheet 3.1 Page 1 of 2	
	ID No.: SWR ID 31547	Report Date: July 15, 2016 – Rev 2

List the monitoring and sampling of COC concentrations or other parameters that will be conducted during the response action. Illustrate the monitoring or sampling locations in Attachment 3A. If statistics or geostatistics will be used, provide details in Appendix 7. If monitoring or observation wells will be constructed for the response action, provide well construction details in Attachment 2B if not previously provided.

Monitored Media	COC ¹	Other parameter (specify)	Sampling Method ²	Sampling points or locations ³	Depth/Height ⁴ (ft.)	Analytical or Field Screening Method	Sampling or Monitoring Frequency ⁵
Surface Soil	Site Specific SVOCs: Benzo(a)anthracene Benzo(a)pyrene Dibenzofuran 1,2-Diphenylhydrazine 2,4-Dinitrotoluene Fluoranthene Phenanthrene		Bulk sampling	PCLE zone excavation; and perimeter of proposed soil cap area to confirm soil PCLE zone for cap	Sidewalls and base of excavation; and near the soil cap from 0-5 feet bgs.	US EPA 8260	One time
Subsurface Soil	None						
Groundwater	Site-Specific VOCs		Same as APAR (low-flow sampling)	See Attachment 3A for list of wells	Middle of screened interval of monitoring well	US EPA 8260	Semi-Annual
	Site-Specific SVOCs		Same as APAR (low-flow sampling)	See Attachment 3A for list of wells	Middle of screened interval of monitoring well	US EPA 8270	Semi-Annual
	Arsenic, lead		Same as APAR (low-flow sampling)	See Attachment 3A for list of wells	Middle of screened interval of monitoring well	US EPA 6010/6020	One-time to evaluate metals in groundwater.

Explain the reasons for the above-listed monitoring and sampling plan.

The monitoring and sampling plan for the groundwater PCLE zone was developed in accordance with PMZ monitoring procedures provided in §350.33(f)(4)(D). As specified therein, AMPs were established at a hydraulically upgradient location within the PCLE zone for each unit (A-TZ,

¹ Specify the COCs to be monitored in this media. List either type of COC (such as VOCs, metals) if all the COCs of that type will be monitored the same way.
² Describe the sampling or monitoring methods and QC procedures in Appendix 1 unless the proposed sampling or monitoring procedure is the same as the sampling or monitoring procedure described in the APAR.
³ Specify the sampling or monitoring point, such as the specific monitor well or general sampling or monitoring location.
⁴ Specify the depth or height of the sampling or monitoring points.
⁵ Specify the frequency at which this monitoring or sampling will occur.

Monitoring and Sampling

Associated Information: Attachment 3A

RAP Worksheet 3.1 Page 2 of 2

ID No.: SWR ID
31547

Report Date: July 15, 2016 –
Rev 2

B-CZ/B-TZ, and C-TZ) and at locations continuing down the approximate central flow path to the downgradient extent of the on-site and off-site PMZ. These are the AMPs for which AALs were developed as detailed in Attachment 2E. Selected monitoring wells (i.e., corrective action observation wells) not located along the approximate central flow path will continue to be monitored to evaluate potential migration of the PCLE Zone at the upgradient, cross-gradient, and downgradient POEs. The four D-TZ monitoring wells will also be sampled to evaluate the potential for vertical migration of COCs to the underlying water-bearing zone. Semi-annual monitoring of the wells is proposed based on the stability of the PCLE zone and absence of potential receptors in the area. With the main source area proposed to be capped, most of the monitoring wells within the capped area will be plugged and abandoned. Selected monitoring wells will be modified (surface completion) following the cap construction (MW-19C and MW-23C).

Additional POE wells are proposed to be installed in the B-CZ/B-TZ off-site (five wells (PMW-28B, PMW-47B, PMW-83B, PMW-84B, and PMW-87B)) and in the C-TZ off-site (three wells (PMW-83C, PMW-85C, and PMW-88C)). Details of the well construction are provided in Attachment 2B.

ATTACHMENT 3A

PROPOSED GROUNDWATER MONITORING NETWORK

**ATTACHMENT 3A TABLE 1 – PROPOSED PLUME MANAGEMENT ZONE (PMZ)
MONITORING WELL NETWORK - UPDATED**

ATTACHMENT 3A TABLE 2 – CORRECTIVE ACTION OBSERVATION WELLS - UPDATED

ATTACHMENT 3A TABLE 3 – CORRECTIVE ACTION SYSTEM WELLS

ATTACHMENT 3A – PMZ GROUNDWATER MONITORING NETWORK - UPDATED

ATTACHMENT 3A - TABLE 1

PROPOSED PLUME MANAGEMENT ZONE (PMZ) MONITORING WELL NETWORK
UPRR HOUSTON WOOD PRESERVING WORKS, HOUSTON, TEXAS

WELL NO.	AMP/POE Well	DATE INSTALLED	NORTHING	EASTING	TOP OF CASING ELEVATION (FT HVD)	TOTAL DEPTH (FT BGS)	Top Screen Interval (FT BGS)	Bottom Screen Interval (FT BGS)	Zone
A-TZ MONITORING WELLS									
MW-15A	POE	2/25/1997	728,755	3,166,931	50.41	30	12	26.1	A-TZ
MW-18A	AMP	2/26/1997	728,839	3,168,227	51.57	35	18	32.5	A-TZ
MW-25A	POE	3/7/2000	729,089	3,168,524	44.65	29	18.5	28.5	A-TZ
MW-26A	POE	3/7/2000	729,159	3,167,519	44.62	26	14.5	24.5	A-TZ
MW-28A	POE	3/26/2001	729,462	3,167,926	43.86	28	16	26	A-TZ
MW-35A	POE	2/21/2007	728,985	3,167,045	44.75	28	13	28	A-TZ
MW-36A	POE	2/22/2007	729,148	3,168,167	44.53	28	18	28	A-TZ
MW-44A	AMP	2/22/2007	729,021	3,168,349	45.11	28	18	28	A-TZ
MW-50A	POE	3/1/2007	727,501	3,167,958	46.96	25	15	25	A-TZ
MW-59A	POE	1/28/2009	728,155	3,168,358	44.18	21	11	21	A-TZ
MW-60A	POE	1/26/2009	728,825	3,168,823	46.79	28.5	18.5	28.5	A-TZ
MW-61A	POE	1/26/2009	728,336	3,168,630	44.67	22	12	22	A-TZ
MW-69A	POE	6/23/2010	728,136	3,168,234	45.71	18.5	8.5	18.5	A-TZ
MW-77A	POE	5/7/2014	727,672	3,166,981	49.05	25	13	23	A-TZ
B-CZ/B-TZ MONITORING WELLS									
MW-33BR	AMP	12/19/2011	729,142	3,167,662	44.86	40	28	38	B-CZ
MW-36B	POE	6/24/2010	729,161	3,168,172	44.07	43	38	43	B-CZ
MW-38B	POE	12/31/2003	728,319	3,165,945	45.51	37	25.5	35.5	B-TZ
MW-39B	POE	12/16/2003	728,424	3,166,019	49.58	40	29.5	39.5	B-TZ
MW-42B	POE	8/24/2006	728,257	3,166,324	50.52	42	30	40	B-TZ
MW-59B	POE	6/26/2010	728,145	3,168,358	44.36	33	28	33	B-CZ
MW-62B	POE	1/21/2009	728,190	3,165,880	48.16	35	25	35	B-TZ
MW-63B	AMP	1/28/2009	729,361	3,167,652	44.48	36	31	36	B-CZ
MW-67B	POE	6/26/2010	729,782	3,167,588	43.93	40	35	40	B-CZ
MW-70B	AMP	12/14/2011	728,944	3,167,671	45.02	40	25	35	B-CZ
MW-80B	POE	5/8/2014	727,907	3,168,201	47.107	35	29	34	B-TZ
MW-81B	POE	5/11/2014	727,292	3,167,926	46.766	40	29	34	B-TZ
P-12 ¹	POE	3/27/1991	727,912	3,166,127	48.78	50	36.3	38.3	B-TZ
P-11	POE	3/25/1991	728,049	3,166,025	48.98	50	36.2	38.2	B-TZ
PMW-28B	POE	Proposed			TBD	~40	TBD	TBD	B-CZ
PMW-47B	POE	Proposed			TBD	~40	TBD	TBD	B-CZ
PMW-83B	POE	Proposed			TBD	~40	TBD	TBD	B-CZ
PMW-84B	POE	Proposed			TBD	~40	TBD	TBD	B-CZ
PMW-87B	POE	Proposed			TBD	~40	TBD	TBD	B-CZ
C-TZ MONITORING WELLS									
MW-15C	POE	4/25/1997	728,761	3,166,947	50.01	75	64	73.5	C-TZ
MW-17C	AMP	12/10/2003	728,779	3,167,446	50.17	70	59.5	69.5	C-TZ
MW-21C	POE	10/26/1998	727,730	3,165,884	49.05	72.5	62.5	72.5	C-TZ
MW-23C	AMP	10/14/1998	728,759	3,167,721	51.91	72.5	62.5	72.5	C-TZ
MW-28C	POE	4/12/2001	729,461	3,167,920	43.96	88	75	85	C-TZ
MW-34CR	AMP**	5/9/2014	728,982	3,168,227	46.47	70	60	70	C-TZ
MW-47C	POE	3/16/2007	728,725	3,168,535	45.61	71	61	71	C-TZ
MW-48C	POE	2/2/2004	728,417	3,168,241	44.68	72	60	70	C-TZ
MW-51C	POE	5/10/2014	726,935	3,166,894	47.48	80	62	72	C-TZ
MW-54C	POE	8/15/2006	729,218	3,168,766	44.99	72	60	70	C-TZ
MW-68C	AMP**	6/25/2010	729,164	3,167,346	44.8	70	60	70	C-TZ
PMW-83C	POE	Proposed			TBD	~70	TBD	TBD	C-TZ
PMW-85C	POE	Proposed			TBD	~70	TBD	TBD	C-TZ
PMW-88C	POE	Proposed			TBD	~70	TBD	TBD	C-TZ

Notes:

POE - Point of Exposure Wells

AMP - Attenuation Monitoring Points (AMPs)

Monitoring well MW-18A is within the proposed soil cap area, well will be replaced

BGS=Below Ground Surface

HVD = Elevations relative to Houston Vertical Datum, Houston Monument System

Northing/Easting = Coordinates based on NAD 1927 Texas State Plane, South Central Zone, US Survey Feet

1 - Well P-12 also serves as background well for SWMU 1 (Detection Monitoring)

** - AALs not calculated for these wells (upgradient and cross-gradient of primary source area), but will be monitored.

ATTACHMENT 3A - TABLE 2

**CORRECTIVE ACTION OBSERVATION WELLS
UPRR HOUSTON WOOD PRESERVING WORKS, HOUSTON, TEXAS**

WELL NO.	PURPOSE OF CORRECTIVE ACTION OBSERVATION WELL	DATE INSTALLED	NORTHING	EASTING	TOP OF CASING ELEVATION (FT HVD)	TOTAL DEPTH (FT BGS)	Top Screen Interval (FT BGS)	Bottom Screen Interval (FT BGS)	Zone
A-TZ MONITORING WELLS									
MW-22A	Off-site PCLE	10/1/1998	727,876	3,165,677	46.07	25	10	20	A-TZ
B-CZ/B-TZ MONITORING WELLS									
MW-22B	Off-site PCLE	10/27/1998	727,871	3,165,678	45.86	38	27.5	37.5	B-TZ
MW-35B	Off-Site PCLE	2/26/2007	728,988	3,167,045	44.83	42	32	42	B-CZ
MW-49B	On-Site PCLE	1/24/2009	728,375	3,168,184	46.43	35	30	35	B-CZ
MW-57B	On-Site PCLE	12/21/2011	728,857	3,167,965	47.93	40	34	39	B-TZ
PMW-82B	Off-site PCLE	Proposed			TBD	~40	TBD	TBD	B-TZ
C-TZ MONITORING WELLS									
MW-76C	On-Site PCLE	5/7/2014	727,485	3,166,628	47.84	70	60	70	C-TZ
PMW-85C	On-Site PCLE	Proposed			TBD	~70	TBD	TBD	C-TZ
D-TZ MONITORING WELLS									
MW-36D	Sentry monitoring	6/23/2010	729,162	3,168,180	44.33	110	100	110	D-TZ
MW-59D	Sentry monitoring	1/27/2009	728,114	3,168,365	44.22	118	108	118	D-TZ
MW-65D	Sentry monitoring	1/17/2009	729,512	3,168,331	44.55	110	100	110	D-TZ
MW-66D	Sentry monitoring	1/20/2009	729,137	3,169,381	46.51	103	93	103	D-TZ

Notes:

These monitoring wells are not part of the proposed monitoring network. Wells listed above are to evaluate PCLE Zones within and outside of the PMZs, and sentry wells for the D-TZ.

BGS=Below Ground Surface

HVD = Elevations relative to Houston Vertical Datum, Houston Monument System

Northing/Easting = Coordinates based on NAD 1927 Texas State Plane, South Central Zone, US Survey Feet

ATTACHMENT 3A - TABLE 3

**CORRECTIVE ACTION SYSTEM WELLS
UPRR HOUSTON WOOD PRESERVING WORKS, HOUSTON, TEXAS**

WELL NO.	PURPOSE OF CORRECTIVE ACTION SYSTEM WELL	DATE INSTALLED	NORTHING	EASTING	TOP OF CASING ELEVATION (FT HVD)	TOTAL DEPTH (FT BGS)	Top Screen Interval (FT BGS)	Bottom Screen Interval (FT BGS)	Zone
A-TZ MONITORING WELLS									
MW-57A	DNAPL recovery	1/22/2009	728,858	3,167,974	47.72	27	12	27	A-TZ
MW-78A	DNAPL recovery	5/6/2014	727,953	3,167,512	48.68	30	15	25	A-TZ
B-CZ/B-TZ MONITORING WELLS									
MW-12B	DNAPL recovery	2/27/1997	728,328	3,166,004	50.02	45	32.5	42.5	B-TZ
MW-32B	DNAPL recovery	12/15/2011	728,918	3,167,400	44.73	40	26	36	B-TZ
MW-41B	DNAPL recovery	1/7/2003	728,176	3,166,003	49.37	40	29.5	39.5	B-TZ
MW-70B	DNAPL recovery	12/14/2011	728,944	3,167,671	45.02	40	25	35	B-CZ
MW-75B	DNAPL recovery	12/20/2011	728,066	3,168,022	47.18	40	32.2	37.2	B-TZ
C-TZ MONITORING WELLS									
MW-23C	DNAPL recovery	10/14/1998	728,759	3,167,721	51.91	72.5	62.5	72.5	C-TZ
MW-44C	DNAPL recovery	1/16/2004	729,021	3,168,349	45.03	70	57.5	67.5	C-TZ
MW-45C	DNAPL recovery	1/20/2004	729,155	3,168,512	44.73	70	58	68	C-TZ
MW-46C	DNAPL recovery	1/9/2004	729,121	3,168,576	44.94	72	60	70	C-TZ

Notes:

These monitoring wells are not part of the proposed monitoring network. Wells listed above are to evaluate DNAPL recovery.

BGS=Below Ground Surface

HVD = Elevations relative to Houston Vertical Datum, Houston Monument System

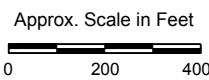
Northing/Easting = Coordinates based on NAD 1927 Texas State Plane, South Central Zone, US Survey Feet

EXPLANATION

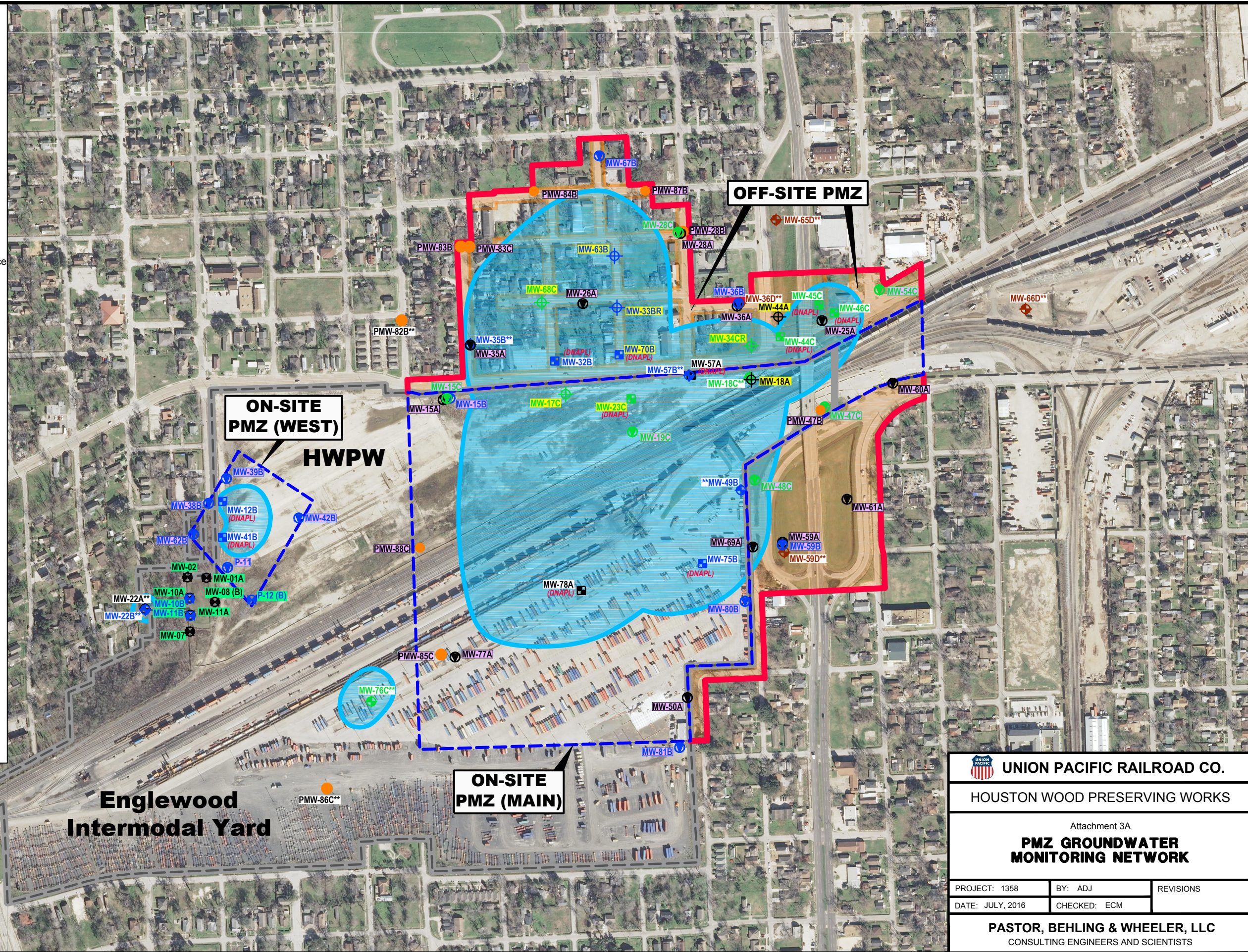
- UPRR Property Boundary
- ⊕ A-TZ Monitoring Well Location
- ⊕ B-CZ/B-TZ Monitoring Well Location
- ⊕ C-TZ Monitoring Well Location
- ⊕ D-TZ Monitoring Well Location
- ⊕ Corrective Action System Well (DNAPL Recovery)
- ⊕ Groundwater PCLE Zones (A-TZ, B-CZ/B-TZ and C-TZ)
- MW-26A Alternate Groundwater Point of Exposure (POE)
- MW-18A Attenuation Monitoring Point (AMP)
- MW-26A RCRA Unit No. 1 Point of Compliance (POC) Well
- Proposed Monitoring Well
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- On-Site PMZ
- Off-Site PMZ
- Off-Site PMZ City of Houston ROW

Notes:

1. Vertical datum based on City of Houston Vertical Datum (HVD).
2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
3. ** - Corrective Action observation well.
4. (B) - Background Well.



Source:
 Parcel Boundaries: City of Houston Geographic Information & Management Systems (GIMS).
 Aerial: Houston-Galveston Area Council (HGAC) 2012 Aerial.



UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 3A PMZ GROUNDWATER MONITORING NETWORK		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

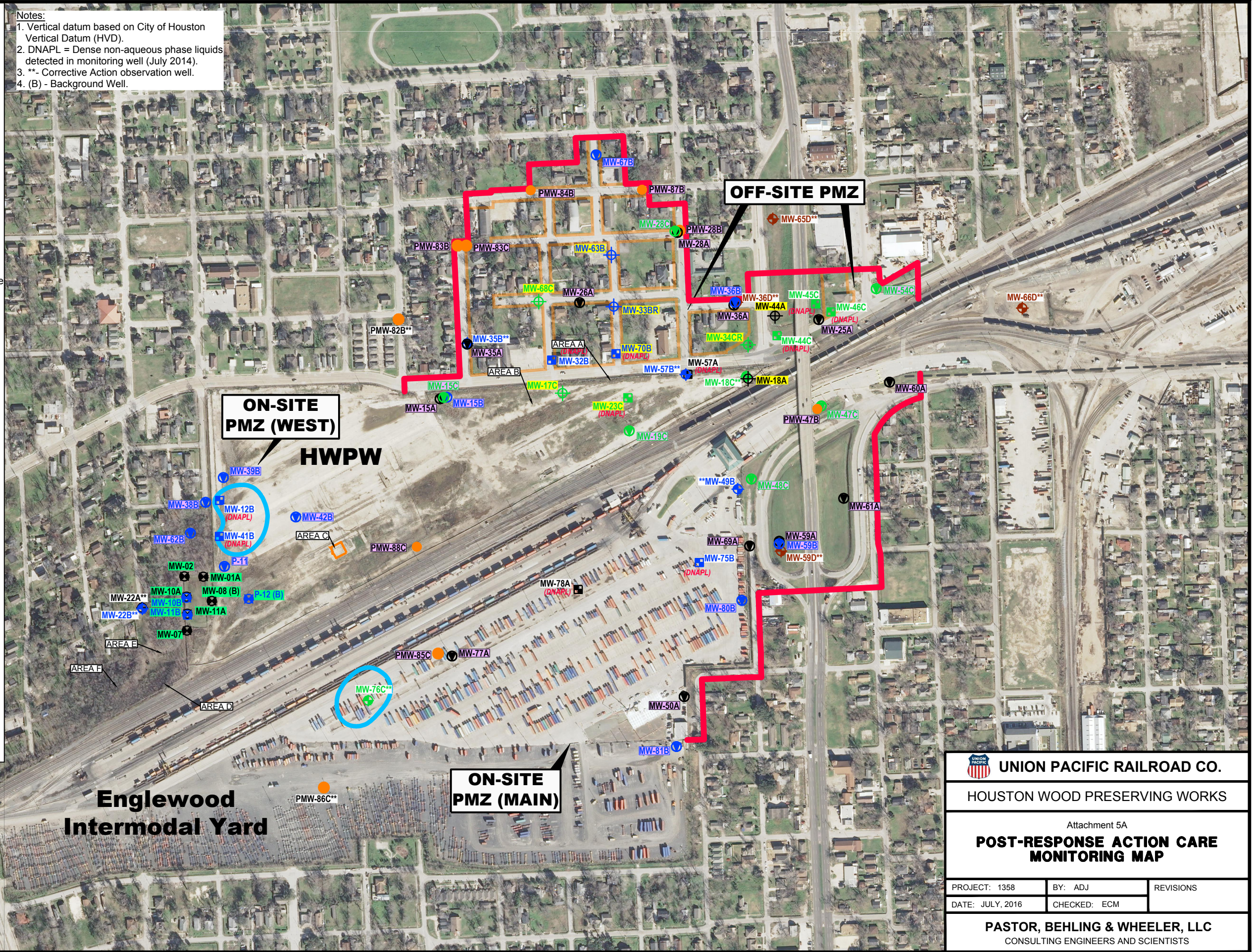
ATTACHMENT 5A

POST-RESPONSE ACTION CARE MONITORING MAP - UPDATED

EXPLANATION

- UPRR Property Boundary
- ⊕ A-TZ Monitoring Well Location
- ⊕ B-CZ/B-TZ Monitoring Well Location
- ⊕ C-TZ Monitoring Well Location
- ⊕ D-TZ Monitoring Well Location
- ⊕ Corrective Action System Well (DNAPL Recovery)
- Soil Affected Property
- Groundwater PCLE Zones (A-TZ, B-CZ/B-TZ and C-TZ)
- MW-26A Alternate Groundwater Point of Exposure (POE)
- MW-18A Attenuation Monitoring Point (AMP)
- MW-26A RCRA Unit No. 1 Point of Compliance (POC) Well
- Proposed Monitoring Well
- ▨ Surface Soils Excavated within AOC and Consolidated in Soil Cap Area
- ▨ Railroad Ballast Cap Area
- ▨ Asphalt Cap Area
- ▨ Soil Cap
- ▨ Concrete Cap Area
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- On-Site PMZ
- Off-Site PMZ
- Off-Site PMZ City of Houston ROW

Notes:
 1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.



Approx. Scale in Feet
 0 200 400

Source:
 Parcel Boundaries: City of Houston Geographic Information & Management Systems (GIMS).
 Aerial: Houston-Galveston Area Council (HGAC) 2012 Aerial.

UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS		
Attachment 5A POST-RESPONSE ACTION CARE MONITORING MAP		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

LIST OF APPENDICES

<u>APPENDIX</u>	<u>TITLE</u>
------------------------	---------------------

- | | |
|----------|---|
| 5 | LANDOWNER CONCURRENCE
5A – Restrictive Covenants Signed
5B – Institutional Controls Not Signed/Landowner Cannot Be Located |
|----------|---|

APPENDIX 5B

**LAND OWNER CONCURRENCE - INSTITUTIONAL CONTROLS NOT
SIGNED/LANDOWNER CANNOT BE LOCATED**

Affidavit of Paul Shanklin

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, personally appeared Paul Shanklin, who upon being sworn upon his oath did state as follows:

1. "My name is Paul Shanklin. I am over the age of 21 years, and I have never been convicted of any felony or of any misdemeanor involving moral turpitude. I have personal knowledge of everything stated in this affidavit unless otherwise expressly stated, and everything stated herein is true and correct."

2. "Prior to contacting landowners, Title Reports were prepared by Texas American Title Company from the real property records for the properties in the area of the Plume Management Zone (PMZ)."

3. "In late August 2014, on behalf of Union Pacific, outside counsel for Union Pacific (now "Baker Wotring") sent letters enclosing the restrictive covenant by regular and certified mail to landowners identified as having property in the PMZ. An example of the letter along with the restrictive covenant, as proscribed by 30 T.A.C. § 350.111(c), is attached to this affidavit as Exhibit A."

4. "After the letters were sent, I contacted the following Ministers and Pastors of the respective churches and congregations in the affected neighborhood to arrange a community meeting:

- a. Rev. Alix of Greater True Vine Baptist Church;
- b. Bishop Clark of Norton Memorial Temple COGIC Church;
- c. Rev. Ford of Greater Mt. Nebo Baptist Church;
- d. Rev. F.W. Mcilveen of Charity Baptist Church.

5. "I also contracted with local residents to distribute informational flyers on every piece of property located within the PMZ informing the property owners of a meeting to discuss the effect of contaminants found under their properties."

6. "I was in attendance at the community meeting at the Greater True Vine Baptist Church on September 11, 2014, and approximately 189 persons attended the meeting."

7. I was part of the group of UP attorneys, staff and outside counsel (collectively the

“Team”) which explained to the residents that none of the properties in the area use the groundwater for drinking; rather, they are on city drinking water provided by the City of Houston.”

8. “It was further explained at the meeting that in order to ensure that the shallow groundwater is not used in the future, the landowners in the affected area were being contacted to request that they execute a restrictive covenant which would prohibit use of the shallow groundwater on their property.”

9. “The residents were informed that the restrictive covenant would be filed in the property records as part of planned work at the site to institute a Plume Management Zone.”

10. Questions from local residents were answered by members of the Team well into the evening.

11. Maps identifying the affected properties that Union Pacific was asking to be subject to the restrictive covenants were displayed for the residents and title documents which indicated the rightful owners were also provided.

12. The names and addresses of people indicating that they owned affected properties were taken and arrangements were made to meet with each owner individually to provide further explanation regarding the need for the restrictive covenant and to make sure each person claiming ownership had the proper documentation to execute the covenant.

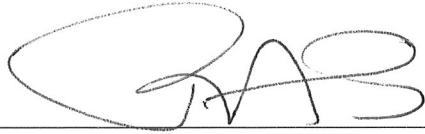
13. Since September 11, 2014, I have made visits to the community on over 70 occasions and spoken to over 200 people who have claimed ownership in properties within the PMZ. A high number of people have probate issues that must be addressed to determine proper ownership. Many have conflicts as to heirship and lacked documentation. Finally there are a number of residents who are simply squatters and may be able to claim ownership through the civil process but cannot afford to do so.

14. Of the numerous people I have met with, we have been able to confirm proper ownership documentation and have obtained notarized documents indicating their agreement with the deed recordation.

15. The chart attached as Exhibit B to this affidavit details the issues encountered with properties for which despite these efforts enumerated above, I was still unable to determine the location of the rightful owner of the properties.

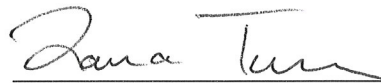
Further Affiant sayeth not.

SIGNED on July 26, 2016.

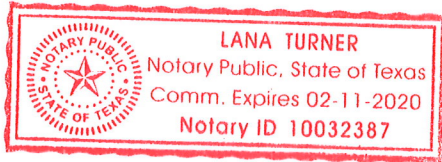


Paul Shanklin

SUBSCRIBED AND SWORN TO BEFORE ME, the undersigned authority, on this the
26th day of July, 2016.



Notary Public in and for the State of Texas
My Commission Expires:





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2909 Lavender St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,



Geoffrey Reeder, P.G.

Enclosure

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
2	0402660100004	2910 Lavender St, Houston, TX 77026	Ray Carrington	4102 Waterstone St, Missouri City, TX 77459-1837	NO	This property is currently occupied by a squatter. Despite numerous letters and visits to titled owner's address we cannot locate the owner.
3	0141440000001	0 Wylie St, Houston, TX 77026	Greater Mt Nebo Baptist Church	5005 Liberty Rd, Houston, TX 77026-5217	YES	
4	0141440000002	5006 Wylie St, Houston, TX 77026	Greater Mt Nebo Baptist Church	2602 Caplin St, Houston, TX 77026-1104	YES	
5	0141440000003	5010 Wylie, Houston, TX 77026	Alberta Smith	5010 Wylie St, Houston, TX 77026-5226	YES	
6	0402660100003	2906 Lavender St, Houston, TX 77026	Eloise Beal	2906 Lavender St, Houston, TX 77026-5212	YES	
7	0402660100001	2904 Lavender St, Houston, TX 77026	Clark Investment Co	4901 Liberty Rd, Houston, TX 77026-5263	YES	
8	0141440000004	505 Liberty, Houston, TX 77026	Greater Mount Nebo Baptist Church	4511 Eddie St, Houston, TX 77026-7610	YES	
9	0141400000006	5119 Wylie St, Houston, TX 77026	Martha Gilliam	5119 Wylie St, Houston, TX 77026-5227	YES	
10	0141430000001	2820 Clementine St, Houston, TX 77026	Estate Of Tillie Potts Benson	2820 Clementine St, Houston, TX 77026-5202	YES	
11	0141430000004	2813 Fontinot St, Houston, TX 77026	Jose A & Reina I Coto	2819 Fontinot St, Houston, TX 77026-5205	YES	
12	0141430000010	5101 Liberty Rd, Houston, TX 77026	Janie & Wallace Longoria	1510 Beall St, Houston, TX 77008-3444	YES	
13	0141430000008	5105 Liberty Rd, Houston, TX 77026	Alejandro Gonzalez	4088 Pamela Way, Montgomery, TX 77316-2779	NO	Property is being leased. Visited titled owner at address in Montgomery, Texas and owner is unwilling to sign covenant.
14	0141430000007	5109 Liberty Rd, Houston, TX 77026	Joe H Martinez	5109 Liberty Rd, Houston, TX 77026-5218	YES	
15	0141430000011	5113 Liberty Rd, Houston, TX 77026	Harris County Cause No 2003-22512	PO Box 1525, Houston, TX 77251-1525	YES	
16	0141430000006	5117 Liberty Rd, Houston, TX 77026	Jorge D Rivera	5117 Liberty Rd, Houston, TX 77026-5218	YES	

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
17	0141410000010	5201 Wylie St, Houston, TX 77026	Doris Jean Jefferson	PO Box 23611, Houston, TX 77228-3611	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner, therefore there is no one currently authorized to execute the restrictive covenant.
18	0141420000001	5201 Wylie St, Houston, TX 77026	Charity Baptist Church	5217 Liberty Rd, Houston, TX 77026-5313	NO	Church pastor cannot get authority from his board, despite attempts to explain the nature of the restrictive covenant.
19	0141420000003	2809 Erastus St, Houston, TX 77026	Charity Baptist Church C/O Rev F W Mcilveen	2809 Erastus St, Houston, TX 77026-5303	NO	Church pastor cannot get authority from his board, despite attempts to explain the nature of the restrictive covenant.
20	0141420000009	5201 Liberty Rd, Houston, TX 77026	Full Gospel Christian Assn	5201 Liberty Rd, Houston, TX 77026-5313	NO	The property is currently vacant. There has been no response to letters sent to titled owner and we can not find any other information regarding the owner's current location.
21	0141420000008	5201 Liberty Rd, Houston, TX 77026	Full Gospel Christian Assn	5201 Liberty Rd, Houston, TX 77026-5313	NO	The property is currently vacant. There has been no response to letters sent to titled owner and we can not find any other information regarding the owner's current location.
22	0141420000006	2809 Erastus St, Houston, TX 77026	Charity Baptist Church C/O Rev F W Mcilveen	2809 Erastus St, Houston, TX 77026-5303	NO	Church pastor cannot get authority from his board, despite attempts to explain the nature of the restrictive covenant.
23	0140410000007	5301 Liberty Rd, Houston, TX 77026	Geneva Henry	7546 S Hall St, Houston, TX 77028-2410	YES	
24	0140410000002	5311 Liberty Rd, Houston, TX 77026	Elmer Preston Trust	3319 Liberty Rd , Houston, TX 77026-6238	NO	Trustee cannot get authority from beneficiaries to sign covenant.
25	0651290800937	3300 E Lockwood Dr, Houston, TX 77026	Robert Damian	3300 E Lockwood Dr, Houston, TX 77026-1811	NO	This property is currently occupied by a squatter. Despite numerous letters and visits to titled owner's address we cannot locate the owner.
26	0402600000019	3300 E Lockwood Dr, Houston, TX 77026	Robert Damian	7938 Capitol St, Houston, TX 77012-1649	NO	This property is currently occupied by a squatter. Despite numerous letters and visits to titled owner's address we cannot locate the owner.
28	0141400000004	5118 Lelia St, Houston, TX 77026	Greater True Vine Baptist Church	3010 Fontinot St, Houston, TX 77026-5210	YES	
29	0141400000010	2913 Fontinot St, Houston, TX 77026	Perez Paul M	2913 Fontinot S, Houston, TX 77026-5210	YES	
30	0141410000002	0 Lelia St, Houston, TX 77026	Greater True Vine Missionary Baptist Church	3010 Fontinot St, Houston, TX 77026-5210	YES	

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
31	0141400000007	5111 Wylie St, Houston, TX 77026	Aquilina Perez	5111 Wylie St, Houston, TX 77026-5227	YES	
32	0141400000008	5107 Wylie St, Houston, TX 77026	Reginald & Leticia Tolbert	5107 Wylie St, Houston, TX 77026-5227	YES	
33	0141400000009	5105 Wylie St, Houston, TX 77026	Maryland Potts Estate	6308 Crane St, Houston, TX 77026-4318	YES	
34	0141390000005	2901 Clementine St, Houston, TX 77026	Mary Bass Ross	2901 Clementine St, Houston, TX 77026-5203	YES	
35	0141390000006	5011 Wylie St, Houston, TX 77026	Estate Of Carrie Mae Carr	5011 Wylie St, Houston, TX 77026-5225	YES	
36	0141390000007	5007 Wylie St, Houston, TX 77026	Andrew J Johnson	5007 Wylie St, Houston, TX 77026-5225	YES	
37	0141390000008	5005 Wylie St, Houston, TX 77026	Banda Monico Duque & Martha Z	5005 Wylie St, Houston, TX 77026-5225	YES	
38	0402660100018	2926 Lavender St, Houston, TX 77026	Clark Investment Co	4901 Liberty Rd, Houston, TX 77026-5263	NO	The Property has been sold for past dues taxes and title has not vested in the new owner, so there is no one currently authorized to execute the restrictive covenant.
39	0402660100022	2924 Lavender St, Houston, TX 77026	Clark Investment Co	2924 Lavender St, Houston, TX 77026-5212	YES	
40	0402660100005	2922 Lavender St, Houston, TX 77026	Greater Mt Nebo Baptist Church	2922 Lavender St, Houston, TX 77026-5212	YES	
41	0141410000001	5202 Lelia St, Houston, TX 77026	Greater True Vine Missionary Baptist Church	3010 Fontinot St, Houston, TX 77026-5210	YES	
42	0140410000006	2806 Erastus St, Houston, TX 77026	Margaret Roberts, et al.	3802 Lochmire Ln, Houston, TX 77039-2523	YES	
43	0140410000013	5304 Wylie St, Houston, TX 77026	Irene Perez Juarez	20726 I A Cote Cir Spring, Spring, TX 77388	YES	
44	0140410000005	5304-1/2 Wylie St, Houston, TX 77026	Susie I Delgado	5304 1/2 Wylie St, Houston, TX 77026-5322	YES	
45	0140330000001	3013 Fontinot St, Houston, TX 77026	Clifton Scott and Lenora Young	1111 Heath Ct, Houston, TX 77016	YES	

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
46	0140330000003	705 Lucille, Houston, TX 77026	Taylor Crawford	5105 Lelia St, Houston, TX 77026-5215	YES	
47	0140400000002	3009 Erastus St, Houston, TX 77026	Mary Crowley	3009 Erastus St, Houston, TX 77026-5307	YES	
48	0140400000003	5212 Lucille St, Houston, TX 77026	Jose F & Yolanda Ruiz	5212 Lucille St, Houston, TX 77026-5316	YES	
49	0140400000004	5210 Lucille St, Houston, TX 77026	Alfred B & Freddie Randolph	8614 Shotwell St, Houston, TX 77016-5912	YES	
50	0140400000010	0 Lelia St, Houston, TX 77026	Percy Vital	304 Sandman Ave, Crosby, TX 77532-6244	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner, therefore there is no one currently authorized to execute the restrictive covenant.
51	0140400000013	3005 Erastus St, Houston, TX 77026	Frank Thomas	3005 Erastus St, Houston, TX 77026-5307	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner, therefore there is no one currently authorized to execute the restrictive covenant.
57	0141390000001	5008 Lelia St, Houston, TX 77026	Emitt Holmes	5002 Lelia St, Houston, TX 77026-5214	YES	
58	0141390000002	5010 Lelia St, Houston, TX 77026	Nicholas R Alvarado	3410 Chapman St, Houston, TX 77009-5812	NO	This Property is currently occupied by a lessor who has does not have a lease agreement. Despite numerous letters and visits to titled owner's address we cannot locate the owner.
59	0141390000003	5014 Leila, Houston, TX 77026	Guadalupe Rivera Jr and Flor Rivera	5014 Lelia St, Houston, TX 77026-5214	YES	
60	0141390000004	2421 Clementine, Houston, TX 77026	Rogelio R & Olivia Pineda	2921 Clementine St, Houston, TX 77026-5203	YES	
61	0141390000009	0 Lelia St, Houston, TX 77026	Guadalupe Rivera	3401 Erastus St, Houston, TX 77026-5335	YES	
62	0141400000001	2920 Clementine St, Houston, TX 77026	Jack Perkins	2920 Clementine St, Houston, TX 77026-5204	NO	Resident claims not to be the owner but pays the taxes. He refuses to cooperate in locating the owner to get the restrictive covenant signed and we have no further information regarding the owner's current location..
63	0141400000002	5116 Lelia St, Houston, TX 77026	Carter Thomas	5108 Lelia St, Houston, TX 77026-5216	YES	

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
64	014140000003	5112 Lelia St, Houston, TX 77026	Avie Potts	5112 Lelia St, Houston, TX 77026-5216	YES	
65	0141410000004	0 Lelia St, Houston, TX 77026	Mallie Pittman	6127 Westover St, Houston, TX 77033-1235	NO	The property is currently vacant. There has been no response to letters sent to titled owner and we can not find any other information regarding the owner's current location. Residents at titled owner's address claim not knowledge of subject property or owner.
66	0141410000006	5211 Wylie, Houston, TX 77026	Sterling Trust Company for the benefit of Charles Mock	5207 Jewel St, Houston, TX 77026-5345	YES	
67	0141410000007	0 Wylie, Houston, TX 77026	Sterling Trust Company for the benefit of Charles Mock	5207 Jewel St, Houston, TX 77026-5345	YES	
68	0141410000011	0 Lelia St, Houston, TX 77026	Leroy Mock	5207 Jewel St, Houston, TX 77026-5345	YES	
69	0141410000012	2925 Erastus St, Houston, TX 77026	Leroy Mock	5207 Jewel St, Houston, TX 77026-5345	YES	
71	0402660100008	2942 Lavender St, Houston, TX 77026	Sandra Rena Thompson	PO Box 671646, Houston, TX 77267-1646	YES	
76	0402660100019	2938 Lavender St, Houston, TX 77026	Essie Lee Hutchins	2938 Lavender St, Houston, TX 77026-5212	YES	
77	0402660100021	2934 Lavender St, Houston, TX 77026	Clark Investment Co	2934 Lavender St, Houston, TX 77026-5212	YES	
78	0522570000001	Leila St, Houston, TX 77026	Samuel J Schrinisky	152 W Wisconsin Ave, Milwaukee, WI 53203-2508	NO	The property is currently vacant. There has been no response to letters sent to titled owner and we can not find any other information regarding the owner's current location.
79	0522570000006	5009 Lelia St, Houston, TX 77026	Clara C Humphrey	5009 Lelia St, Houston, TX 77026-5213	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner, therefore there is no one currently authorized to execute the restrictive covenant.
80	0522570000007	5007 Lelia St, Houston, TX 77026	Johnnie M York	9231 Oak Knoll Ln, Houston, TX 77078-4025	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner, therefore there is no one currently authorized to execute the restrictive covenant.

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
81	0522570000008	0 Lelia St, Houston, TX 77026	Herbert Hall	5014 Lucille St, Houston, TX 77026-5222	YES	
82	0522570000009	5015 Lelia St, Houston, TX 77026	Manuel Castillo	5015 Lelia St, Houston, TX 77026-5213	YES	
83	1280850010001	3010 Fontinot, Houston, TX 77026	Greater True Vine Baptist Church	3010 Fontinot St, Houston, TX 77026-5210	YES	
84	1280850020001	3011 Fontinot, Houston, TX 77026	Greater True Vine Baptist Church	3011 Fontinot St, Houston, TX 77026-5210	YES	
85	0402660010007	5006 Lucille St, Houston, TX 77026	Eine Barrientos	5006 LUCILLE ST Houston, TX 77026-5222	YES	
86	0402660010008	5008 Lucille St, Houston, TX 77026	Norton Memorial Temple Cogic	5008 LUCILLE ST Houston, TX 77026-5222	YES	
87	0522570000004	0 Lucile, Houston, TX 77026	Norton Memorial Temple Cogic	5008 LUCILLE ST Houston, TX 77026-5222	YES	
88	0522570000003	5014 Lucille St, Houston, TX 77026	Catherine Hall Lawrence	5014 LUCILLE ST Houston, TX 77026-5222	YES	
89	0522570000002	5016 Lucille St, Houston, TX 77026	On Time Lap	2141 W GOVERNORS CIR Houston, TX 77092-8715	YES	
90	0522570000012	0 Lucille, Houston, TX 77026	Fajer Properties Lyc	8621 WESTHEIMER RD Houston, TX 77063-4201	NO	The property is a vacant lot. Fajer Properties, which is listed in the title search as the owner, does not claim ownership. We are unable to locate any additional information regarding the current owner.
91	0522560000009	5015 Lucille St, Houston, TX 77026	Norton Memorial Temple Cogic	5008 LUCILLE ST Houston, TX 77026-5222	YES	
92	0522560000010	5017 Lucille St, Houston, TX 77026	Norton Memorial Temple Cogic	5008 LUCILLE ST Houston, TX 77026-5222	YES	
93	0140340000010	5019 Lucille St, Houston, TX 77026	Herbert L Stewart	4029 MELBOURNE ST Houston, TX 77026-1547	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner.
94	0140340000013	5023 Lucille St, Houston, TX 77026	Leticia Serna, Jose A Martinez	12414 PINE GLEN LN Cypress, TX 77429-2815	YES	

Exhibit B

MAP ID ²	HCAD ID ³	PARCEL ADDRESS	PARCEL OWNER	OWNER MAILING ADDRESS	SIGNED RESTRICTIVE COVENANT	REASON FOR NO SIGNED RESTRICTIVE COVENANT
95	0140340000011	3101 Fontinot St, Houston, TX 77026	Frank Lee & Alean D Dorn	3101 FONTINOT ST Houston, TX 77026-5245	YES	
96	0140340000001	5120 Jewel St, Houston, TX 77026	Arditha Morris Woods	5120 JEWEL ST Houston, TX 77026-5254	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner.
97	0140390000005	3120 Fontinot St, Houston, TX 77026	Estate Of Lee Thelma Lowe	3120 FONTINOT ST Houston, TX 77026-5246	NO	Unresolved probate issues prevent determination of probable heirs and rightful owner.
98	0140390000007	5203 Lucille St # 10, Houston, TX 77026	Thomas & Gay Blodgett	17 STONEWALL IRVINE, CA 92620-2649	YES	
100	0651290800938	3300 E Lockwood Dr, Houston, TX 77026	Robert Damian	3300 E Lockwood Dr Houston, TX 77026-1811	NO	This property is occupied by a squatter who claims no knowledge of titled owner. We have been unable to locate any additional information regarding the owner's current location.

MAP ID - 2

HCAD ID - 0402660100004

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Ray Carrington
2910 Lavender St
Missouri City, TX 77459-1837

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
X *Ray Carrington* Addressee

B. Received by (Printed Name) C. Date of Delivery
RAY CARRINGTON

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number
(Transfer from service label)

7005 1160 0001 8874 7119



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Ray Carrington
4102 Waterstone St
Missouri City, TX 77459-1837

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2910 Lavender St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Carrington:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

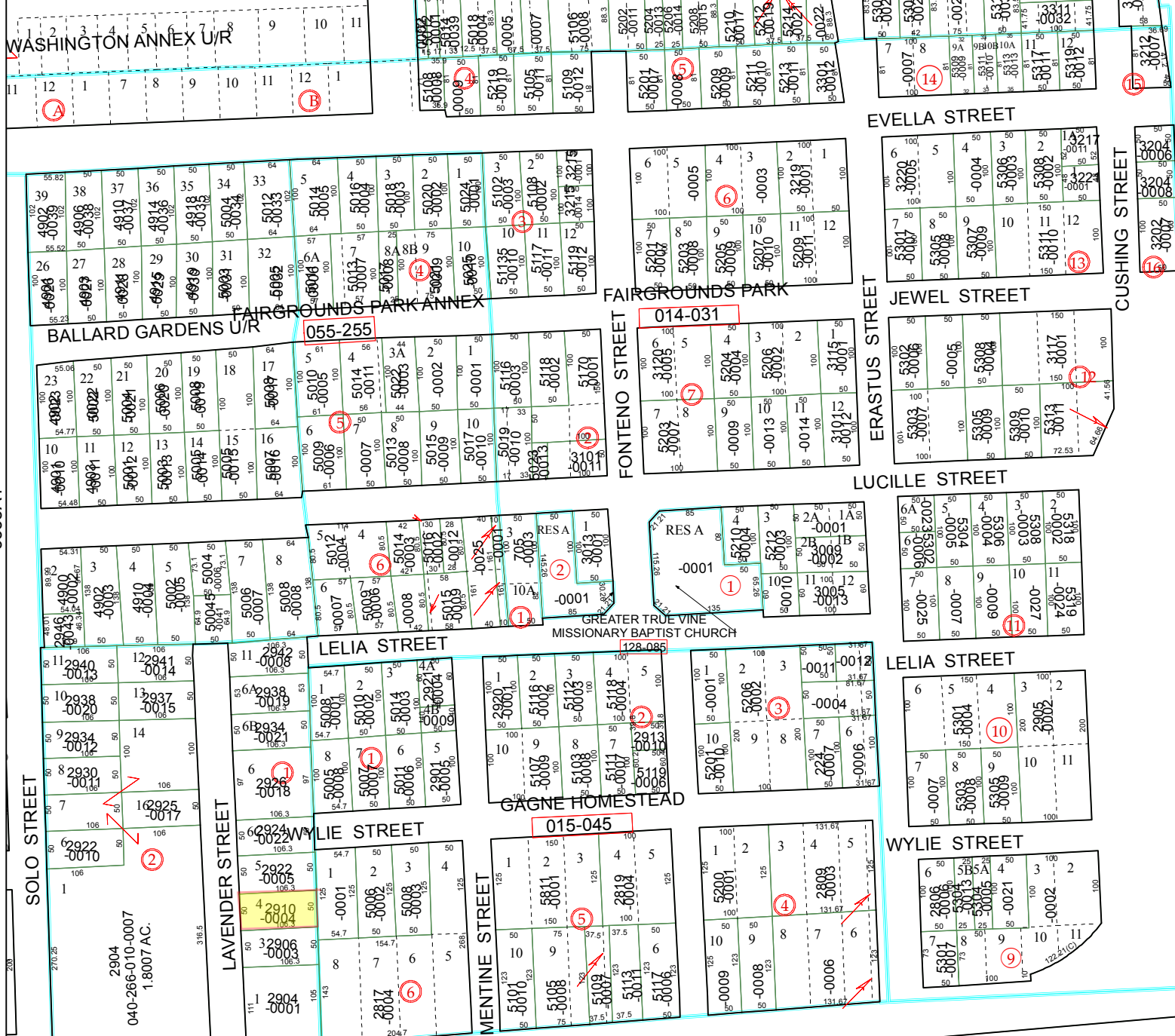


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



5558A6

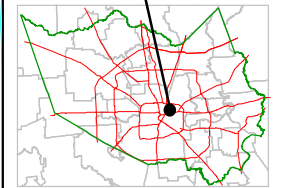
Harris County Appraisal District



0 100 200
 PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3



Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999

Title Report

GF Number: 7910-12-8478
Date: November 15, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of November, 2012, we find the following:

Title Vested In:

Ray Carrington (by Warranty Deed filed for record under Harris County Clerk's File No. 20090369151)

Property Description: (Map ID# 2) (Tax ID# 040-266-010-0004)

Lot Four (4), in Block One (1), of Liberty Road Estates, an unrecorded subdivision, same being a resubdivision of a tract of 5-1/40 acres out of the Northwest portion of the Gagne Tract, which is the middle portion of Lot No. Eight (8), Second Tier from Buffalo Bayou, out of the Harris & Wilson Two League Grant in Harris County, Texas and being the same land conveyed to John Grado and V. Billitti by Mary Alice Alexander, et vir, by deed dated September 14, 1894, recorded in Volume 79, Page 242 of the Deed Records of Harris County, Texas. Said Lot 4, in Block 1, of Liberty Road Estates, is further described by metes and bounds as follows:

Beginning at a point in a line parallel to the West boundary of Lavender Street, said being N89°36'E 298.3 feet and South 350 feet of the Northwest corner or of said 5-1/40 acre tract and said point being the Northwest corner of Lot 4, Block 1, Liberty Road Estates, the tract herein conveyed;

Thence, N89°36'E 100 feet along a line parallel to the North line of said 5-1/40 acre tract to an iron stake marking the Northeast corner;

Thence, South 50 feet along the East line of said 5-1/40 acre tract to an iron stake in said East line marking the Southeast corner;

Thence, S89°36'W 100 feet along a line parallel to the North line of said 5-1/40 acre tract to a point in said line for Southwest corner;

Thence North 50 feet along a line parallel to the West boundary line of Lavender Street to a point in said line, said point marking the Northwest corner and place of beginning.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) A Vendor's Lien was retained in Deed dated August 12, 2009, filed for record on August 14, 2009, under Harris County Clerk's File No. 20090369151, executed by Jack Anthony Coachman, to Ray Carrington, securing one certain promissory note of even date therewith in the principal amount of \$23,000.00, payable to the order of Jack Anthony Coachman; said note and lien being additionally secured by Deed of Trust of even date therewith, in favor of Jerel J. Hill, as Trustee, together with all terms, conditions and stipulations contained therein, including any additional indebtedness secured thereby, filed for record on August 14, 2009, under Harris County Clerk's File No. 20090369152.

Involuntary Liens:

- 1) We find reference to Cause No. 2012-43802, in the District Court of Harris County, Texas, styled Harris County, etal vs. Ray D. Carrington, etal. It is assumed that said cause of action is for delinquent taxes due on subject property.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

GF 1359-09-1228

3
400
4

WARRANTY DEED WITH VENDOR'S LIEN

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

Date: August 12, 2009

Grantor: JACK ANTHONY COACHMAN, an unmarried man

Grantor's Mailing Address:

3815 Knotty Oaks Trail
Houston, Texas 77045

Grantee: RAY CARRINGTON, a married man, dealing in non-homestead property

lll

Grantee's Mailing Address:

4102 Waterstone
Missouri City, Texas 77459

Consideration: TEN AND NO/100 (\$10.00) Dollars -----
and a note of even date that is in the principal amount of \$23,000.00 and is executed by Grantee, payable to the Grantor in 60 monthly installments and bearing interest as therein provided. The note provides for acceleration of maturity and payment of attorney's fees in the event of default. It is secured by a Vendor's Lien retained in this Deed and by a Deed of Trust of even date to Jerel J. Hill, Trustee.

Property: (including any improvements):

Lot 4, in Block 1, of Liberty Road Estates, an unrecorded subdivision out of the Harris & Wilson Two League Grant, Abstract No. 32, in Harris County, Texas; said Lot 4 being more particularly described by metes and bounds in Exhibit "A" attached hereto and made a part hereof.

D

Reservations from and Exceptions to Conveyance and Warranty:

This conveyance is made and accepted subject to all valid and subsisting restrictions, reservations, conditions, limitations, covenants, exceptions, mineral conveyances, and easements properly of record in the Office of the County Clerk of Harris County, Texas, if any, affecting the above-described property.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells, and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs,

RP 066-94-0262

executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty.

The Vendor's Lien against and superior title to the property are retained until the above-described Note is fully paid according to its terms, at which time this Deed shall become absolute.

When the context requires, singular nouns and pronouns include the plural.

Jack Anthony Coachman

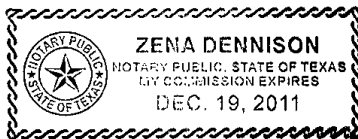
JACK ANTHONY COACHMAN

12

(Acknowledgment)

STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 12 day of August, 2009, by JACK ANTHONY COACHMAN.



Zena

Notary Public, State of Texas
Notary's name (printed):

Notary's commission expires:

PREPARED IN THE LAW OFFICE OF: Jerel J. Hill

RETURN TO: RAY CARRINGTON
4102 WATER STONE
MISSOURI CITY, TEXAS 77459

N

Ray Carrington
COUNTY CLERK
HARRIS COUNTY, TEXAS

2009 AUG 14 AM 11:16

FILED

HP 066-94-0263

EXHIBIT "A"

Lot No. 4, Block One (1), Liberty Road Estates, an unrecorded subdivision, same being a resubdivision of a tract of 5-1/40 acres out of the Northwest portion of the Gagne Tract, which is the middle portion of Lot No. Eight (8), Second Tier from Buffalo Bayou, out of the Harris & Wilson Two League Grant in Harris County, Texas and being the same land conveyed to John Grada and V. Pillitti by Mary Alice Alexander, et vir, by deed dated September 14, 1894, recorded in Volume 79, Page 242 of the Deed Records of Harris County, Texas. Said Lot No. 4, Block 1, Liberty Road Estates, is further described by notes and bounds as follows, to-wit:

Beginning at a point in a line parallel to the West boundary of Lavender Street, said being N89°36'E 298.3 feet and South 350 feet of the Northwest corner of said 5-1/40 acre tract and said point being the Northwest corner of Lot 4, Block 1, Liberty Road Estates, the tract herein conveyed; Thence N89°36'E 100 feet along a line parallel to the North line of said 5-1/40 acre tract to an iron stake marking the Northeast corner; Thence South 50 feet along the East line of said 5-1/40 acre tract to an iron stake in said East line marking the Southeast corner; Thence S89°36'W 100 feet along a line parallel to the North line of said 5-1/40 acre tract to a point in said line for Southwest corner; Thence North 50 feet along a line parallel to the West boundary line of Lavender Street to a point in said line, said point marking the Northwest corner and place of beginning.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time herein stated by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

AUG 14 2009



Dorothy L. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 7B

HCAD ID - 0402660100001

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

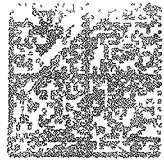
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 2510 0004 3684 0103



ZIP 77002
92 17
000139484

First Class Mail



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Clark Investment Co
4901 Liberty Rd
Houston, TX 77026-5263

UNC

UNC

UNC

NIXIE

AC
770262021-1N

09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY						
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature</p> <p>X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px;">B. Received by (<i>Printed Name</i>)</td> <td style="width: 50%; padding: 2px;">C. Date of Delivery</td> </tr> </table> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	B. Received by (<i>Printed Name</i>)	C. Date of Delivery				
B. Received by (<i>Printed Name</i>)	C. Date of Delivery						
<p>1. Article Addressed to:</p> <p style="text-align: center; margin-top: 20px;">Clark Investment Co 2909 Lavender St Houston, TX 77026-5263</p>	<p>3. Service Type</p> <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Certified Mail</td> <td><input type="checkbox"/> Express Mail</td> </tr> <tr> <td><input type="checkbox"/> Registered</td> <td><input type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail						
<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise						
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.						
<p>2. Article Number (<i>Transfer from ser</i>) 7004 2510 0004 3684 0103</p>							
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>							





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Clark Investment Co
4901 Liberty Rd
Houston, TX 77026-5263

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2909 Lavender St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

A handwritten signature in black ink that reads "Geoffrey Reeder". The signature is written in a cursive, slightly slanted style.

Geoffrey Reeder, P.G.

Enclosure

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-8487
Date: November 15, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of November, 2012, we find the following:

Title Vested In:

Clark Investment Company (by Warranty Deed filed for record under Volume 2015, Page 716 of the Deed Records of Harris County, Texas)

Property Description: (Map ID# 7) (Tax ID# 040-266-010-0001)

Lots One (1) and Two (2), in Block One (1), of Liberty Road Estates, a, unrecorded subdivision out of the Harris and Wilson Survey, Abstract No. 32 in Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's file No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lavender Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) We find reference to Cause No. 2009-46348, in the District Court of Harris County, Texas, styled Harris County, etal vs. Clark Investment Company, etal. It is assumed that said cause of action is for delinquent taxes due on subject property. Said suit includes a Final Judgment dated February 23, 2011 and an Order of Sale in Tax Suits dated October 10, 2011.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statue, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

CITY CLERK
HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions _____ of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET</u> <u>NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

54754

Service Fee \$100.00
RECEIVED
GALVESTON COUNTY
SHERIFF'S OFFICE

ATV
P-2

Precinct No. _____

STATE OF TEXAS
COUNTY OF HARRIS

Galveston AUG 11 PM 2:54

IN ADDITION TO THE DELINQUENT TAXES THERE ARE COURT COSTS ASSESSED BY THE DISTRICT CLERK'S OFFICE. FOR COURT COST INFORMATION ONLY CALL (713) 755-5711. FOR TAX AMOUNTS CALL YOUR TAX OFFICE. FOR QUESTIONS CONCERNING THIS LAWSUIT CALL THE ATTORNEY LISTED IN THE PETITION.

Receipt No. 949896

Tracking No. 72431825

SUIT NO. 2009-46349

TO: Robert E. Smith AKA Robert E. Smith Jr. (In Rem Only)
1610 White Wing Cir.
Friendswood. TX 77546

GREETING: YOU HAVE BEEN SUED. You may employ an attorney. If you or your attorney do not file a written answer with the clerk who issued this citation by 10:00 a.m. on the Monday next after the expiration of 20 days after you were served this citation, a default judgment may be taken against you.

YOU ARE HEREBY COMMANDED to appear and answer, by filing a written answer, before the Honorable District Court, 190 Judicial District, Harris County, Texas, at the Courthouse of said county in Houston, Texas, at or before 10 o'clock a.m. of the Monday next after the expiration of 20 days from the date of service of this citation, then and there to answer the Petition of HARRIS COUNTY, ET AL, Plaintiff(s), filed in said Court on the 24th day of July, 2009, against CLARK INVESTMENT COMPANY, ET AL.

The nature of the suit is a demand to collect delinquent ad valorem taxes, penalties, interest, attorney's fees, court costs and abstractor's fees incurred on the property described in Plaintiff(s) Petition, a true and correct copy of which is attached hereto and incorporated herein as if repeated verbatim.

The amount of taxes due Plaintiff(s), exclusive of interest, penalties, and costs, is the sum of \$53,362.14, said property being described as: Lots 1 and 7 in Block 2 of Liberty Road Estates, an unrecorded subdivision located in the Harris and Wilson Two League Grant, Abstract 32, in Harris County, Texas; being more particularly described in a deed from W.K. Chapman and Carl S. Smith to Clark Investment Company, dated November 17, 1949, being recorded in Volume 2015, Page 716 of the Deed Records of Harris County, Texas; and Lot 14 in Block 2 of Liberty Road Estates, an unrecorded subdivision located in the Harris and Wilson Two League Grant, Abstract 32, in Harris County, Texas; being more particularly described in a deed from R.E. Hudson, et al to D & H Land Company dated September 11, 1948 and recorded in Volume 1826, Page 440 of the Deed Records of Harris County, Texas; save and except that Right of Way Deed conveyed to Harris County recorded in Volume 1740, Page 359 of the Deed Records of Harris County, Texas; and being that same property identified on Plaintiff's tax roll as Account No. 040-266-010-0007.; Account No. 040266010007

The names of all taxing units that assess and collect taxes on said property, other than the Plaintiff(s) named above, are: NONE The foregoing taxing units, if any be shown, are made and joined as parties to this suit and invited to add their claim by intervening herein. There are no taxing units which assess and collect taxes on said property that Plaintiff(s) has failed to join as a party to this suit

Plaintiff and all other taxing units who may set up their tax claims herein seek recovery of delinquent ad valorem taxes on the property and in addition to the taxes, all interest, penalties, attorney fees, abstractor costs and court costs allowed by law up to and including the date of judgment, post judgment interest at the maximum rate allowed by law and the establishment and foreclosure of liens securing the payment of same, as provided by law.

All parties to this suit shall take notice that claims not only for any taxes which were delinquent on the property at the time this suit was filed but all taxes becoming delinquent at any time thereafter up to the day of judgment, including all interest, penalties, attorney fees, and costs allowed by law may be recovered without further citation or notice to any parties and all parties shall take notice of and plead and answer to all claims and pleadings now on file and which may be filed in this cause by all other parties and by all those taxing units above named, who may intervene and set up their tax claims against the property.

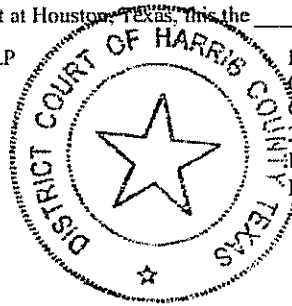
If this citation is not served within 90 days after the date of its issuance, it shall be returned unserved

THE OFFICER OR OTHER AUTHORIZED PERSON EXECUTING THIS RETURN SHALL PROMPTLY SERVE THE SAME ACCORDING TO THE REQUIREMENTS OF LAW AND THE MANDATES HEREOF AND MAKE DUE RETURN AS THE LAW DIRECTS.

Issued and given under my hand and seal of said Court at Houston, Texas, this the _____ day of _____, 20_____

LINEBARGER GOGGAN BLAIR & SAMPSON, LLP
1301 TRAVIS, SUITE 300 (77002)
P O BOX 3064
HOUSTON, TX 77253-3064
(713) 844-3580; (713) 844-3502 - FAX

ATTORNEY FOR PLAINTIFF



LOREN JACKSON
CLERK OF THE DISTRICT COURTS
OF HARRIS COUNTY, TEXAS
201 CAROLINE
HOUSTON, TX 77002
By: _____
Deputy

JUL 29 2009

09 AUG 26 PM 3:57
8-26-09
DEPUTY

**SUIT NO. 2009-46349
OFFICER'S RETURN**

CAME TO HAND on the 11th day of August, 2009, at 254 o'clock P.M. and executed in Galveston County, Texas, by delivering in person, a true copy of this citation; to the following Defendant at time and place, to-wit:

DATE <u>8/17/09</u>	TIME <u>1205p</u>	AM/PM <u>P</u> .M.	Robert E. Smith AKA Robert E. Smith Jr. (In Rem Only) 1610 White Wing Cir. Friendswood, TX 77546
------------------------	----------------------	-----------------------	---

Where Delivered:

<u>1610 White Wing Cir</u>	<u>Fredrick Poore</u>
	Sheriff/Constable
By: <u>[Signature]</u>	<u>Galveston</u> County, Texas
Deputy	

ALTERNATE RETURN

(Complete this Alternate Return only if unable to locate defendant)

CAME TO HAND on the ___ day of _____, _____, at _____ o'clock ___ M. and after due and diligent search, I HAVE BEEN UNABLE TO LOCATE the within named Defendant in _____ County, nor have I been able to learn their whereabouts except as follows:

NOTICE

- * If Substituted Service of Citation is required on this Defendant *
- The Courts require the following:
- 1. **A MINIMUM OF SIX (6) ATTEMPTS FOR SERVICE OVER A TWO (2) WEEK PERIOD.**
- 2. These attempts cannot be on consecutive days.
- 3. Each attempt at service must be made at different hours of the day (morning, afternoon and evening)
- 4. Provide a written explanation of what occurred on each attempt at service.
- 5. Do not use abbreviations.

DATE	TIME	AM/PM	EXPLANATION

Sheriff/Constable

By _____
HARRIS COUNTY, TEXAS
Deputy

D & H Land Company, Its Unknown Shareholders, Successors and Assigns; Unknown Address;

if living, and if any or all of the above named Defendant(s) be deceased, the unknown heirs of each or all of the said above named deceased persons; and the unknown owner or owners of the following described property; and the executors, administrators, guardians, legal representatives, devisees or the above named persons; and any and all other persons, including adverse claimants, owning or having any legal or equitable interest or lien upon the below described property located in the county in which this suit is brought.

If any party is shown at an unknown address, the Defendant(s) include such person's unknown heirs, successors and assigns, whose identity and location are unknown, unknown owners, such unknown owner's heirs, successors and assigns, and any and all other persons, including adverse claimants, owning or having or claiming any legal or equitable interest in or lien upon the property which is the subject of the delinquent tax claim in this case.

Plaintiff(s) petition is amended pursuant to Rule 62 and 63, Texas Rules of Civil Procedure. Plaintiff(s) do not seek any monetary relief or personal judgment against any defendant identified as **In Rem Only** hereinabove. Plaintiff(s) intend discovery to be conducted under level 2 of Rule 190 of Texas Rules of Civil Procedure. Plaintiff(s) petition is amended to correct defendant(s).

The following taxing unit(s), whether one or more, is joined as a party herein as required by TEX. TAX CODE § 33.44(a) because it may have a claim and lien for delinquent taxes against all or part of the same property described below: **NONE**. The foregoing named taxing unit(s), if any, is invited to add its claim by intervening herein.

II.

Claims for all taxes becoming delinquent on said property at any time subsequent to the filing of this suit, up to the day of judgment, including all penalties, interest, attorney's fees, and costs on same, are incorporated in this suit, and Plaintiff(s) is entitled to recover the same, upon proper proof, without further citation or notice. Plaintiff(s) is further entitled to recover each penalty that is incurred and all interest that accrues on all delinquent taxes imposed on the property from the date of judgment to the date of sale.

III.

As to each separately described property shown below, there are delinquent taxes, penalties, interest, and costs justly due, owing and unpaid to Plaintiff(s) for the tax years and in the amounts as follows, if paid in **August, 2009**:

PROPERTY AND AMOUNTS OWED

ACCT. NO. 0402660100007; Lots 1 and 7 in Block 2 of Liberty Road Estates, an unrecorded subdivision located in the Harris and Wilson Two League Grant, Abstract 32, in Harris County, Texas; being more particularly described in a deed from W.K. Chapman and Carl S. Smith to Clark Investment Company, dated November 17, 1949, being recorded in Volume 2015, Page 716 of the Deed Records of Harris County, Texas; and Lot 14 in Block 2 of Liberty Road Estates, an unrecorded subdivision located in the Harris and Wilson Two League Grant, Abstract 32, in Harris County, Texas; being more particularly described in a deed from R.E. Hudson, et al to D & H Land Company dated September 11, 1948 and recorded in Volume 1826, Page 440 of the Deed Records of Harris County, Texas; save and except that Right of Way Deed conveyed to Harris County recorded in Volume 1740, Page 359 of the Deed Records of Harris County, Texas; and being that same property identified on Plaintiff's tax roll as Account No. 040-266-010-0007.

HARRIS COUNTY

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
2000	\$296.79	\$437.02	\$733.81
2001	\$1,070.93	\$1,537.87	\$2,608.80
2002	\$1,070.94	\$1,383.64	\$2,454.58
2003	\$1,200.84	\$1,378.58	\$2,579.42
2004	\$1,568.57	\$1,574.85	\$3,143.42
2005	\$1,568.57	\$1,348.98	\$2,917.55
2006	\$1,781.92	\$1,275.86	\$3,057.78
2007	\$1,793.62	\$1,025.97	\$2,819.59
2008	\$1,793.57	\$767.65	\$2,561.22
TOTALS:	\$12,145.75	\$10,730.42	\$22,876.17

CITY OF HOUSTON

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
2000	\$299.99	\$441.74	\$741.73
2001	\$1,085.40	\$1,558.63	\$2,644.03
2002	\$1,085.40	\$1,402.33	\$2,487.73
2003	\$1,217.06	\$1,397.19	\$2,614.25
2004	\$1,577.62	\$1,583.94	\$3,161.56
2005	\$1,571.55	\$1,351.53	\$2,923.08
2006	\$1,778.43	\$1,273.35	\$3,051.78
2007	\$1,815.95	\$1,038.72	\$2,854.67
2008	\$1,801.84	\$771.19	\$2,573.03
TOTALS:	\$12,233.24	\$10,818.62	\$23,051.86

HOUSTON INDEPENDENT SCHOOL DISTRICT

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
2000	\$695.70	\$1,024.42	\$1,720.12
2001	\$2,618.22	\$3,759.77	\$6,377.99
2002	\$2,618.22	\$3,382.74	\$6,000.96
2003	\$2,935.80	\$3,370.30	\$6,306.10
2004	\$3,880.93	\$3,896.45	\$7,777.38
2005	\$3,931.90	\$3,381.44	\$7,313.34
2006	\$4,068.87	\$2,913.31	\$6,982.18
2007	\$3,262.92	\$1,866.40	\$5,129.32
2008	\$3,262.92	\$1,396.52	\$4,659.44
TOTALS:	\$27,275.48	\$24,991.35	\$52,266.83

HOUSTON COMMUNITY COLLEGE SYSTEM

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
2000	\$37.71	\$55.53	\$93.24
2001	\$134.78	\$193.54	\$328.32
2002	\$134.78	\$174.14	\$308.92
2003	\$151.12	\$173.48	\$324.60
2004	\$232.95	\$233.89	\$466.84
2005	\$232.44	\$199.90	\$432.34
2006	\$262.42	\$187.89	\$450.31
2007	\$260.74	\$149.14	\$409.88
2008	\$260.73	\$111.59	\$372.32
TOTALS:	\$1,707.67	\$1,479.10	\$3,186.77

TOTAL DUE **\$101,381.63**

The total aggregate amount of taxes, penalties, interest, and attorney's fees (if any) for which Plaintiff(s) sues is \$101,381.63, subject to additional taxes, penalties, interest, and attorney's fees that accrue subsequent to the filing of this petition.

IV.

All of the taxes were authorized by law and legally imposed in the county in which this suit is brought. The taxes were imposed in the amount(s) stated above on each separately described property for each year specified and on each person named, if known, who owned the property on January 1 of the year for which the tax was imposed. Plaintiff(s) now has and asserts a lien on each tract of real property and each item of personal property described herein to secure the payment of all taxes, penalties, interest and costs due. Pursuant to Rule 54 of the Texas Rules of Civil Procedure, Plaintiff(s) affirmatively avers that all things required by law to be done have been done properly by the appropriate officials and all conditions precedent have been met.

V.

All of the property described above was, at the time the taxes were assessed, located within the territorial boundaries of each taxing unit in whose behalf this suit is brought. All Defendants named in this suit either owned the property that is the subject of this suit on January 1 of the year in which taxes were imposed on said property, or owned or claimed an interest in or lien upon said property at the time of the filing of this suit. The value of any personal property that may be described above, and against which the tax lien is sought to be enforced, is in excess of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

VI.

The Law Firm represented by the attorney whose name is signed hereto is legally authorized and empowered to institute and prosecute this action on behalf of Plaintiff(s). Plaintiff(s) should recover attorney's fees as provided by law for the prosecution of this case, and such attorney's fees should be taxed as costs.

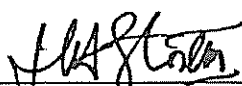
VII.

Plaintiff(s) may have incurred certain expenses in the form of abstractor's costs in procuring data and information as to the name, identity and location of necessary parties, and in procuring necessary legal descriptions of the property that is the subject of this suit. Said expenses, if incurred, are reasonable and are in the following amount: \$300.00. The abstractor's costs, if any be shown, should be taxed as costs herein.

PRAYER

WHEREFORE, PREMISES CONSIDERED, Plaintiff(s) requests that citation be issued and served upon each Defendant named herein, commanding them to appear and answer herein in the time and manner required by law. Plaintiff(s) further prays, upon final hearing in this cause, for foreclosure of its liens against the above-described property securing the total amount of all delinquent taxes, penalties and interest, including taxes, penalties and interest becoming delinquent during the pendency of this suit, costs of court, attorney's fees, abstract fees, and expenses of foreclosure sale. Plaintiff(s) further prays for personal judgment against Defendant(s) who owned the property on January 1 of the year for which the taxes were imposed for all taxes, penalties, interest, and costs that are due or will become due on the property, together with attorney's fees and abstractor's fees. Plaintiff(s) further prays for: (1) the appropriate order of sale requiring the foreclosed property to be sold, free and clear of any right, title or interest owned or held by any of the named Defendants, at public auction in the manner prescribed by law, and (2) writs of execution, directing the sheriffs and constables for the State of Texas, to search out, seize, and sell sufficient property of the Defendant(s) against whom personal judgment may be awarded to satisfy the lawful judgment sought herein. However, Plaintiff(s) do not pray for personal judgment against any defendant(s) identified in paragraph I as IN REM ONLY. Plaintiff(s) pray for costs of court and for such other and further relief, at law or in equity, to which they may show themselves justly entitled.

Respectfully submitted,
LINEBARGER GOGGAN
BLAIR & SAMPSON, LLP
1301 TRAVIS, SUITE 300 (77002)
P O BOX 3064
HOUSTON, TX 77253-3064
(713) 844-3580, (713) 844-3502 - Fax



Herbert (Trey) A. Stone, III
State Bar No. 24041980
Attorneys for Plaintiff(s)

CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy was mailed, faxed or hand-delivered to all opposing counsel and other parties listed below who have made an appearance in this suit pursuant to rule 21(a) T.R.C.P. on the _____ day of AUG 19 2009, 20 ____.


Clark Investment Company
W K. Chapman
Director
2205 Southgate Blvd
Houston, TX 77030

D & H Land Company
W K. Chapman
Director
2205 Southgate Blvd
Houston, TX 77030

Clark Investment Company
The Unknown Shareholders, Successors,
and Assigns
Address Unknown

D & H Land Company
The Unknown Shareholders, Successors,
and Assigns
Address Unknown

Robert E. Smith
AKA Robert E. Smith Jr.
1610 White Wing Cir.
Friendswood, TX 77546



Attorney Certifying

cp

MAP ID - 11

HCAD ID - 0141430000004

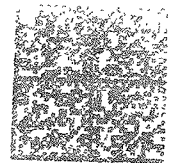
FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS



ZIP 77002
02 1W
0001394849

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE
CERTIFIED MAIL™



7004 1160 0007 3772 1745

First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Jose A & Reina I Coto
2819 Fontinot St
Houston, TX 77026-5205

UNC

NIXIE 770262021-1N 09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



8-30-14

FIRST CLASS

FIRST CLASS

FIRST CLASS

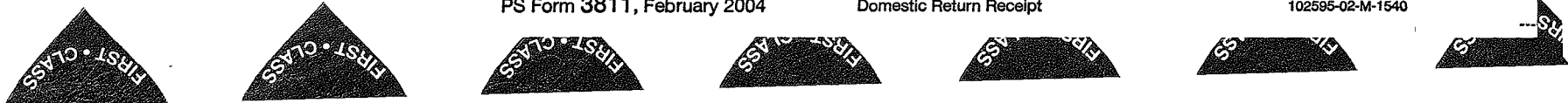
FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY								
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <table style="width: 100%; border: none;"> <tr> <td style="border: none;">B. Received by (<i>Printed Name</i>)</td> <td style="border: none;">C. Date of Delivery</td> </tr> </table> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	B. Received by (<i>Printed Name</i>)	C. Date of Delivery						
B. Received by (<i>Printed Name</i>)	C. Date of Delivery								
<p>1. Article Addressed to:</p> <p style="text-align: center;">Jose A & Reina I Coto 2813 Fontinot St Houston, TX 77026-5205</p>	<table style="width: 100%; border: none;"> <tr> <td colspan="2" style="border: none;">Service Type</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Certified Mail</td> <td style="border: none;"><input type="checkbox"/> Express Mail</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Registered</td> <td style="border: none;"><input type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td style="border: none;"><input type="checkbox"/> Insured Mail</td> <td style="border: none;"><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	Service Type		<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
Service Type									
<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail								
<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise								
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.								
<p>2. Article Number (<i>Transfer from service.</i>)</p>	<p style="text-align: center; font-size: 1.2em;">7004 1160 0007 3772 1745</p>								
PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540									





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Jose A & Reina I Coto
2819 Fontinot St
Houston, TX 77026-5205

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2813 Fontinot St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. and Mrs. Coto:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

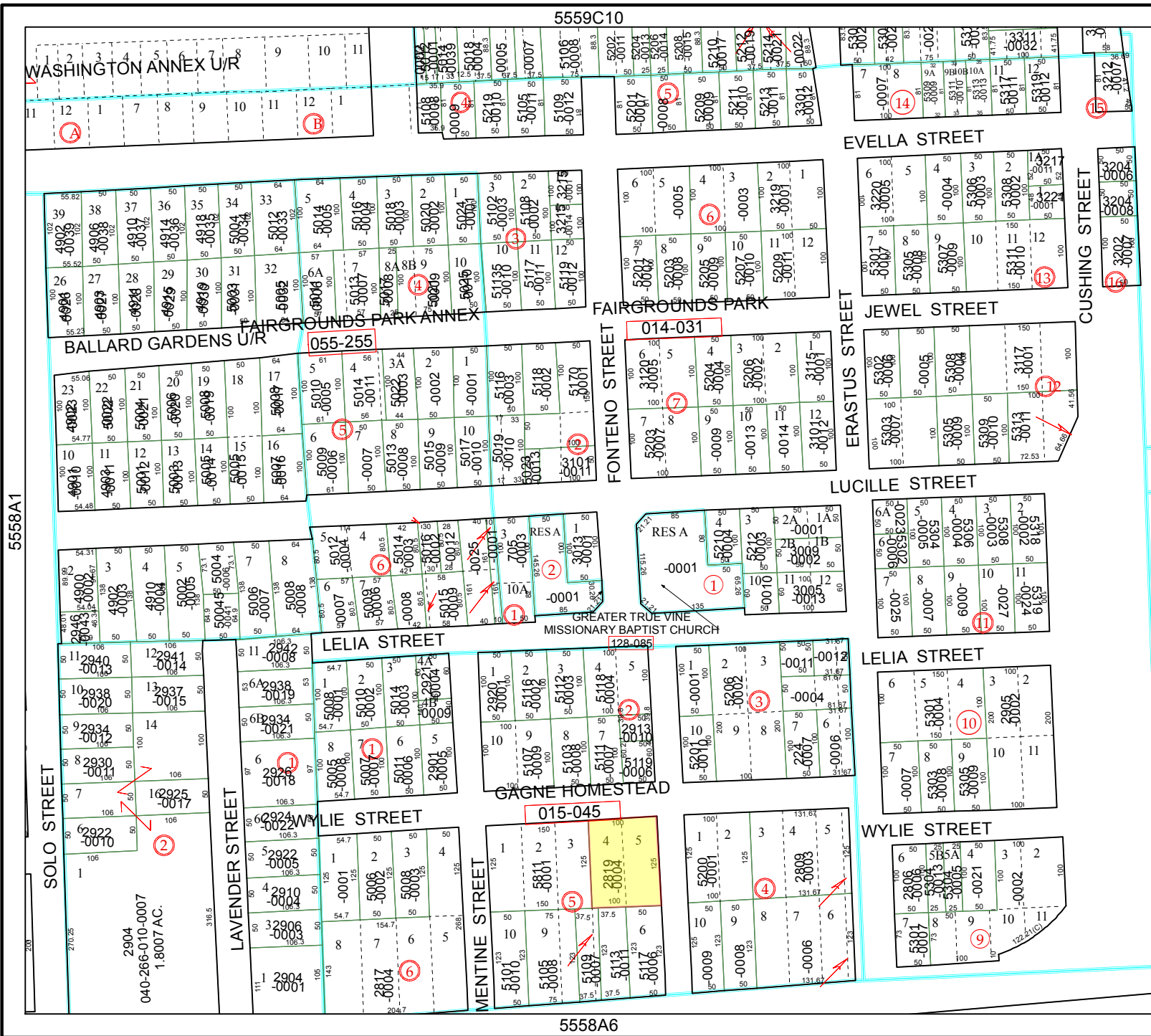
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



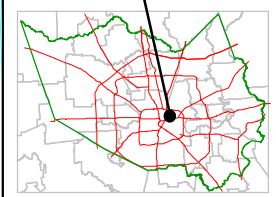
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0177

Date: January 11, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Jose Alexander Coto and wife, Reina Isabel Coto (by Warranty Deed filed for record under Harris County Clerk's File No. W555645)

Property Description: (Map ID# 11) (Tax ID# 014-143-000-0004)

Lots Four (4) and Five (5), in Block Five (5), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Wylie Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

- 2) A Vendor's Lien was retained in Deed dated January 16, 2003, filed for record on April 4, 2003, under Harris County Clerk's File No. W555645, executed by Rebecca Brett Aguilar, to Jose Alexander Coto and wife, Reina Isabel Coto, securing one certain promissory note of even date therewith in the principal amount of \$45,000.00, payable to the order of Rebecca Brett Aguilar; said note and lien being additionally secured by Deed of Trust of even date therewith, in favor of Steven L. Warren, as Trustee, together with all terms, conditions and stipulations contained therein, including any additional indebtedness secured thereby, filed for record on April 4, 2003, under Harris County Clerk's File No. W555647.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions _____ of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

WD
15
P

WARRANTY DEED WITH VENDOR'S LIEN

THE STATE OF TEXAS §

W555645
04/04/03 300108996 \$15.00

COUNTY OF HARRIS §

THAT **REBECCA BRETT AGUILAR**, of 6038 Cheena, Houston, Harris County, Texas, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) cash and other good and valuable consideration paid to GRANTOR in hand paid by **JOSE ALEXANDER COTO and wife REINA ISABEL COTO** (the "GRANTEE," whether one or more), the receipt and sufficiency of which are hereby acknowledged and confessed, and the further consideration of the execution and delivery by GRANTEE of one certain Promissory Note executed of even date herewith, in the original principal sum therein stated, payable to the order of Grantor being due and payable and bearing interest as therein provided, and finally maturing on December 1, 2014; which Note is secured by Vendor's Lien herein reserved and is additionally secured by a Deed of Trust of even date herewith executed by the GRANTEE herein to **STEVEN L. WARREN, TRUSTEE**, reference to which is here made for all purposes, has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto said GRANTEE, the following described property, to-wit:

200

All that certain tract or parcel of land described on Exhibit A attached hereto and incorporated herein by reference, together with improvements thereon (the "Premises").

This conveyance is made and accepted AS IS WHERE IS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES EXPRESSED OR IMPLIED, INCLUDING IN THE EXCEPTION WARRANTIES OF MERCHANTABILITY, HABITABILITY AND USE FOR ANY SPECIFIC PURPOSE, subject to the following matters, to the extent same are in effect at this time: any and all restrictions, covenants, conditions and easements, if any, relating to the hereinabove described property, but only to the extent they are still in effect, shown of record in the hereinabove mentioned County and State, and to all zoning laws, regulations and ordinances of municipal and/or other governmental authorities, if any, but only to the extent that they are still in effect, relating to the hereinabove described property.

2003 APR -4 AM 9:28
FILED
County Clerk
HARRIS COUNTY TEXAS
Rebecca H. Kayfman

The use of any pronoun herein to refer to Grantor or Grantee shall be deemed a proper reference even though Grantor and/or Grantee may be an individual (either male or female), a corporation, a partnership or a group of two or more individuals, corporations and/or partnerships, and when this Deed is executed by or to a corporation, or trustee, the words "heirs, executors and administrators" or "heirs and assigns" shall, with respect to such corporation or trustee, be construed to mean "successors and assigns."

TO HAVE AND TO HOLD the above-described Premises, together with all and singular the rights and appurtenances thereto in any wise belonging, subject to the reservations and exceptions to conveyance and warranty, unto said GRANTEE and GRANTEE'S heirs and assigns forever, and the GRANTOR does hereby bind GRANTOR, and GRANTOR'S heirs, executors and administrators to WARRANT and FOREVER DEFEND all and singular the Premises unto the said GRANTEE, and GRANTEE'S heirs and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof.

But it is expressly agreed and stipulated that the Vendor's Lien and Superior Title are retained against the above-described property, Premises, and improvements until the above-described Note and all interest thereon are fully paid according to the face and tenor, effect and reading thereof when this Deed shall become absolute.

WITNESS MY HAND, this 16 day of January, 2003.

GRANTOR:

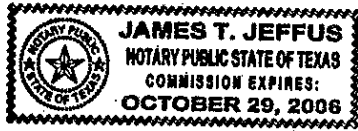
Rebecca Brett Aguilar for
Rebecca Brett Aguilar

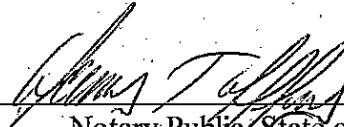
GRANTEE'S ADDRESS:

Jose Alexander and Reina Isabel Coto
2819 Fontinot
Houston, Texas 77026

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me by **REBECCA BRETT AGUILAR** on **January 16, 2003**.





Notary Public, State of Texas

NOTICE

THIS INSTRUMENT WAS PREPARED SOLELY FROM INFORMATION FURNISHED BY THE PARTIES OR ON BEHALF OF THE PARTIES. NO TITLE OPINION WAS FURNISHED TO THE ATTORNEY PREPARING THIS INSTRUMENT, OR MADE BY HIM IN CONNECTION WITH ITS PREPARATION. NO REPRESENTATIONS OR OPINIONS AS TO THE STATUS OF TITLE HAS BEEN, OR IS, MADE BY THE ATTORNEY PREPARING, OR OTHERS ASSISTING IN, THE PREPARATION OF THIS INSTRUMENT.

After filing return to:
Jose Alexander and Reina Isabel Coto
2819 Fontinot
Houston, Texas 77026

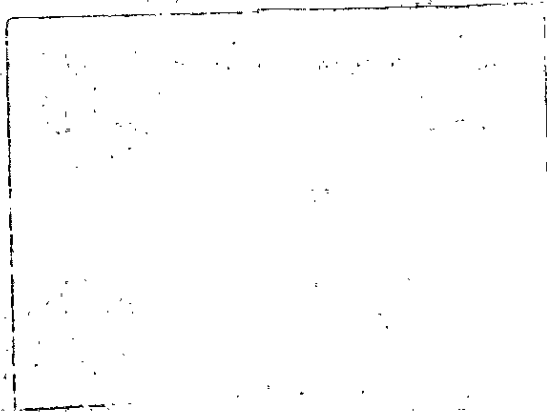
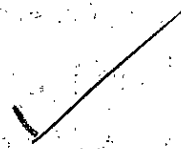


EXHIBIT A

The Property:

All that certain tract of parcel of land situated in Harris county, Texas, and being Lots Four (4) and Five (5), in Block Five (5), out of the Finn Subdivision of Shares 2 and 3, a part of the Gagne Homestead, out of the Harris and Wilson Two League Grant, in Harris County, Texas, according to the Map and Plat of said subdivision recorded in Book 1, page 55, of the Deed Records of Harris County, Texas to which Plat, reference is here made for a better description of said lots. Also now known as 2813 Fontinot Street, 2815 Fontinot Street, and 2819 Fontinot Street, Houston, Texas.

D

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW, THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

APR - 4 2003



Dorothy L. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

DT
JP

DEED OF TRUST

Date: January 16, 2003

W555647
04/04/03 300108997

\$21.00

Grantor: JOSE ALEXANDER COTO and wife REINA ISABEL COTO

Grantor's Mailing Address: 2819 Fontinot
Houston, Harris County, Texas 77026

Trustee: STEVEN L. WARREN

HW

Trustee's Mailing Address: 1111 North Loop West, Suite 925,
Houston, Harris County, Texas 77008

Beneficiary: REBECCA BRETT AGUILAR

100

Beneficiary's Mailing Address: 6038 Cheena
Houston, Harris County, Texas 77096

Note(s)

Date: January 16, 2003

Amount: Forty-five Thousand and 00/100 Dollars (\$45,000.00)

Maker: JOSE ALEXANDER COTO and wife REINA ISABEL COTO

Payee: REBECCA BRETT AGUILAR

Final Maturity Date: July 16, 2015

Terms of Payment:

In equal monthly installments of principal and interest as therein stated (or more) each, the first of such installments shall be due and payable on the 16th day of February, 2003, and a like installment shall be due and payable on the same day of each succeeding month thereafter until July 16, 2015, when the entire balance of principal and accrued interest shall be due and payable. Each installment shall be applied first to the payment of accrued interest due on the unpaid principal balance and the remainder of each installment shall be applied to the reduction of principal.

FILED
2003 APR -4 AM 9:28
Rebecca B. Legman
COUNTY CLERK
HARRIS COUNTY, TEXAS

Property:

All that certain tract or parcel of land described on Exhibit A attached hereto and incorporated herein by reference, together with improvements thereon.

For value received and to secure payment of the note, Grantor conveys the property to Trustee in trust. Grantor warrants and agrees to defend the title to the property. If Grantor performs all the covenants and pays the note according to its terms, this deed of trust shall have no further effect, and Beneficiary shall release it at Grantor's expense.

Grantor's Obligations

Grantor agrees to:

1. Keep the property in good repair and condition;
2. pay all taxes and assessments on the property when due;
3. preserve the lien's priority as it is established in this deed of trust;
4. maintain, in a form acceptable to Beneficiary, an insurance policy that:
 - a. covers all improvements for their full insurable value as determined when the policy is issued and renewed, unless Beneficiary approves a smaller amount in writing;
 - b. contains an 80% coinsurance clause;
 - c. provides fire and extended coverage, including windstorm coverage;
 - d. protects Beneficiary with a standard mortgage clause;
 - e. provides flood insurance at any time the property is in a flood hazard area; and
 - f. contains such other coverage as Beneficiary may reasonably require;
5. comply at all times with the requirements of the 80% coinsurance clause;
6. deliver the insurance policy to Beneficiary and deliver renewals to Beneficiary at least ten days before expiration;
7. keep any buildings occupied as required by the insurance policy; and
8. if this is not a first lien, pay all prior liens notes that Grantor is personally liable to pay and abide by all prior lien instruments.

Beneficiary's Rights

1. Beneficiary may appoint in writing a substitute or successor trustee, succeeding to all rights and responsibilities of Trustee.

2. If the proceeds of the note are used to pay any debt secured by prior liens, Beneficiary is subrogated to all of the rights and liens of the holders of any debt so paid.

3. Beneficiary may apply any proceeds received under the insurance policy either to reduce the note or to repair or replace damaged or destroyed improvements covered by the policy.

4. If Grantor fails to perform any of Grantor's obligations, Beneficiary may perform those obligations and be reimbursed by Grantor on demand at the place where the note is payable for any sums so paid, including attorney's fees, plus interest on those sums from the dates of payment at the rate stated in the note for matured, unpaid amounts. The sum to be reimbursed shall be secured by this deed of trust.

5. If Grantor defaults on the note or fails to perform any of Grantor's obligations or if default occurs on a prior lien note or other instrument, and the default continues after Beneficiary gives Grantor notice of the default and the time within which it must be cured, as may be required by law or by written agreement, then Beneficiary may:

- a. declare the unpaid balance and earned interest on the note immediately due;
- b. request Trustee to foreclose this lien, in which case Beneficiary or Beneficiary's agent shall give notice of the foreclosure sale as provided by the Texas Property Code as then amended; and
- c. purchase the property at any foreclosure sale by offering the highest bid and then have the bid credited on the note.

Trustee's Duties

If requested by Beneficiary to foreclose this lien, Trustee shall:

1. either personally or by agent give notice of the foreclosure sale as required by the Texas Property Code as then amended;

2. sell and convey all or part of the property to the highest bidder for cash with a general warranty binding Grantor, subject to prior liens and to other exceptions to conveyance and warranty; and

3. from the proceeds of the sale, pay, in this order:

- a. expenses of foreclosure, including a commission to Trustee of 5% of the bid;
- b. to Beneficiary, the full amount of principal, interest, attorney's fees, and other charges due and unpaid;
- c. any amounts required by law to be paid before payment to Grantor; and
- d. to Grantor, any balance.

General Provisions

1. If any of the property is sold under this deed of trust, Grantor shall immediately surrender possession to the purchaser. If Grantor fails to do so, Grantor shall become a tenant at sufferance of the purchaser, subject to an action for forcible detainer.

2. Recitals in any Trustee's deed conveying the property will be presumed to be true.

3. Proceeding under this deed of trust, filing suit for foreclosure, or pursuing any other remedy will not constitute an election of remedies.

4. This lien shall remain superior to liens later created even if the time of payment of all or part of the note is extended or part of the property is released.

5. If any portion of the note cannot be lawfully secured by this deed of trust, payments shall be applied first to discharge that portion.

6. Grantor assigns to Beneficiary all sums payable to or received by Grantor from condemnation of all or part of the property, from private sale in lieu of condemnation, and from damages caused by public works or construction on or near the property. After deducting any expenses incurred, including attorney's fees, Beneficiary may release any remaining sums to Grantor or apply such sums to reduce the note. Beneficiary shall not be liable for failure to collect or to exercise diligence in collecting any such sums.

7. Grantor assigns to Beneficiary absolutely, not only as collateral, all present and future rent and other income and receipts from the property. Leases are not assigned. Grantor warrants the validity and enforceability of the assignment. Grantor may as Beneficiary's licensee collect rent and other income and receipts as long as Grantor is not in default under the note or this deed of trust.

Grantor will apply all rent and other income and receipts to payment of the note and performance of this deed of trust, but if the rent and other income and receipts exceed the amount due under the note and deed of trust, Grantor may retain the excess. If Grantor defaults in payment of the note or performance of this deed of trust, Beneficiary may terminate Grantor's license to collect and then as Grantor's agent may rent the property if it is vacant and collect all rent and other income and receipts.

Beneficiary neither has nor assumes any obligations as lessor or landlord with respect to any occupant of the property. Beneficiary shall apply all rent and other income and receipts collected under this paragraph first to expenses incurred in exercising Beneficiary's rights and remedies and then to Grantor's obligations under the note and this deed of trust in the order determined by Beneficiary.

Beneficiary is not required to act under this paragraph, and acting under this paragraph does not waive any of Beneficiary's other rights or remedies. If Grantor becomes a voluntary or involuntary bankrupt, Beneficiary's filing a proof of claim in bankruptcy will be tantamount to the appointment of a receiver under Texas law.

8. Interest on the debt secured by this deed of trust shall not exceed the maximum amount of nonusurious interest that may be contracted for, taken, reserved, charged, or received under law; any interest in excess of that maximum amount shall be credited on the principal of the debt or, if that has been paid, refunded. On any acceleration or required or permitted prepayment, any such excess shall be canceled automatically as of the acceleration or prepayment or, if already paid, credited on the principal of the debt or, if the principal of the debt has been paid, refunded. This provision overrides other provisions in this and all other instruments concerning the debt.

9. When the context requires, singular nouns and pronouns include the plural.

10. The term note includes all sums secured by this deed of trust.

11. This deed of trust shall bind, inure to the benefit of, and be exercised by successors in interest

of all parties.

12. If Grantor and Maker are not the same person, the term Grantor shall include Maker.

13. Grantor represents that this deed of trust and the note are given for the following purposes: as stated in the note of even date herewith from Grantor as Maker to Beneficiary as Payee.

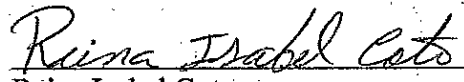
14. If all or any part of the Property or an interest therein is sold or transferred by Grantors without Beneficiaries' prior written consent, Beneficiary may at Beneficiaries' option, declare all the sums secured by this Deed of Trust to be immediately due and payable.

15. For the purpose of creating a fund for the payment of taxes and insurance premiums on the property herein conveyed, Grantors covenant and agree, if requested in writing by Beneficiary, to deposit monthly with Beneficiary, in addition to the initial deposit to such fund, on the payment dates specified in said note, a sum equivalent to one-twelfth (1/12) of the estimated annual taxes and insurance premiums on said property, such estimates to be made by Beneficiary; said monthly deposits to be in addition to the payment called for in said note and the Beneficiary shall hold said deposits in trust, without bond and without the accrual of interest thereon, to pay such taxes and premiums as they become due. Should such deposits at any time be insufficient to pay the taxes and insurance premiums when due, Grantors agree to deposit the deficiency with Beneficiary immediately upon demand and if an excess should accumulate in such fund, such excess shall be credited to the next maturing monthly deposits to such fund, or, at Beneficiary's option, refunded to Grantors, their heirs or assigns. If Grantors shall make full payment of the indebtedness hereby secured, Beneficiary will, before accepting such full payment, apply to the reduction of principal any and all amounts then accumulated in such fund. Grantors covenant and agree that any default in the making of said deposits as herein provided shall, at the option of Beneficiary, mature at once the entire amount remaining unpaid on the note hereby secured.

GRANTOR:



Jose Alexander Coto



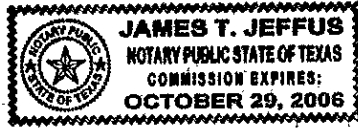
Reina Isabel Coto

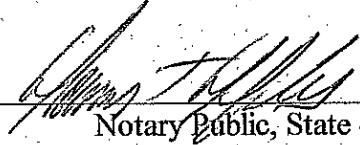
Jor

STATE OF TEXAS
COUNTY OF HARRIS

§
§

This instrument was acknowledged before me on the 16th day of January, 2003, by **JOSE ALEXANDER COTO and wife REINA ISABEL COTO.**




Notary Public, State of Texas

NOTICE

THIS INSTRUMENT WAS PREPARED SOLELY FROM INFORMATION FURNISHED BY THE PARTIES OR ON BEHALF OF THE PARTIES. NO TITLE OPINION WAS FURNISHED TO THE ATTORNEY PREPARING THIS INSTRUMENT, OR MADE BY HIM IN CONNECTION WITH ITS PREPARATION. NO REPRESENTATIONS OR OPINIONS AS TO THE STATUS OF TITLE HAS BEEN, OR IS, MADE BY THE ATTORNEY PREPARING, OR OTHERS ASSISTING IN THE PREPARATION OF, THIS INSTRUMENT.

After filing return to:
Rebecca Brett Aguilar
6038 Cheena
Houston, Texas 77096

EXHIBIT A

The Property:

All that certain tract of parcel of land situated in Harris county, Texas, and being Lots Four (4) and Five (5), in Block Five (5), out of the Finn Subdivision of Shares 2 and 3, a part of the Gagne Homestead, out of the Harris and Wilson Two League Grant, in Harris County, Texas, according to the Map and Plat of said subdivision recorded in Book 1, page 55, of the Deed Records of Harris County, Texas to which Plat, reference is here made for a better description of said lots. Also now known as 2813 Fontinot Street, 2815 Fontinot Street, and 2819 Fontinot Street, Houston, Texas.

D

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

APR - 4 2003



Beverly B. Hayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 12

HCAD ID - 0141430000010

2. Article Number



9414 7266 9904 2016 6052 81

3. Service Type **CERTIFIED MAIL®**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

Wallace
Janie Longoria
1510 Beall St.
Houston, TX 77008-

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

B. Date of Delivery

C. Signature

X *Janie Longoria*

Agent
 Addressee

D. Is delivery address different from item 1?

If YES, enter delivery address below:

Yes
 No

Reference Information

1068-14 HWP UP



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Janie & Wallace Longoria
1510 Beall St
Houston, TX 77008-3444

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5101 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. and Mrs. Longoria:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

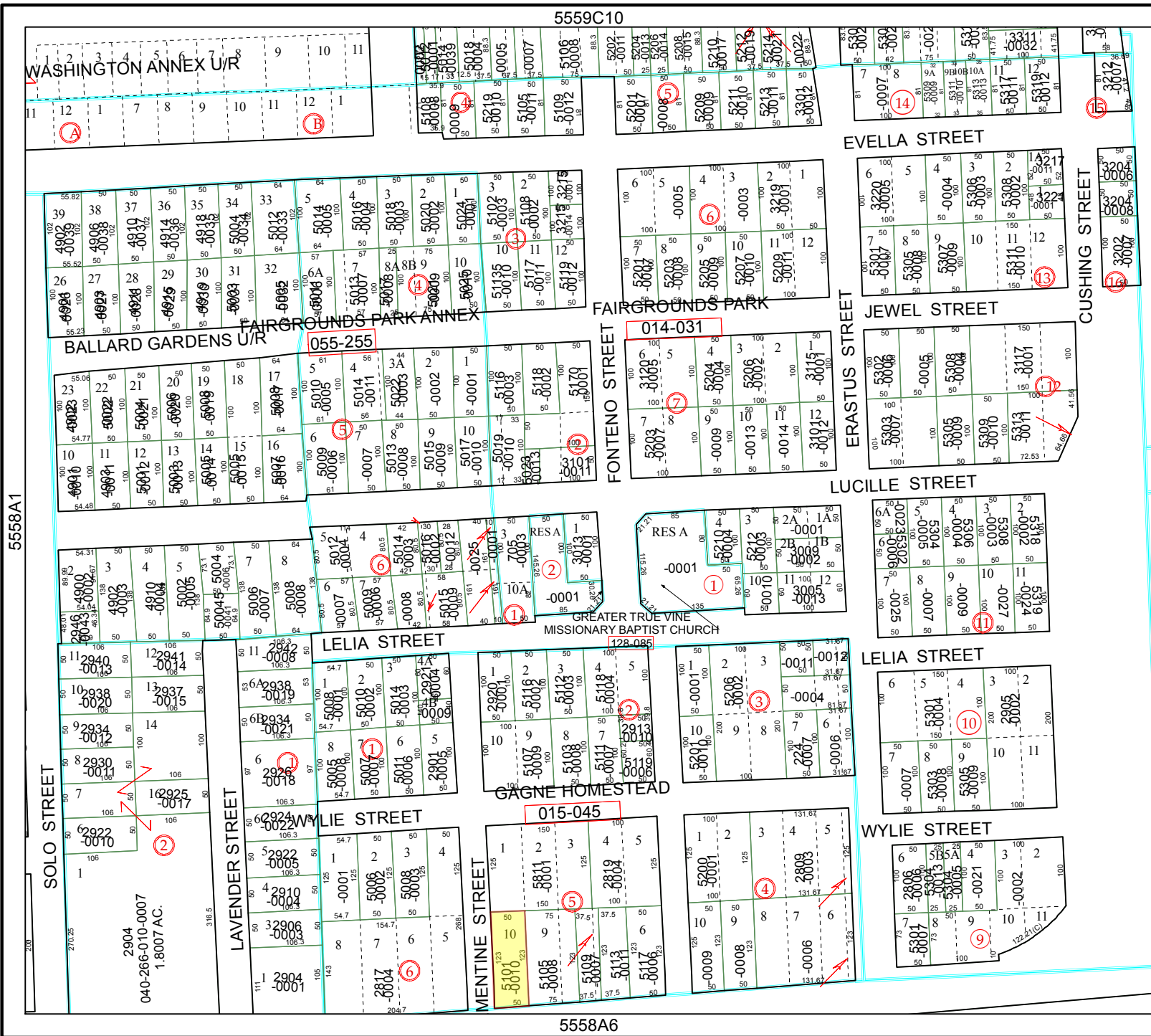
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



5558A1

5559C10

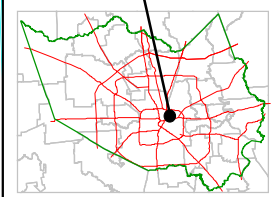
Harris County Appraisal District



0 100 200
 PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0203
Date: January 12, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Robert Longoria and wife, Janie Longoria (by Deed filed for record under Harris County Clerk's File No. F607448)

Property Description: (Map ID# 12) (Tax ID# 014-143-000-0010)

Lot Ten (10), in Block Five (5), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Clementine Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) Notice of Federal Tax Lien filed August 30, 2006, under Harris County Clerk's File No. 20060007852, against Robert Longoria, in the principal amount of \$14,161.00.
- 2) Notice of child support Lien filed March 9, 2006, under Harris County Clerk's File No. Z142244, against Robert Longoria, in the principal amount of \$12,065.00, plus costs and interest.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

Notice of Federal Tax Lien

Area:
SMALL BUSINESS/SELF EMPLOYED AREA #5
Lien Unit Phone: (800) 829-3903

Serial Number
306658806

For Optional Use by Recording Office

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

20060007852
08/30/2006 RPI \$11.00

Name of Taxpayer ROBERT LONGORIA

Residence 6310 N HIGHWAY 146 TRLR 514
BAYTOWN, TX 77520-9014

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
1040	12/31/2001	XXX-XX-3565	06/13/2005	07/13/2015	14161.87

FILED FOR RECORD
8:00 AM
AUG 30 2006
Donna B. Kentman
County Clerk, Harris County, Texas

Place of Filing
COUNTY CLERK
HARRIS COUNTY
HOUSTON, TX 77001

Total \$ 14161.87

This notice was prepared and signed at DALLAS, TX, on this,

the 01st day of August, 2006.

Signature *R. A. Mitchell*
for THERESA HARLEY

Title
ACS
(800) 829-3903
25-00-0008

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in the number Sequence on the date and at time
stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris
County Texas on

AUG 30 2006



Dorothy B. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

F 607448

2888-78/FBJ/JJ/DCG

1978

28072 OF 607448 LST A PB

5.00

NOTICE

Prepared by the State Bar of Texas for use by Lawyers only. To select the proper form, fill in blank spaces, strike out form provisions or insert special terms constitutes the practice of law. No "standard form" can meet all requirements.

WA

WARRANTY DEED

195-14-2270

THE STATE OF TEXAS
COUNTY OF HARRIS

} KNOW ALL MEN BY THESE PRESENTS:

That PINO CANDELARI, a single man and FILOMINA UGUCCIONI and husband,
CHARLIE UGUCCIONI

of the County of Harris and State of Texas for and in

consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS

and other valuable consideration to the undersigned paid by the grantees herein named, the receipt of which is hereby acknowledged.

B

have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL AND CONVEY unto

ROBERT LONGORIA AND WIFE, JANIE LONGORIA

of the County of Harris and State of Texas, all of

the following described real property in Harris County, Texas, to-wit:

Lot No. Ten (10) in Block No. Five (5) of FINN SUBDIVISION of Shares 2 and 3, a part of the Gagne Homestead in the Harris and Wilson Two League grant in Harris County, Texas, according to the Map or Plat thereof recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas, together with all improvements thereon.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said grantee s , their heirs and assigns forever; and / Grantors do hereby bind themselves, their heirs, executors and administrators to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said grantees, their heirs and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

All ad valorem taxes levied and assessed against the above described property for the year 1978 have been prorated and adjusted between the parties hereto as of the date of this conveyance and Grantors shall have no liability under their warranty with respect to the taxes for such year.

EXECUTED this 19th day of May, A. D. 1978.

Pino Candelari
PINO CANDELARI, a single man
Filomena Uguccione
FILOMINA UGUCCIONI
Charlie Uguccione
CHARLIE UGUCCIONI

(Acknowledgment)

195-14-2271

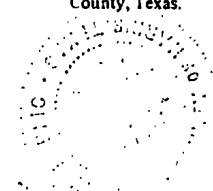
THE STATE OF TEXAS }
COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared PINO CANDELARI, a single man

known to me to be the person..... whose name..... is..... subscribed to the foregoing instrument, and acknowledged to me that..... he..... executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office on this the 19th day of May, A. D. 1978.

My Commission Expires: 11-30-78 Notary Public in and for Harris County, Texas.
F. B. JONES



(Acknowledgment)

THE STATE OF TEXAS }
COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared FILOMINA UGUCCIONI and husband CHARLIE UGUCCIONI

known to me to be the persons..... whose names..... are..... subscribed to the foregoing instrument, and acknowledged to me that..... they..... executed the same for the purposes and consideration therein expressed

Given under my hand and seal of office on this the 19th day of May, A. D. 1978.

My Commission Expires: 11-30-78 Notary Public in and for Harris County, Texas.
F. B. JONES



WARRANTY DEED

FILED
MAY 13 3 44 PM 1978
TO
COUNTY CLERK
HARRIS COUNTY, TEXAS

RETURN TO:
ROBERT LONGORIA
6007 Woodbrook Lane
Houston, Texas 77008

PREPARED IN THE LAW OFFICE OF:

PLEASE RETURN TO:

STATE OF TEXAS }
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

(Corporate acknowledgment)

THE STATE OF TEXAS }
COUNTY OF

MAY 19 1978

Before me, the undersigned authority, on this day personally appeared _____ of _____



[Signature]
COUNTY CLERK,
HARRIS COUNTY, TEXAS

a corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said corporation.

Given under my hand and seal of office on this the _____ day of _____, A. D. 19 _____

Notary Public in and for _____ County, Texas.

MAP ID - 13

HCAD ID - 0141430000008

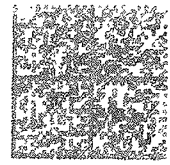
FIRST CLASS

FIRST CLASS

FIRST CLASS

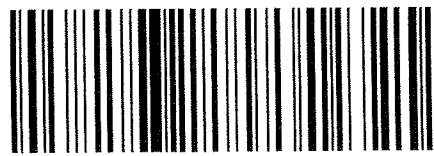
FIRST CLASS

FIRST CLASS



US POSTAGE
ZIP 77002
02 1W
0701394840

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE
CERTIFIED MAIL™



7004 1160 0007 3772 1769

First Class Mail

- Not Deliverable As Addressed
- Use of ZIP Code
- Moved, Let Us Know
- Moved, Let Us Know Address
- Use of ZIP Code
- Attempt to Retain
- No ZIP Code Number



CONNELLY · BAKER · WOTRING LLP

- No ZIP Code
- Box Closed - No Order
- Returned For Better Address
- Postage Due

Alejandro Gonzalez
4088 Pamela Way
Montgomery, TX 77316-2779

- Not Deliverable As Addressed
- Use of ZIP Code
- Insufficient Address
- Moved, Let Us Know
- Moved, Let Us Know Address
- Attempt to Retain
- No ZIP Code Number
- No ZIP Code
- No ZIP Code
- Box Closed - No Order
- Returned For Better Address
- Postage Due

Genie AH Pas
8/30/14
9-12
9-21
12/13

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY						
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <table style="width: 100%; border: none;"> <tr> <td style="border: none; width: 70%;">B. Received by (<i>Printed Name</i>)</td> <td style="border: none; width: 30%;">C. Date of Delivery</td> </tr> </table> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	B. Received by (<i>Printed Name</i>)	C. Date of Delivery				
B. Received by (<i>Printed Name</i>)	C. Date of Delivery						
<p>1. Article Addressed to:</p> <p style="text-align: center;">Alejandro Gonzalez 5105 Liberty Rd Montgomery, TX 77316-2779</p>	<p>3. Service Type</p> <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> Certified Mail</td> <td><input type="checkbox"/> Express Mail</td> </tr> <tr> <td><input type="checkbox"/> Registered</td> <td><input type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail						
<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise						
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.						
<p>2. Article Number <i>(Transfer from service label)</i></p>	<p style="text-align: center; font-family: monospace;">7004 1160 0007 3772 1769</p>						





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Alejandro Gonzalez
4088 Pamela Way
Montgomery, TX 77316-2779

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5105 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Gonzalez:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

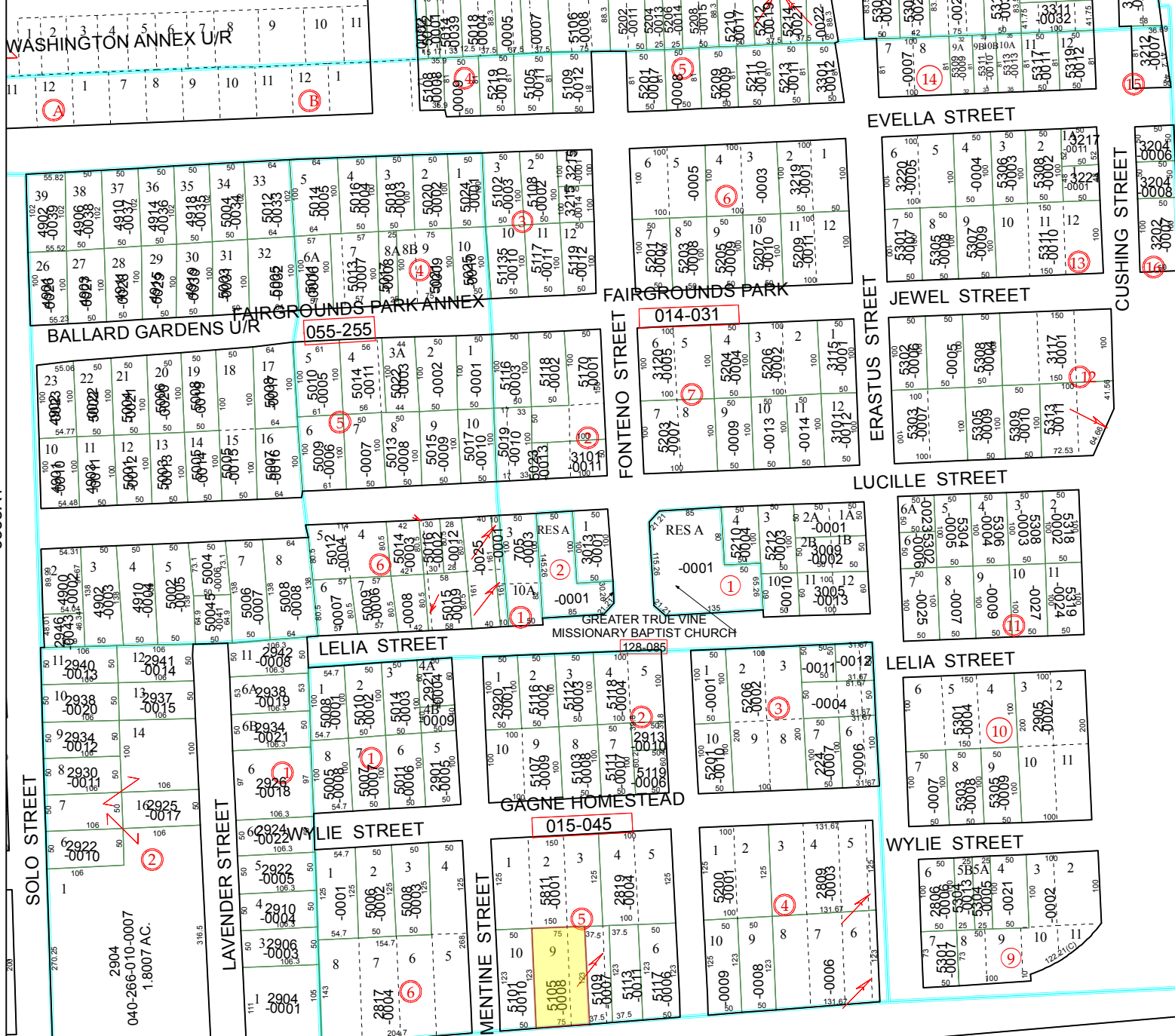
A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



5558A6

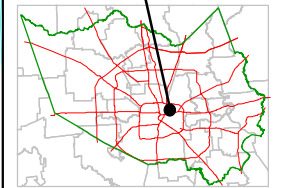
Harris County Appraisal District



0 100 200
 PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

2904
 040-266-010-0007
 1.8007 AC.

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0202

Date: January 12, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Alejandro Gonzalez (by Deed filed for record under Harris County Clerk's File No. J897777)

Property Description: (Map ID# 13) (Tax ID# 014-143-000-0008)

Lot Nine (9) and the West One-half (W ½) of Lot Eight (8), in Block Five (5), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

- The County Clerk's Records of Harris County, Texas, reveal numerous Abstracts of Judgment and/or State and Federal Tax Liens against persons with names similar to Alejandro Gonzalez, record owner. They are as follows: Those as filed for record under Harris County Clerk's File Nos. 20090388324, 20110184939, 20090382599, 20120172485, 20070489847, 20070474633, 20120482978, V741060, 20120133642, 20110365812, 201101542333, 20070716465, Z404863, Y490662, X360137 and W737348.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

MAP ID - 14

HCAD ID - 0141430000007

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Joe H Martinez
 5109 Liberty Rd
 Houston, TX 77026-5218

2. Article Number
(Transfer from service label)

7004 1160 0007 3772 1721

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X *Guadalupe Mata* Agent
 Addressee

B. Received by (Printed Name)

Guadalupe Mata

C. Date of Delivery

8/30/14

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Joe H Martinez
5109 Liberty Rd
Houston, TX 77026-5218

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5109 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Martinez:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

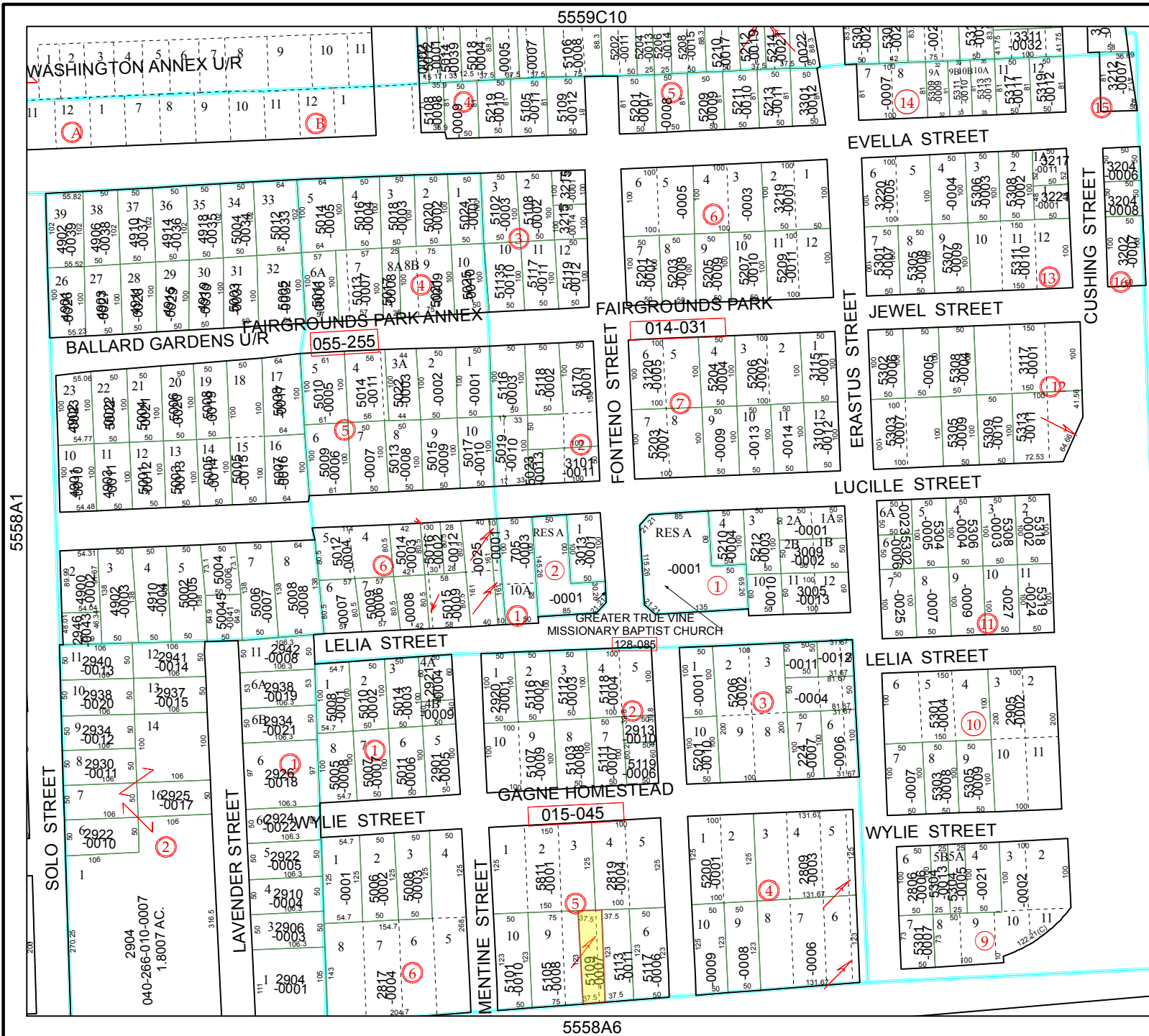
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



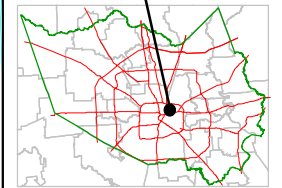
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0199

Date: January 11, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Mary Jane Gonzalez, Daniel P. Martinez, Guadalupe Mata, Joe H. Martinez, Jr. and Isabel Gallegos (by Warranty Deed filed for record under Volume 1427, Page 53 of the Deed Records of Harris County, Texas and by Affidavit of Heirship filed for record under Harris County Clerk's File No. V248342)

Property Description: (Map ID# 14) (Tax ID# 014-143-000-0007)

The West Twelve and One-Half feet (W 12.5') of Lot Seven (7) and the East Twenty-five feet (E 25') of Lot Eight (8), in Block Five (5), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on August 29, 1957, filed under Volume 2950, Page 38 of the Deed Records of Harris County, Texas, executed by the City of Houston, showing portions of Liberty Road, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- The County Clerk's Records of Harris County, Texas, reveal numerous Abstracts of Judgment and/or State and Federal Tax Liens against persons with names similar to the Record Owner(s). They are as follows: Those as filed for record under Harris County Clerk's File Nos. Y707947, 20120008877, Y375141, 20110157928, 20100343057, 20100131708, 20090561688, 20090142667, 20080500893, 20070135376, 20070036138, Z077545, Y963191, Y335202, Y045833, Y042315, X442389, 20080056722, 20070232445, Z363406 and X792035.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

1 Filed for record Jan. 18, 1946 at 11:15 o'clock A.M. Recorded July 19, 1946 at 10:50 o'clock A.M.
2 W. D. MILLER, Clerk County Court, Harris County, Texas. By *W. D. Miller* Deputy.

3 -----
4 No. 295749

5 John R. Morris et ux To Louie Plander
6 Deed

7 The State of Texas, County of Harris Know all men by these presents:

8 That we, John R. Morris and wife, Thelma Beatrice Morris, of the County of Harris and State
9 of Texas, for and in consideration of the sum of ten & no/100 (\$10.00) dollars, and other good
10 and valuable consideration, cash to us in hand paid by Louie Plander, out of his separate funds,
11 the receipt and sufficiency of which is hereby acknowledged and confessed;

12 Have Granted, Sold and Conveyed, and by these presents do grant, sell and convey, unto the
13 said Louie Plander, as his separate property and estate, of the county of Harris and State
14 of Texas, all that certain lot, tract or parcel of land lying and being situated in Harris
15 County, Texas, described as follows, to-wit: All of lot number sixty-

16 two (62), Block Number three (3), of Wilshire Place Addition, an Addition to the City of Houston,
17 Harris County, Texas, according to the map or plat of said addition, as found recorded in the
18 Map Records of Harris County, Texas.

19 To have and to hold the above
20 described premises, together with all and singular the rights and appurtenances thereto in
21 anywise belonging unto the said Louie Plander, as his separate property and estate, his
22 heirs and assigns forever. And we do hereby bind ourselves, our heirs, executors and ad-
23 ministrators to warrant and forever defend, all and singular the said premises unto the
24 said Louie Plander, his heirs and assigns, against every person whomsoever lawfully claiming
25 or to claim the same or any part thereof. Witness our hands, at

26 Houston, Texas, this the 16th day of January, A. D., 1946.

27 John R. Morris Thelma Beatrice Morris

28 The State of Texas, County of Harris Before me, the undersigned
29 authority, a notary public in and for Harris County, Texas, on this day personally appeared
30 John R. Morris and Thelma Beatrice Morris, his wife, both known to me to be the persons whose
31 names are subscribed to the foregoing instrument, and acknowledged to me that they each executed
32 the same for the purposes and consideration therein expressed, and the said Thelma Beatrice
33 Morris, wife of the said John R. Morris, having been examined by me privily and apart from
34 her husband, and having the same fully explained to her, she, the said Thelma Beatrice Morris,
35 acknowledged such instrument to be her act and deed, and she declared that she had willingly
36 signed the same for the purposes and consideration therein expressed, and that she did not
37 wish to retract it.

38 Given under my hand and seal of office, this the 16th
39 day of January, A. D., 1946. Frank F. Spata, Notary Public in and for Harris County, Texas. (Seal)

40 Filed for record Jan. 18, 1946 at 11:15 o'clock A.M. Recorded July 19, 1946 at 11:00 o'clock A.M.

41 W. D. MILLER, Clerk County Court, Harris County, Texas. By *W. D. Miller* Deputy.

42 -----
43 No. 295750

44 Jose Gomez et ux To Joe H. Martinez
45 Deed

46 The State of Texas, County Of Harris Know all men by these presents:

47 That we, Jose Gomez and wife, Cruz Gomez, of Harris County, Texas, for and in consideration of
48 the sum of five hundred (\$500.00) dollars cash to us in hand paid by Joe H. Martinez, receipt
of which is hereby acknowledged, have granted, sold and conveyed and by these presents do
grant, sell and convey unto the said Joe H. Martinez, of Harris County, Texas, the following

described property, to-wit: All that certain tract or parcel of land situated in Harris County, Texas, and being the West Twelve and one-half (12-1/2) feet of Lot No. Seven (7) and the East twenty-five (25) feet of lot no. eight (8), in block no. 5, fronting 37-1/2 feet on county road by about 130 feet deep, out of Finn Subdivision of Shares 2 and 3 a part of the Gagne Homestead out of the Harris & Wilson Two League Grant in Harris County, Texas, according to the map and plat of said subdivision recorded in Book 1, page 55, Deed Records of Harris County, Texas, to which plat reference is here made for a better description of said lot.

To have and to hold the above described premises together with all and singular the rights and appurtenances thereto in any wise belonging, unto the said Joe H. Martinez, his heirs and assigns forever, and we do hereby bind ourselves, our heirs, executors and administrators, to warrant and forever defend all and singular the said premises unto the said Joe H. Martinez, his heirs and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

Witness our hands at Houston, Texas, this the 4th day of January, A. D., 1946. Jose Gomez Cruz Gomez

The State of Texas, County of Harris Before me, the undersigned authority, on this day personally appeared Jose Gomez and Cruz Gomez, his wife, both known to me to be the person whose names are subscribed to the foregoing instrument, and acknowledged to me that they each executed the same for the purposes and consideration therein expressed, and the said Cruz Gomez, wife of the said Jose Gomez, having been examined by me privily and apart from her husband, and having the same fully explained to her, she, the said Cruz Gomez, acknowledged such instrument to be her act and deed, and she declared that she had willingly signed the same for the purposes and consideration therein expressed, and that she did not wish to retract it.

Given under my hand and seal of office this the 4 day of January, A. D., 1946.

E. C. Pierce, Notary Public in and for Harris County, Texas. (Seal)

Filed for record Jan. 18, 1946 at 11:15 o'clock A.M. Recorded July 19, 1946 at 11:10 o'clock A.M.

W. D. MILLER, Clerk County Court, Harris County, Texas. By *[Signature]* Deputy.

No. 295753

John Howard Fowler et ux To James S. Nacol
Deed

The State of Texas, County of Harris Know all men by these presents: That we, the undersigned, John Howard Fowler and wife, Lovie W. Fowler of the County of Harris, State of Texas, for and in consideration of the sum of ten dollars (\$10.00) and other good and valuable considerations to us in hand paid by James S. Nacol, the receipt and sufficiency of which is hereby acknowledged and confessed, and subject to the balance of \$8,126.73 due on one certain promissory note dated August 18, 1945 in the amount of \$8,500.00, executed by the undersigned, and payable to Gibraltar Savings & Building Association at its office in Houston, Harris County, Texas, with interest thereon at the rate of 5% per annum, both principal and interest due in quarterly installments of \$281.70 or more, the first installment due on September 25, 1945, and a like installment every three months thereafter until said note shall have been fully paid; said note is secured by a vendor's lien and additionally secured by a deed of trust to Edger Monteith as Trustee; have granted, sold and conveyed, and by these presents do grant, sell and convey, unto the said James S. Nacol of the County of Harris State of Texas all that certain tract or parcel of land described as follows: Lot no. 9 in block no. 8 of MacGregor's South End Addition to the city of Houston in Harris County, Texas, being the same property conveyed by W. W. Wallis et ux to Gibraltar Savings & Building Association by deed dated March 21, 1934, recorded in volume 944, page 696 of the deed records of Harris County, Texas, to which reference is hereby made, and together with all improvements thereon; it being understood that

1795790
NOTICE

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved August 21, 1957 determine that it is necessary that Liberty Road from the west property line of Lockwood Drive to the east property line of Kirk Street in said City of Houston be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said street, all as provided by Article 1105b, Revised Civil Statutes; and notice is hereby given, as required by Article 1220a, Revised Civil Statutes, that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

Done and signed by me, the Assistant City Secretary of said City in its name, this 26th day of August, 1957, by direction of its City Council given and contained in the ordinance aforesaid.

CITY OF HOUSTON

By Verna Phillips
Assistant City Secretary of
the City of Houston

Filed for Record Aug 29, 1957 at 11:10 o'clock A.M.

Recorded Sept 17, 1957 at 8:34 o'clock A.M.

W. D. MILLER, Clerk County Court Harris County, Texas

By Betsy Robinson Deputy

176—DEED OF TRUST

TEXAS STANDARD FORM

The State of Texas,
County of HARRIS

1795790
Know All Men by These Presents:

That we, Bobby Glynn Sissell and wife, Ruby Dee Sissell

of Harris County, Texas, hereinafter styled parties of the first part, (and considered in the plural sense whether one or more) in consideration of the sum of One Dollar in hand paid to the parties of the first part, by T. M/ Bird Trustee, party of the second part, of Harris County, Texas, the receipt whereof is hereby acknowledged, and of the further consideration, uses, purposes and trusts herein set forth and declared, have Granted, Bargained, Sold, Alienated, Conveyed and Confirmed, and by these presents do Grant, Bargain, Sell, Alien, Convey and Confirm, unto the said party of the second part, and also to the Substitute Trustee, as hereinafter provided, all of the following described property, lying and situated in the County of Harris, in the State of Texas, to-wit:

Being all of Lot No. 9 in Block No. 9 of the GOLFCREST ADDITION to the City of Houston, in Harris County, Texas, according to the map thereof recorded in Volume 7, page 36 of the Map Records of Harris County, Texas; together with all improvements thereon, or hereafter to be placed thereon, and all and singular the rights and appurtenances to the same belonging or in anywise incident or appertaining.

TO HAVE AND TO HOLD unto the said party of the second part, and to his successors and his and their assigns forever, hereby covenanting and agreeing to Forever Warrant and Defend the premises aforesaid, and every part thereof, unto the said Trustee and to the Substitute Trustee, and to the assigns of any Trustee hereunder, against all persons whomsoever lawfully claiming or to claim the same or any part thereof for and upon the following trusts, terms and conditions, to-wit:

MAP ID - 15

HCAD ID - 0141430000011

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Harris County Cause No 2003-22512
5113 Liberty Rd
Houston, TX 77251-1525

2. Article Number
(Transfer from serv

7004 1160 0007 3772 1806

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (Printed Name)

ARTHUR SIMPSON

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

3. Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

15
Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Harris County Cause No 2003-22512
PO Box 1525
Houston, TX 77251-1525

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5113 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0192

Date: January 11, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Harris County, for itself and for the use and benefit of the Houston Independent School District, City of Houston and Houston Community College System (by Deed under Order of Tax Sale filed for record under Harris County Clerk's File No. Y254725)

Property Description: (Map ID# 15) (Tax ID# 014-143-000-0011)

The East 37 ½ feet, more or less, of Lot Seven (7), in Block Five (5), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

Notes:

- We find of record an Officer's Return on Real Property Sales, filed for record under Harris County Clerk's File No. 20070127192, which claims therein that the subject property was sold at auction to Waymond Barrett. However, we find no Deed of record to support this transaction.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

3
JFC
RCA



Paul Bettencourt
Harris County Tax Assessor-Collector

20070127192
05/07/2007 RPI 80.00

3/11/2007 RPI 0.50

HARRIS COUNTY NO FEE

Officer's Return On Real Property Sales

County Clerk's
Recorded Stamp

[Empty box for County Clerk's Recorded Stamp]

February 26, 2007

Cause # 2003-22512

HCAD # 014-143-000-0011

Sale Date: April 5, 2005

Legal Description:

TR 7B BLK 5
Gagne Homestead

D

Defendant:

Gust Kipros

W
ll

Successful Bidder:

Waymon Barrett
5403 Candlemist
Houston, TX 77091

W (2)
ll (2)

This filing is to comply with H.B. 2926 amending Section 34.015 Tax Code by adding subsection (k-1) to read as follows:

If within six months of the date of a sale of real property under Section 34.01, the successful bidder does not exhibit to the officer who conducted the sale an un-expired statement that complies with Subsection (k), the officer who conducted the sale shall provide a copy of the officer's return to the county assessor-collector for each county in which the real property is located. On receipt of the officer's return, the county assessor-collector shall file the copy with the county clerk of the county in which the county assessor-collector serves. The county clerk shall record the return in records kept for that purpose and index and cross-index the return in the name of the successful bidder at the auction and each former owner of the property. The chief appraiser of each appraisal district that appraises the real property for taxation may list the successful bidder in the appraisal records of that district as the owner of the property.

Hold for: Harris County Tax Office, 1001 Preston, Houston TX 77002

W

CAUSE NO. 2003-22512

HOUSTON ISD
VS
GUST KIPROS

AMENDED RETURN

WHEREAS ON APRIL 5, 2005 THE PROPERTIES CONTAINED IN THE ORDER OF SALE UNDER ABOVE REFERENCED DOCKET NUMBER WAS SOLD AT PUBLIC AUCTION IN ACCORDANCE WITH RESOLUTION OF HARRIS COUNTY, ADOPTED ON THE 24TH DAY OF JULY, 2001. SAID REAL PROPERTY WAS SOLD TO WAYMON BARRETT FOR A BID OF \$2,800.00. \$200.00 CREDITED TO CONSTABLE COSTS. \$250.00 CREDITED TO PUBLISHER. \$2,350.00 CREDITED TO THE JUDGMENT. CHECK ISSUED FOR \$250.00 PAYABLE TO DAILY COURT REVIEW. CHECK ISSUED FOR \$2,350.00 PAYABLE TO HARRIS COUNTY.

CONSTABLE JACK F. ABERCIA
PRECINCT #1, HARRIS COUNTY, TEXAS

BY: *Curtis Thompson* 1C29
DEPUTY CURTIS THOMPSON 1C29

CE

FILED
2007 MAR -1 PM 2:45
Bonny R. Kuyper
COUNTY CLERK
HARRIS COUNTY, TEXAS

Acct # ~~014.413~~
014.143.000.0011

DATE: 4.5.05

8172

BID SHEET

CAUSE NUMBER: 2003.22512

STYLE: Houston 1SD

VS.

Gust Kipros

NAME & ADDRESS BIDDER: Waymond BARETT

5403 Cranfieldmist

HT 77091

BIDDER NUMBER:

TELEPHONE NUMBER: (717) 504-5144

REPRESENTED BY:

BID AMOUNT: \$2866.02

REMARKS:

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS SAID TO BE UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW, THE STATE OF TEXAS, COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the place named by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

MAR - 1 2007



Christy B. Hayden

COUNTY CLERK
HARRIS COUNTY, TEXAS

JACK F. ABERCIA, CONSTABLE
PRECINCT #1, HARRIS COUNTY

BY: *C. Edwards* 1029
DEPUTY

Min bid
\$ 2029.00
1014.50
507.25

014-143-000-0011

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of its G. Diny, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded.

Deed under Order of Sale in Tax Suits Y254725
02/11/05 100716174

\$.00

Date: January 4, 2005

Grantor: Constable Jack F. Abercia Precinct 1, Harris County, Texas

Grantee(s): Harris County, for itself and for the use and benefit of the Houston Independent School District, City of Houston and Houston Community College System *Yes*

Grantee(s) Mailing Address: 1001 Preston, Houston, Texas 77002

Consideration/High Bid: Taxes, penalties, interest and cost owing.

Land and Premises: THE EAST 37 1/2 FEET, MORE OR LESS, OF LOT 7, BLOCK 5, FINN'S SUBDIVISION OF THE GAGNE HOMESTEAD TRACT, IN THE CITY OF HOUSTON, HARRIS COUNTY, TEXAS, ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN VOLUME 1, PAGE 55, MAP RECORDS OF HARRIS COUNTY, TEXAS *0*

HCAD number: 014143000011

Constable: Constable Jack F. Abercia Precinct 1, Harris County, Texas

Order of Sale in Tax Suit: That order of sale issued on November 11, 2004 out of the 295TH Judicial District Court of Harris County, Texas, pursuant to a judgment and decree of sale in Cause No. 2003-22512 HOUSTON INDEPENDENT SCHOOL DISTRICT, ET AL VS. GUST KIPROS, ET AL rendered on: September 13, 2004 *3/10/05*

Levy Date: December 6, 2004

Newspaper: Daily Court Review

Defendant(s): Gust Kipros and Anita Kipros, if living, and if any or all of the named Defendant(s) be deceased; the unknown heirs of each or all the said named deceased persons; and the executors, administrators, guardians, legal representatives, devisees of the named persons; and any all other persons; and any all other persons, including adverse claimants, owning or having any legal or equitable interest in or lien upon the below described property located in the county in which this suit is brought, who were served with process by means of a citation by posting. *for*

Date of Sale: January 4, 2005, being the First Tuesday of the month therein.

By virtue of that certain **Order of Sale** described above and further directed and delivered to me as Constable, commanding me to seize and sell the land and premises described in the **Order of Sale**, on the above stated **Levy Date** I did advertise for sale the said land and premises described in the **Order of Sale**, by having a notice of the sale published in the English language once a week for three consecutive weeks preceding the **Date of Sale** in the above-described **Newspaper**, a newspaper published in Harris County, Texas, the first publication appearing not less than twenty-one days immediately preceding the day of the sale, containing a statement of the authority by virtue of which the sale is to be made, the time of levy, time and place of sale; also a brief description of the property to be sold by stating the number of acres and the original survey; if the property was located in a platted subdivision or addition the name by which the land is generally known with reference to that subdivision or addition; or by adopting the description of the land as contained in the judgment. I also mailed a copy of the notice of sale to the last known address of the above named **Defendant(s)**.

On the **Date of Sale** stated above, between the hours of ten o'clock a.m. and four o'clock p.m., I sold the above described land and premises at public vendue in the County of Harris, State of Texas, at the door of the Court House of said Harris

County, Texas, and said land and premises were struck off to the highest bidder, for the sum stated above and the high bidder being the above-named **Grantee(s)**.

Accordingly, and in consideration of the payment of the sum described above, the receipt of which is hereby acknowledged, I hereby convey to the **Grantee(s)** all of the right, title and interest owned by the **Defendants** in the property described above.

This deed is given expressly subject to the right of Defendant's to redeem the land and premises within the time and in the manner provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this 8th day of February, 2005.

Jack F. Abercia
Constable Jack F. Abercia Precinct 1,
Harris County, Texas

la

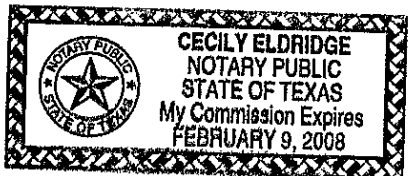
THE STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

BEFORE ME, the undersigned Notary Public in and for the State of Texas, on this day personally appeared Constable Jack F. Abercia Precinct 1, Harris County, Texas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same as Constable Jack F. Abercia Precinct 1, Harris County, Texas, for the purposes and consideration, and in the capacity therein expressed.-

GIVEN under my hand and seal of office, this 8th day of February, 2005.



[Signature]
NOTARY PUBLIC, State of Texas

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

Return to:

Linebarger Goggan Blair
& Sampson, LLP
1301 Travis Street, 3RD Floor
Houston, Texas 77002
713/844-3590 / fax 713/844-3529
Attorney for Plaintiff(s), Harris County, et al.

FEB 11 2005



[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

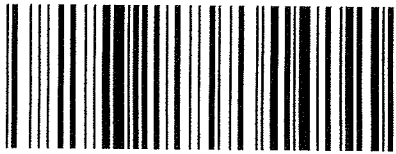
FILED
05 FEB 11 AM 10:39

Deed under order of sale Cause No.2003-22512

MAP ID - 17

HCAD ID - 0141410000010

150001521115™



+ 1160 0007 3772 1783

NOV 10 2014 10:07 AM \$007.44

9-27
17

NIXIE 000003013-1N 11/10/14

RETURN TO SENDER
ATTEMPTED - NOT KNOWN
UNABLE TO FORWARD
RETURN TO SENDER



First Class Mail



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Doris Jean Jefferson
PO Box 23611
Houston, TX 77228-3611

FIRST CLASS

FIRST CLASS

FIRST CLASS

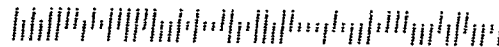
FIRST CLASS

FIRST CLASS

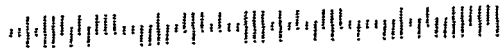
FIRST CLASS

FIRST CLASS

FIRST CLASS



FIRST CLASS



First Class Mail

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Doris Jean Jefferson
 5201 Wylie St
 Houston, TX 77228-3611

2. Article Number
(Transfer from service label)

7004 1160 0007 3772 1783

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (*Printed Name*)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

i. Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (*Extra Fee*)

Yes



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Doris Jean Jefferson
PO Box 23611
Houston, TX 77228-3611

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5201 Wylie St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Ms. Jefferson:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

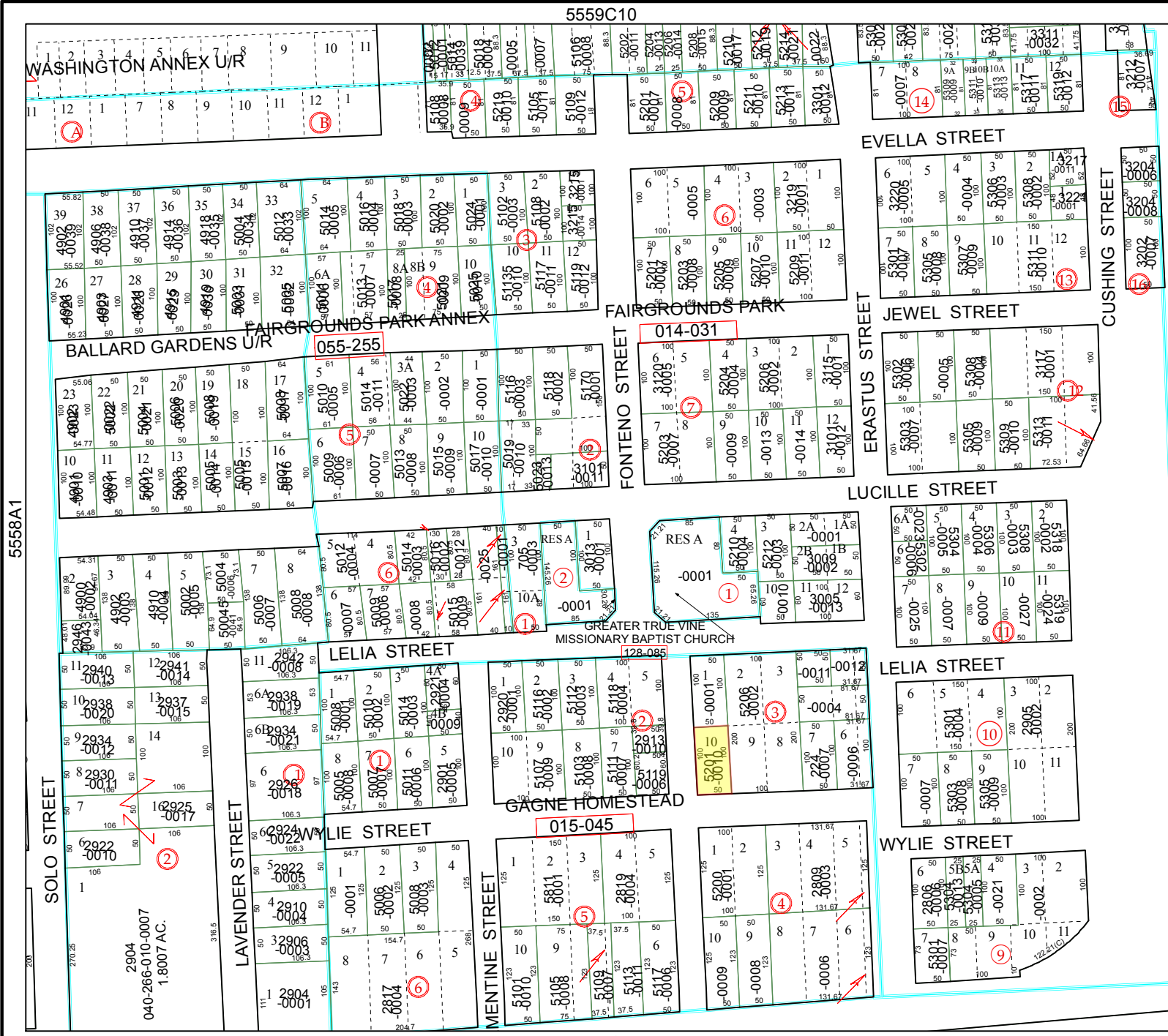
A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large initial 'G'.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



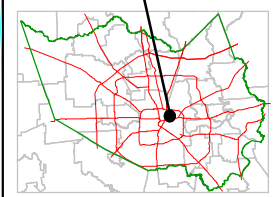
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

5558A1

5558A3

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0125

Date: January 7, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 27th day of December, 2012, we find the following:

Title Vested In:

A. E. Dixon Ford (See notes) (by Deed filed for record under Volume 3638, Page 59 of the Deed Records of Harris County, Texas)

Property Description: (Map ID# 17) (Tax ID# 014-141-000-0010)

Lot Ten (10), in Block Three (3), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's file No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Wylie, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) Notice of Public Hearing filed February 5, 2010, under Harris County Clerk's File No. 20100047569, pursuant of said notice an "Building and Standards Commission Order" dated February 24, 2010 and filed for record Harris County Clerk's File Nos. 20100072785 and 2010002786, it was determined that subject property be posted as a dangerous building and must be either repaired or demolished. We subsequently find of record Notices of Intent to File Lien filed for record under Harris County Clerk's File Nos. 20120569752 and 20120569753.
- 2) We find reference to Cause No. 2008-18703, in the District Court of Harris County, Texas, styled Harris County, etal vs. Horace Dixon, etal for delinquent taxes against the subject property. Final Judgment of which is dated July 16, 2010.

Notes:

- We find of record a probated will for Doris Jean Jefferson under PW# 365882 dated August 9, 2006, wherein the subject property was left to her daughter George Ann Jefferson.
- We do not find a conveyance from A. E. Dixon Ford to Doris Jean Jefferson.
- We find no heirship proceedings for the Estate of A. E. Dixon Ford.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to he amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statue, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

The State of Texas

101999A

Know All Men by These Presents:

COUNTY OF HARRIS

THAT I, Lucile L. Dixon, a single woman, and Horace Dixon, a single man, ~~xxxxxxx~~ of the County of Los Angeles, California, for and in consideration of the sum of Ten Dollars to us in hand paid by our sister, A. E. Dixon Ford, wife of G. C. Ford, and for the natural love and affection that we have and hold for our beloved sister A. E. Dixon Ford, ~~of the County of~~ ~~State of~~ ~~for and in consideration~~

~~of the County of~~ have Granted, sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said A. E. Dixon Ford of the County of Harris, State of Texas, as her separate and ~~individual~~ ~~property~~ ~~together~~ ~~in and to~~ ~~the following~~ described lands situated in Harris County, Texas, to-wit:

1. Lots Numbers 4 and 11 in Block 102 of the Ryan Addition to the City of Houston, NSBB in Harris County, Texas:
2. Lot No. Five (5) in Block One Hundred Two (102) of the Ryan Addition to the City of Houston in Harris County, Texas.
3. All that certain tract or parcel of land lying and being situated in the County of Harris and State of Texas described as follows, to-wit: Beginning 65 feet from the southeast intersection of Hays and Robertson Streets, east, THENCE running east parallel with the said Hays Street 50 feet to a stake for corner; THENCE South 175 feet to a stake for corner; THENCE West 50 feet to a stake for corner; THENCE North 175 feet to a stake for corner to the place of beginning, fully described in deed from D. Legion Bedford to S. J. Dixon, recorded in Vol. 304, page 161 of the Deed Records of Harris County, Texas, to which refer for a full description of said land.
4. All that certain tract or parcel of land lying and being situated in the County of Harris and State of Texas, known as follows to-wit: Lot Number Six (6) in Block Number Ten (10) in Collins Addition to the City of Houston on the North Side of Buffalo Bayou in Harris County, Texas.
5. All that certain parcel or tract of land situated east of the I&GN R.R.Co., Main line about one-half mile north of the town of Spring in Harris County, Texas, described as follows, to-wit: One acre of land out of a survey of 6.23 acres made for said Rebecca J. Hinton out of a survey originally granted to A. G. Holland. BEGINNING at the S.W. corner of said 6.23 acres ~~the same being the S.W. corner~~ of a survey made for Sam Burks; THENCE South 88° 30' E. 490 ft. to stake for corner a pine mkd X faces corner; THENCE 60° 40' East 90 ft. stake; THENCE North to and 100 ft. from center I&GN RR Co. line to the place of beginning, containing one acre of land, fully described in deed from R. J. Hinton et al to S. J. Dixon, of record in Vol. 319, page 479 of the Deed records of Harris County, Texas.

6. Lot (10) Ten, in Block (3) Three, of Finn's subdivision of shares Two and Three of the Gagne homestead, out of the Harris and Wilson Two league grant, in Harris County, Texas, according to the map and plat of said subdivision recorded in Book One, page 55, of the Deed Records of Harris County, Texas, to which plat reference is here made for better description of said land.

7. All that certain parcel or tract of land situated on the East side of the I&GN R.R.Co's main line, and about one mile north of the town of Spring, being Block No. 2 in the J. C. Sellar subdivision of part of a survey originally granted to A. G. Holland in Harris County, Texas, described as follows to-wit: 15-44/100 acres of land: BEGINNING at the S.W. corner of Block No. 1 an iron stake from which a pine 6 in. dia. marked X brs N. 53 W 6 in. dist.: THENCE N 10° W. 1240 1/2 feet to a stake for N.E. corner from which an Elm 8 in. dia. mkd X brs N. 24° 30' E. 2 1/2 ft dist. THENCE S 78° 30' W. 600 feet to an iron stake for N. W.

corner in the East line of the I&GN R.R.Co's right-of-way, from which a post oak 3 in. dia. mkd X brs N. 42° 10.16 1/2 feet dist - and a pin oak xxxxx 12 in. dia. mkd X brs S. 61° 15' West 45 feet dist. THENCE S 12° 30' East 1002 feet to an iron stake for S.W. Cor. from which a pine 16 in. dia. mkd X brs S. 81° 30' W. 16 1/2 feet dist., and a pine 6 in. dia. mkd X brs East 13° 15' W. 6 feet dist; THENCE S. 78° 35' E. 600 feet to the place of beginning, containing 15-44/100 acres of land, 10 acres of this tract is a donation to said Orphan Home, and 5-44/100 acres a promissory note is given in consideration.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said A. E. Dixon Ford, as her separate and individual property, her

heirs and assigns forever and ~~we~~ ourselves, our ~~do hereby bind/~~ ~~xxxxxxx~~ ~~xxxxxxx~~ ~~xxxxxxx~~

heirs, executors and administrators, to Warrant and Forever Defend, all and singular the said premises unto the said A. E. Dixon Ford as her separate and individual property, her

heirs and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

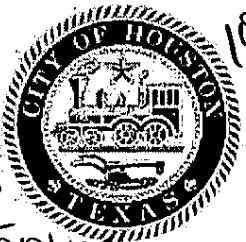
WITNESS/ ~~xxxxxxx~~ ~~xxxxxxx~~ our hands at Houston, Texas, this 22nd day of ~~thixxx~~ ~~xxxxxx~~ ~~xxxxxxx~~ September, 1958

A. E. Dixon

Witness at Request of Grantor:
.....
.....

122

122



City Of Houston

Houston Police Department

P.O. Box 1562, Houston, Texas 77251-1562

www.cityofhouston.gov

2
notice
V

Monday, February 01, 2010

20100047569
02/05/2010 RP2 \$20.00

NOTICE OF PUBLIC HEARING

THE CITY OF HOUSTON'S BUILDING AND STANDARDS COMMISSION will hold a public hearing on 2/24/2010 at 9:30 AM at 7125 Ardmore, Room 111, Houston, Texas 77054. The Commission will hear and consider testimony and evidence concerning alleged violation(s) of the City of Houston's Code of Ordinances pertaining to the following property:

Property Address

05201 WYLIE ST (77026) BLDG #1, 05201 WYLIE ST (77026) BLDG #2

Proj #: 104079, 104086

Legal Description

Lot 10, in Block 3 of Finn's Subdivision of Shares Two and Three of the Gagne Homestead, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 1, Page 55 of the Deed Records of Harris County, Texas.

OWNER(S) LIEN HOLDER(S) AND INTERESTED PARTIES: (SEE ATTACHMENT - B)

THE FILING OF THIS NOTICE IS BINDING ON SUBSEQUENT GRANTEES, LIENHOLDERS, OR OTHER TRANSFEREES OF AN INTEREST IN THE PROPERTY WHO ACQUIRE SUCH INTEREST AFTER THE FILING OF THIS NOTICE AND CONSTITUTES NOTICE OF THE PROCEEDING ON ANY SUBSEQUENT RECIPIENT OF ANY INTEREST IN THE PROPERTY WHO ACQUIRES SUCH INTEREST AFTER THE FILING OF THIS NOTICE.

Stephanie J Morris

Authorizing Representative
Houston Police Department

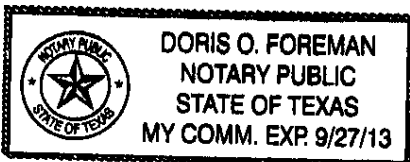
RETURN TO:
City of Houston
Hearing Support
7125 Ardmore 1st Floor
Houston, TX 77054

THE STATE OF TEXAS

§

This instrument was acknowledged before me on the 4th day of February, 2010.

Doris Foreman
Notary Public for the State of Texas



RP 070-25-2568

ATTACHMENT - B

HCAD: 0141410000010

Legal Description: Lot 10, in Block 3 of Finn's Subdivision of Shares Two and Three of the Gagne Homestead, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 1, Page 55 of the Deed Records of Harris County, Texas.

Project	Violation Address(es)
104086	05201 WYLIE ST (77026) BLDG #2
104079	05201 WYLIE ST (77026) BLDG #1

Owner(s), Lien Holder(s) and Interested Parties

Recipient	Mailing Address	City/State/Zip
Owner		
The Estate of A. E. Dixon Ford	5201 Wylie	Houston TX , 77026 <i>we</i>
Interested Party		
Frank Thomas	5201 Wylie	Houston TX , 77026
George Ann Jefferson	4918 Lazy Timbers Dr.	Humble TX , 77346
The Estate of Doris Jean Jefferson	5201 Wylie	Houston TX , 77026
Occupant	5201 Wylie	Houston TX , 77026

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the stamped herein by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

FEB - 5 2010



Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

2010 FEB - 5 AM 11:50

FILED

RP 070-25-2569

2
Order
y

CITY OF HOUSTON
TEXAS

§ BUILDING AND STANDARDS COMMISSION
§ ORDER

20100072785
02/25/2010 RP1 \$20.00

On February 24, 2010, the City of Houston Building and Standards Commission ("Commission") held a public hearing pursuant to subchapter C of Chapter 54 of the Tex. Loc. Gov't Code and Chapter 10 of the Code of Ordinances, Houston, Texas. Based on the evidence presented, the Commission enters the following fact findings:

The property which was the subject of this hearing is described as: **Lot Ten (10), in Block Three (3) of Finn's Subdivision of Shares Two and Three of the Gagne Homestead, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 1, Page 55 of the Deed Records of Harris County, Texas.**

and has/have the street address (es) of **5201 WYLIE ST. - BUILDING #2 (77026)**, in Houston, Harris County, Texas.

Project Number: **104086**

The improvement (s) on the property is/are described as: **Commercial one story wood framed building on concrete blocks.**

The owner (s) of the property, as shown by the official public records in the county in which the property is located, and certain other persons having or claiming an interest in the property is/are: **The Estate of A. E. Dixon Ford; The Estate of Doris Jean Jefferson; George Ann Jefferson; and Frank Thomas**

The holder (s) of lien (s) against the property, as shown by the official public records in the county in which the property is located is/are: **NONE**

Notice of the proceeding was properly given pursuant to Section 54.035 of the Tex. Loc. Gov't Code.

The owner (s) or the owner's representative with control over the premises, were actually notified of the provisions of Section 10-361, Section 10-341, and Section 10-343 of the City's Code of Ordinances.

The structure (s) situated on the property is/are dangerous within the terms of **Section 10-361 (a) (2, 3, 4, 5, 8, 11), (b) (2, 3), (c)** of the City of Houston's Code of Ordinances.

The structure (s) situated on the property is/are substandard within the terms of **Section 10-341 (e), and Section 10-343 (b) (1, 4), (c) (2, 4, 5, 6, 9), (e) (3)** of the City of Houston's Code of Ordinances.

The property is in violation of the terms of **Section 10-361 (a) (2, 3, 4, 5, 8, 11), (b) (2, 3), (c), and Section 10-341 (e), and Section 10-343 (b) (1, 4), (c) (2, 4, 5, 6, 9), (e) (3)** of the City of Houston's Code of Ordinances.

Based on these fact findings, the Commission hereby ORDERS the following action:

- Within 10 days from the date of this Order the owner or lienholder shall not use the building or property for open storage of any dead trees, trash, or refuse, or of any glass or building material, or of any inoperable icebox, refrigerator, stove, motor vehicle or boat, or any similar items as defined by City Ordinance **Section 10-341 (e), and**

This Building must be Demolished

Demolish:

- Within 10 days from the date of this Order the owner or lienholder must obtain City demolition permits for the building(s), **and**
- Within 30 days from the date of this Order the owner or lienholder must completely demolish and remove the building(s).

✓✓
PLEASE RETURN TO:
HOUSTON POLICE DEPARTMENT
NEIGHBORHOOD PROTECTION CORPS
7125 Ardmore
Houston, TX 77054

FILED

Loren Jackson
District Clerk

JAN 15 2010

pg

NO. 2008-18703

Time: _____
Harris County, Texas

By _____
Deputy

HARRIS COUNTY, ET AL

§

IN THE DISTRICT COURT OF

VS.

§

HARRIS COUNTY, TEXAS

§

HORACE DIXON, ET AL

§

269TH JUDICIAL DISTRICT

§

AFFIDAVIT OF ATTORNEY AD LITEM

BEFORE ME, the undersigned Notary Public, on this day personally appeared OMONZUSI M. IMOBIOH, appointed Attorney Ad Litem, who stated upon oath, the following:

1. My name is OMONZUSI M. IMOBIOH. I am over the age of 18 years of age and I am not disqualified from making this sworn statement. The statements herein are being made on my personal knowledge and are true.
2. I am a licensed attorney of the State of Texas and in good standing. I was appointed by the above referenced Court to represent the interests of the above-named Defendant(s), HORACE DIXON, LUCILLE DIXON, HENRY E. DOYLE, and FRANK THOMAS (In Rem).
- 3.

Due Diligence Efforts

I have exercised reasonable diligence in attempting to locate the Parties for whom I was appointed to serve as Attorney Ad Litem, and my search has been unsuccessful, except as stated below. My search efforts were undertaken for the purpose of attempting to locate the Defendant(s), HORACE DIXON, LUCILLE DIXON, HENRY E. DOYLE, and FRANK THOMAS (In Rem), and any and all other persons, including adverse claimants, owning or having any legal or equitable interest in or lien upon the property. My efforts included the following actions:

06/19/2009

I reviewed Court files on the Internet.

JAN 15 2010

Time: _____ 10:56 AM
Harris County, Texas

By _____ MUSC
Deputy

07/10/2009

I performed a Google name search on Horace Dixon. The Internet search result showed the name of a College football player with the same name. He was too young to be the defendant.

I performed a lexisnexis search – I found forty one (41) listings on the name Horace Dixon.

Next, I performed a Google name search on Lucille Dixon. The search did not yield any valuable result.

Affidavit of Attorney Ad Litem

Dixon

Page 1 of 4

10/06/2009

I reviewed the plaintiff's file on the case.
I searched the Probate Court Inquiry System.
I then searched the State Bar of Texas website for Henry E. Doyle. The search did not yield any result.

10/07/2009

I drafted a letter addressed to the current owner of the above referenced property. I also drafted a letter that I sent to Lucille Dixon, Henry E. Doyle, and Frank Thomas, I visited the Harris County Appraisal District website. I posted a notice on Craigslist and I also posted a notice on Houston Press website. I did not receive any responses to the notice that I placed.

10/14/2009:

I received a voice message from George Ann Jefferson
She left me a message stating that she was calling me regarding the letter that I sent to her.
The phone number that she called me from was: 281-852-3615.

10/14/2009:

I called Ms. Jefferson back. Ms. Jefferson stated that her mother inherited the house from her grand father and she inherited the house from her mother. She stated that her mother passed away in 2004. She then went on to state that she became disabled and as a result, she could not pay her property taxes any more. She stated that she tried to sell the property but the sale did not go through because they were unable to get a clear title. She stated that she went downtown to try to research the title but she could not find the information that she needed. I asked her what her grandfather's name was and she stated that her grandfather was Oliver Thomas. I then asked her if she knew who Frank Thomas was and she stated that Frank Thomas was her uncle. I then asked her if she has any information on where I can find him. She then went on to tell me that Mr. Frank Thomas was deceased. I asked her if he has any children. She stated that he did not have any children. She stated that her uncle never owned the property. She said that he and her grandfather had a disagreement and her uncle put a lien on the property. She stated that the lien was released. I asked her if she had documentation of that information and she said that she would send it to me in the mail.

10/21/2009:

I reviewed my Lexis Nexis search result. I looked at the voter registration record and found a Horace Dixon listed in Humble, born in 1932. I also reviewed the results from the property search. I also checked the social security number information. I also found several individuals named Horace Dixon located across Texas. I was unable to match the names to the person that I was appointed to represent.

12/08/2009:

I sent out 28 letters to individuals named Horace Dixon and Lucille Dixon in the Houston and surrounding area.

12/09/2009:

Affidavit of Attorney Ad Litem

Dixon

Page 2 of 4

I got a telephone call from a Mr. Horace Dixon. He stated that he received the letters that I sent to his address but he was not the Horace Dixon that I was searching for. The phone number that he called me from was 713-738-1923.

12/09/2009:

I received another telephone call from another individual by the name of Horace Dixon. He stated that he got the letter that I sent to his address and he was calling to confirm that he was not the Horace Dixon that I was searching for. The phone number that he called me from was 713-640-2330.

12/10/2009:

I got a telephone call from a Mrs. Lucille Dixon. She stated that she was not the individual that I was looking for. She stated that she got the letter that I had sent to her. I then asked her if she knew any of the persons that were listed on the Order and the referenced property. She stated that she did not know any of the persons listed on the Court Order and she did not know anything about the listed property.

12/16/2009:

I got a telephone call from a Ms. Collete Manson. Ms. Manson stated that she was calling regarding the letter that I had sent to her grandmother, Mrs. Lucille Dixon. She stated that her grandmother's name is Lucille Dixon and she married in the 1940's to a gentleman named Robert Dixon. She stated that she called all of her relatives and inquired from them if they knew any of the persons that were listed on the Court Order. She stated that her relatives told her that they did not know anything about the persons that were listed on the Court Order and that they did not know anything about the referenced property. She said that she made sure that she also called her brother to find out if he knew anything about the referenced people and property and her brother did not know anything either. She then went on to say that the named person could not be her grand mother because prior to moving to Houston about 8 years ago, her family, including her grandmother, lived in San Antonio.

12/11/2009:

Naveed Abdul Mohamed, my assistant, visited the address 5201 Wylie St., Houston, TX 77026, but there was no body at the address. The house at the location was boarded up. He spoke to the people that lived near the house and they informed him that they have never heard of any such persons as the defendants. Mr. Mohamed then posted a notice on the wall of the house. He also photographed the property.

Results of My Search:

In the course of my search, most of the letters that I sent out were either returned to me as undeliverable or were not returned at all.

I BELIEVE, based on my search that additional efforts to locate the named Defendant(s), HORACE DIXON, LUCILLE DIXON, HENRY E. DOYLE, and FRANK THOMAS (In Rem) will not be successful. I have reason to believe that Frank Thomas may be deceased. I was unable to find his heirs.

Fee Report

In the course of fulfilling my duties as Attorney Ad Litem, I have devoted 12.51 hours of my time, all of which hours were necessarily expended. My fee for legal services in matters such as this is \$150.00, which is reasonable hourly fees for attorneys of the qualification and experience who provide services in matters which do not include active adversarial litigation. I devoted 1 hour of legal assistant time. The hourly rate for a legal assistant is \$45. My costs and expenses (i.e. Copying, certified mail, regular mail, phone fees, parking fee, etc.) for Attorney Ad Litem services rendered in this matters were 56.96. A reasonable fee for Attorney Ad Litem services rendered in this matter is \$1,982.08 taking into account the factors referenced by the Texas Supreme Court in *Arthur Anderson & Co v. Perry Equip. Corp.*, 945 S.W.2d 812 (Tex. 1997)

FURTHER AFFIANT SAYETH NOT.



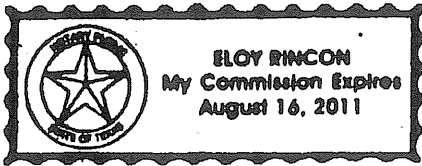
Omonzusi M. Imobioh
State Bar No: 24044330

SWORN TO AND SUBSCRIBED BEFORE ME by OMONZUSI IMOBIOH, ON this

1-13-10



NOTARY PUBLIC in and for the State of Texas
My Commission Expires: 8-16-11



MAP ID - 18

HCAD ID - 0141420000001

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Charity Baptist Church C/O Rev F W
Mcilveen
2809 Erastus St
Houston, TX 77026-5303

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X L. Burnside

- Agent
 Addressee

B. Received by (Printed Name)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number
(Transfer from service _____)

7004 1160 0007 3772 1790



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Charity Baptist Church
5217 Liberty Rd
Houston, TX 77026-5313

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5201 Wylie St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

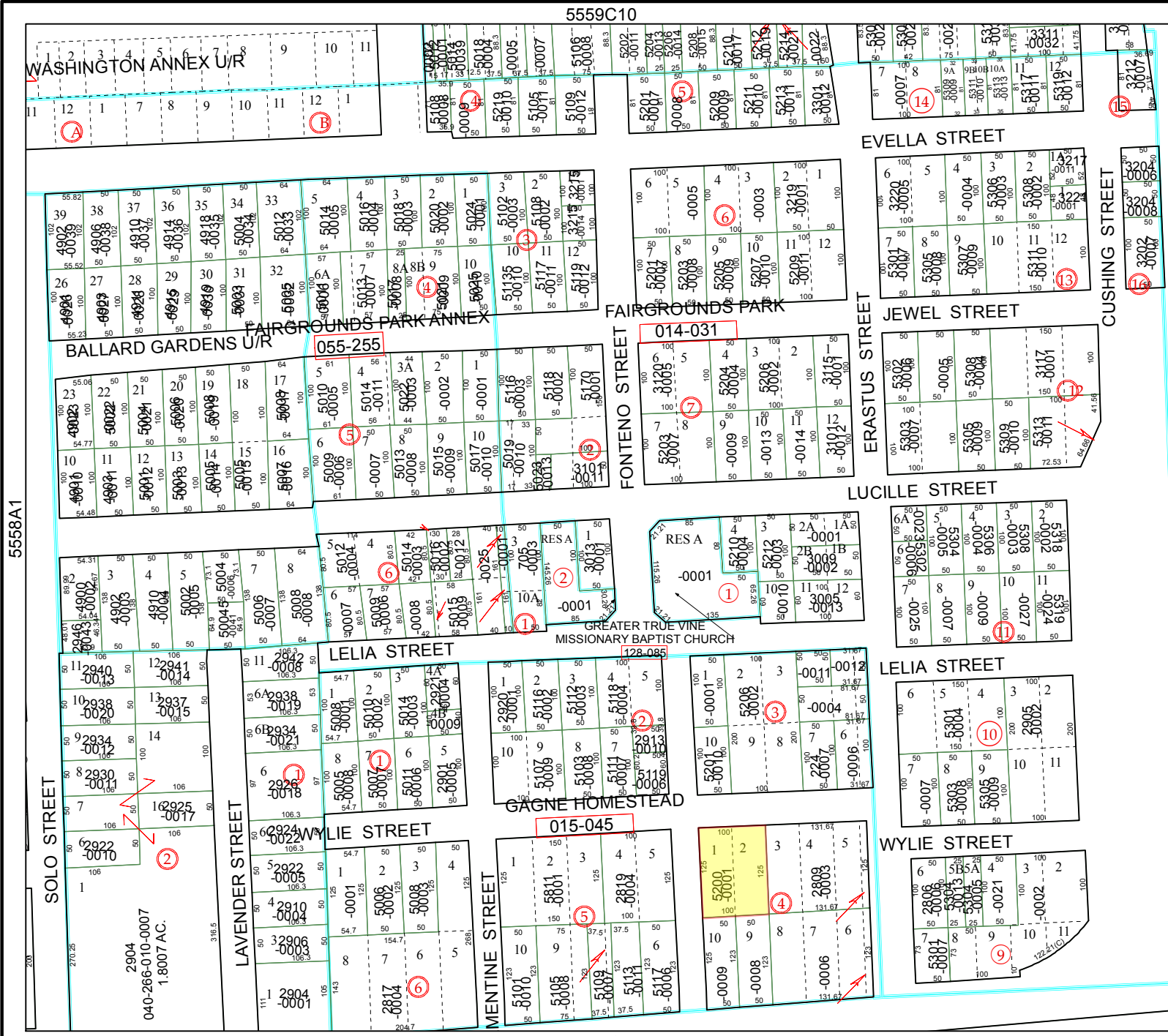
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



5558A1

5559C10

5558A6

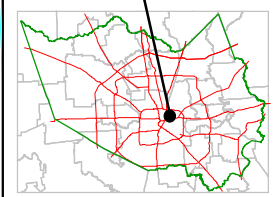
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9448
Date: December 21, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 16th day of December, 2012, we find the following:

Title Vested In:

Charity Baptist Church (by Warranty Deed filed for record under Harris County Clerk's File No. Z096294)

Property Description: (Map ID#18) (Tax ID# 014-142-000-0001)

Lots One (1) and Two (2), in Block Four (4), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

General Warranty Deed

Z096294
02/16/06 101054656

\$20.00

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

Date: 11-14-06

Grantor: BURNIS BURNSIDE

Grantee: CHARITY BAPTIST CHURCH

Grantee's Mailing Address: 5217 Liberty Road, Houston, Texas 77026

Consideration: Ten dollars and other good and valuable consideration.

Property (including any improvements): Lots 1 and 2, in Block 4, of SUBDIVISION OF SHARES 2 & 3 OF THE GAGNE HOMESTEAD, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 1, Page 55A of the Map Records of Harris County, Texas, being the same property described in deed dated September 6, 2005, filed under Clerk's File No. Y971849, Harris County, Texas.

Grantor, for the Consideration and subject to the Reservations from Conveyance and the Exceptions to Conveyance and Warranty, grants, sells, and conveys to Grantee the Property, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold it to Grantee and Grantee's heirs, successors, and assigns forever. Grantor binds Grantor and Grantor's heirs and successors to warrant and forever defend all and singular the Property to Grantee and Grantee's heirs, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

Burnis Burnside
BURNIS BURNSIDE

2006-05-17 10:47:55 AM

NO
2006

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100

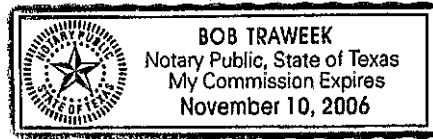
STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on Feb 14, 2006 by
Burnis Burnside.

Bob Traweek
NOTARY PUBLIC, STATE OF TEXAS

Return to:
Charity Baptist Church
5217 Liberty Road
Houston, Texas 77026

W



ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the
date and at the time stamped hereon by me; and was duly RECORDED. In the
Official Public Records of Real Property of Harris County, Texas on

FEB 16 2006



Dorothy B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

Dorothy B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

2006 FEB 16 AM 11:30

FILED

RP 017-95-0263

MAP ID - 19

HCAD ID - 0141420000003

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Charity Baptist Church
 5201 Wylie St
 Houston, TX 77026-5313

 2. Article Number
 (Transfer from service label)

7004 2510 0004 3684 3005

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature


 Agent Addressee

B. Received by (Printed Name)

C. Date of Delivery

 D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type

 Certified Mail Express Mail Registered Return Receipt for Merchandise Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee)

 Yes



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Charity Baptist Church C/O Rev F W
Mcilveen
2809 Erastus St
Houston, TX 77026-5303

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

**Re: Request for Agreement for Restrictive Covenant on 2809 Erastus St
for Union Pacific Railroad Company – Houston Wood Preserving
Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care
Permit No. HW-50343, TCEQ SWR No. 31547**

Dear Rev. McIlveen:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone ("PMZ"). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

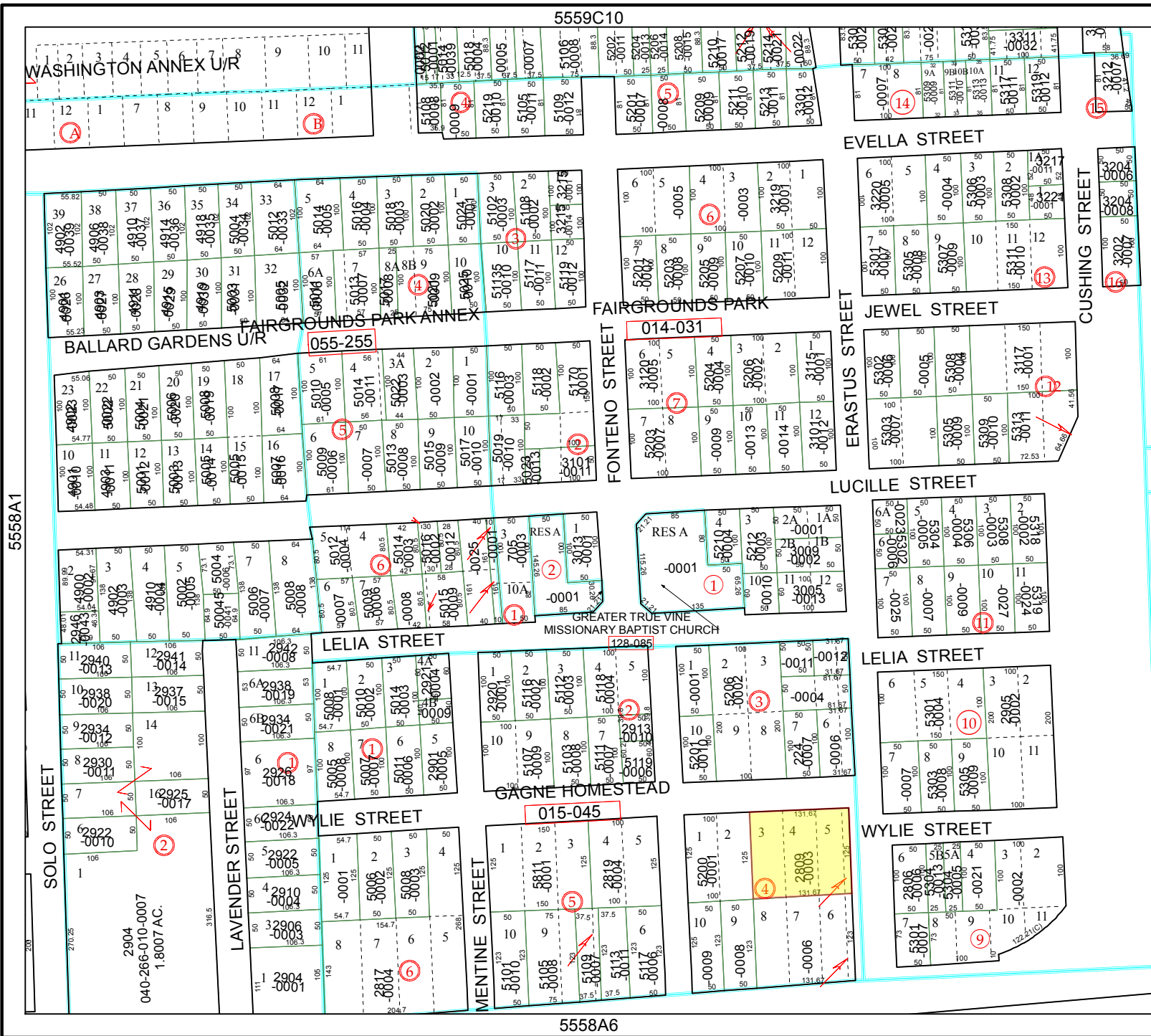
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



5558A1

5559C10

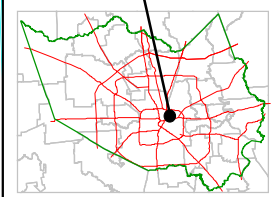
Harris County Appraisal District



0 100 200
 PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9449
Date: December 21, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 16th day of December, 2012, we find the following:

Title Vested In:

Charity Baptist Church (by Warranty Deed filed for record under Harris County Clerk's File No. M115393)

Property Description: (Map ID#19) (Tax ID# 014-142-000-0003)

Lots Three (3), Four (4) and Five (5), in Block Four (4), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Right-of-way easement for street purposes 18.33 feet in width along the east property line, granted to the County of Harris, as located and defined by instrument filed for record under Volume 947, Page 439 of the Deed Records of Harris County, Texas. (As to Lot 5)
- b) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

the same for the purposes and consideration therein expressed, Given under my hand
and seal of office, this the 31st. day of January, A. D. 1934.

R. F. Peden, Notary Public in and for Harris County, Texas. (Seal)

Filed for record April 12, 1934 at 9:50 o'clock A.M. Recorded April 24, 1934 at 11:30 o'clock A.M

Albert Howard Clerk County Court, Harris County, Texas. By D. Lasky Deputy

No. 610305

Josephine Jackson To Harris County

Quit-Claim-Deed

The State of Texas, County of Harris: Know all men by these presents: That

I, Josephine Jackson, a widow, of the County of Harris, and State of Texas, for and in consideration of the sum of One and no/100 Dollars, to me in hand paid by the County of Harris, in the State of Texas, the receipt of which is hereby acknowledged, and the further consideration of establishing and maintaining a Public Road over and across the land hereinafter described have Remised, released and quit-claimed, and by these presents do remise, release and quit-claim unto the said County of Harris, the Right of Way 18.33 feet in width, over and cross 0.02 acres of the Harris and Wilson survey of land, situated in said County of Harris, and State of Texas, said Right of Way to cross said land as follows, to-wit: Being a strip of land 18.33 feet

wide over and across 0.02 acres of land situated in Lot 6, Block 3 of E. A. Finn's subdivision of the Gagne tract, shares 2 and 3 of the Harris and Wilson Survey, Abstract #32, as recorded in Vol. 1, Page 55 of the Map Records of Harris County, Texas, and further described as follows, to-wit: Beginning at the Southeast corner of said Block 3, on the West line of Sunset

Street and the North side of Twelfth Street; Thence West with the South line of Block 3, 18.33 feet; Thence North 50 feet; Thence East 18.33 feet to the East line of Block 3; Thence South with the East line of Block #3, 50 feet to the place of beginning. The tract

of land above described contains an area of 0.02 acres more or less. To have and to hold the aforesaid Right of Way unto the said County of Harris to be used as a Public Road forever. Witness my hand this 29th day of January, 1934.

Josephine Jackson Witnesses: Rosie May Harris

The State of Texas, County of Harris: Before me, the undersigned authority, a Notary Public in and for Harris County, Texas, on this day personally appeared Josephine Jackson, a widow, known to me to be the person whose name subscribed to the foregoing instrument of writing, and acknowledged to me that she executed the same for the purposes and considerations therein expressed. Given under my hand and seal of office, at Houston, Tex. this

26 day of Febry., A. D. 1934. D. Knodell, a Notary Public in and for Harris County, Texas. (Seal)

Filed for record April 12, 1934 at 11:20 o'clock A.M. Recorded April 24, 1934 at 11:45 o'clock A.M

Albert Howard Clerk County Court, Harris County, Texas. By D. Lasky Deputy

No. 610306

Tillie Minor To Harris County

Quit-Claim-Deed

The State of Texas, County of Harris: Know all men by these presents: That I

Tillie Minor, a widow, of the County of Harris, and State of Texas, for and in consideration of the sum of One and no/100 Dollars, to me in hand paid by the County of Harris, in the State of Texas, the receipt of which is hereby acknowledged, and the further consideration of establishing and maintaining a Public Road over and across the land hereinafter described, have remised, released, and quit-claimed, and by these presents do remise, release and quit-claim, unto the said County of Harris, the Right of Way 18.33 feet in width, over and cross 0.104 acres of the

Harris and Wilson survey of land, situated in said County of Harris, and State of Texas, said Right of Way to cross said land as follows, to-wit: Being a strip of land 18.33 feet wide over and across 0.104 acres of land situated in Lots 5 and 6 Block 4 of E. A. Finn subdivision of the Gagne Tract, shares 2 and 3 of the Harris and Wilson Survey, Abstract #32, as recorded in Vol. 1, Page 55 of the Map Records of Harris County, Texas, and being further described as follows, to-wit: Beginning at the Southeast corner of Lot 6 of Block Four, of said Finn subdivision, said Southeast Corner being on the West side of Sunset Street and North side of Liberty Road; Thence North 88° - 15' West along the South line of Block Four, 18.33 feet; Thence North 248 feet to the North line of said Block Four; Thence East along North line of Block Four, 18.33 feet to the Northeast Corner of Block Four; Thence South along East line of Block Four, being also the East line of Lots 5 and 6 of Block Four 248 feet to the place of beginning.

The tract of land above described contains an area of 0.104 acres more or less. To have and to hold the aforesaid Right of Way unto the said County of Harris to be used as a Public Road forever. Witness my hand this 29th day of January, 1934.

Tillie Minor

The State of Texas, County of Harris: Before me, the undersigned authority, a Notary Public in and for Harris County, Texas, on this day personally appeared Tillie Minor, a widow, known to me to be the person whose name ___ subscribed to the foregoing instrument of writing, and acknowledged to me that she executed the same for the purposes and considerations therein expressed.

Given under my hand and seal of office, at Houston, Texas, this 7th day of March, A. D. 1934. D. Knodell, Notary Public in and for Harris County, Texas. (Seal)

Filed for record April 12, 1934 at 11:20 o'clock A.M. Recorded April 24, 1934 at 12:00 o'clock M.

Albert Townsend Clerk County Court, Harris County, Texas. By A. Lasky Deputy

No. 610307

Louis Harris et ux To Harris County

Quit-Claim-Deed

The State of Texas, County of Harris: Know all men by these presents: That I, Louis Harris, of the County of Harris, and State of Texas, for and in consideration of the sum of One and no/100 Dollars to me in hand paid by the County of Harris, in the State of Texas, the receipt of which is hereby acknowledged, and the further consideration of establishing and maintaining a Public Road over and across the land hereinafter described, have remised, released and quit-claimed, and by these presents do remise, release and quit-claim unto the said County of Harris, the right of way 18.33 feet in width, over and cross 0.02 acres of the Harris and Wilson survey of land, situated in said County of Harris, and State of Texas said Right of Way to cross said land as follows, to-wit: Being a strip of land 18.33 feet wide over and across 0.02 acres of land situated in Lot 5 of Block 3 of the E. A. Finn Sub-division of the Gagne Tract, shares 2 and 3 of the Harris and Wilson Survey, Abstract #32, as recorded in Vol. 1, Page 55, of the Harris County, Map Records and more fully described as follows, to-wit: Beginning at the Northeast corner of said Block 3; Thence South with the East line of Block 3, 50 feet; Thence West 18.33 feet; Thence North 50 feet to the North line of Block 3; Thence East 18.33 feet with North line of Block 3 to the place of beginning.

The tract of land above described contains an area of 0.02 acres more or less. To have and to hold the aforesaid Right of Way unto the said County of Harris to be used as a Public Road forever. Witness my hand this 29th day of January, 1934.

Louis Harris Rosie May Harris Witnesses: Victoria Wilson

The State of Texas, County of Harris: Before me, the undersigned authority, a Notary Public in and for Harris County, Texas, on this day personally appeared Louis Harris and

M115393

144-66-1930

GENERAL WARRANTY DEED WITH VENDOR'S LIEN

04/10/91 00015262 M115393 \$ 5.00

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

THAT, MURPHY LOUISE MOORE ROBEY JONES, also known as MURPHY LOUISE MOORE ROBEY, Individually and as Independent Executrix of the Estate of Don D. Robey, Deceased, of the County of Harris, State of Texas, hereinafter called GRANTOR, for and in the consideration of the sum of TEN DOLLARS (\$10.00) cash and other good and valuable considerations in hand paid by CHARITY BAPTIST CHURCH, a religious association, whose address for notice is 2600 Chew Street, Houston, Texas, 77020, of the County of Harris, State of Texas, hereinafter called GRANTEEES, the receipt and sufficiency of which are hereby acknowledged and confessed, and for and in the further consideration of the execution and delivery by Grantees herein of its certain vendor's lien note of even date herewith in the principal sum of TWENTY-EIGHT THOUSAND AND NO/100 (\$28,000.00) DOLLARS, payable to the order of Grantor herein; bearing interest at the rate as therein provided, principal and interest being due and payable as therein provided and finally maturing on or before April 7, 1991; which note is secured by the vendor's lien herein reserved and is additionally secured by a Deed of Trust of even date herewith to ROY H. BRAY, Trustee, reference to which is here made for all purposes, have GRANTED, SOLD and CONVEYED and by these presents do GRANT, SELL and CONVEY unto the said Grantee, the following described real property, together with all improvements thereon, more particularly described as follows, to-wit:

5
E
Lots Three (3), Four (4), Five (5), Six (6), Seven (7) and Eight (8) in Block Four (4) of FINN'S SUBDIVISION of Shares 2 and 3 in the GAGNE HOMESTEAD TRACT in the Harris and Wilson Two League Grant in the City of Houston, Harris County, Texas, according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas. D

Taxes for the current year have been prorated as of the date hereof and Grantees assume and agree to pay the same.

This conveyance is made and accepted subject to any and all restrictions, conditions, covenants, easements and reservations, if any, affecting the use of the premises conveyed herein, now of record in the Office of the County Clerk of Harris County, Texas, and to all zoning laws, regulations and ordinances of municipal and/or other governmental authorities, if any, affecting the use of the premises conveyed herein.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging, unto the said GRANTEEES, its successors and assigns forever, and the GRANTOR does hereby bind herself, her heirs, personal representatives, successors and assigns, to WARRANT and FOREVER DEFEND, all and singular the said premises unto the said GRANTEEES, their heirs, personal representatives, successors and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof.

But it is expressly agreed and stipulated that the Vendor's Lien and Superior Title is retained against the above described property, premises and improvements, until the above described note, and all interest thereon is fully paid according to its face and tenor, effect and reading, when this Deed shall become absolute.

When this Deed is executed by more than one person, or when the Grantee is more than one person, the instrument shall read as though pertinent verbs and pronouns were changed to correspond, and when executed by or to a corporation,

144-66-1931

or to a Trustee, the words "heirs, executors and administrators" or "heirs and assigns" shall be construed to mean "successors and assigns".

EXECUTED on this the 7th day of April, A. D., 1989.

Murphy Louise Moore Robey
MURPHY LOUISE MOORE ROBEY JONES, also
known as MURPHY LOUISE MOORE ROBEY, *302*
Individually and as Independent
Executrix of the Estate of Don D. Robey,
Deceased

THE STATE OF TEXAS §
§
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 7th day of April, 1989, by MURPHY LOUISE MOORE ROBEY JONES, also known as MURPHY LOUISE MOORE ROBEY, Individually and as Independent Executrix of the Estate of Don D. Robey, Deceased.



Kathryn E. Vinson
Notary Public in and for the State of
T E X A S.

Notary's Printed Name and Commission
Expiration Date:

SP163/GWDVL:sp
LO#89-5137 RHB

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me; and was
duly RECORDED, in the Official Public Records of Real Property of Harris
County, Texas on

APR 10 1989



Ante Saldaña
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED

1989 APR 10 PM 3:23

Ante Saldaña
COUNTY CLERK
HARRIS COUNTY, TEXAS

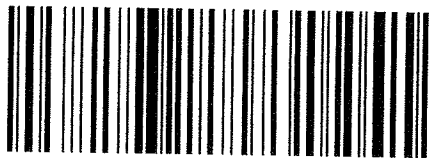
Return to: *Charity Baptist Church*
2600 Alton Street
Houston, Texas 77020-2-

MAP ID - 20

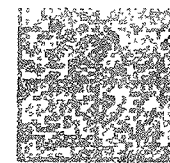
HCAD ID - 0141420000009

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE.

CERTIFIED MAIL™



7004 1160 0007 3772 1813



U.S. POSTAGE
ZIP 77002
02 1W
300 394545

FIRST CLASS

FIRST CLASS

FIRST CLASS

UNC First Class Mail



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Full Gospel Christian Assn
5201 Liberty Rd
Houston, TX 77026-5313

UNC

NIXIE

770262009-1N

09/16/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



UNC UNC

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail


 DuPont™ Tyvek®
 Protect What's Inside.™
 HDPE

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature</p> <p>X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (<i>Printed Name</i>)</p> <p>C. Date of Delivery</p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="text-align: center;">Full Gospel Christian Assn 5201 Liberty Rd Houston, TX 77026-5313</p>	<p>i. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>2. Article Number (<i>Transfer from</i>)</p> <p style="text-align: center;">7004 1160 0007 3772 1813</p>	
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	

Made in USA





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Full Gospel Christian Assn
5201 Liberty Rd
Houston, TX 77026-5313

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5201 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

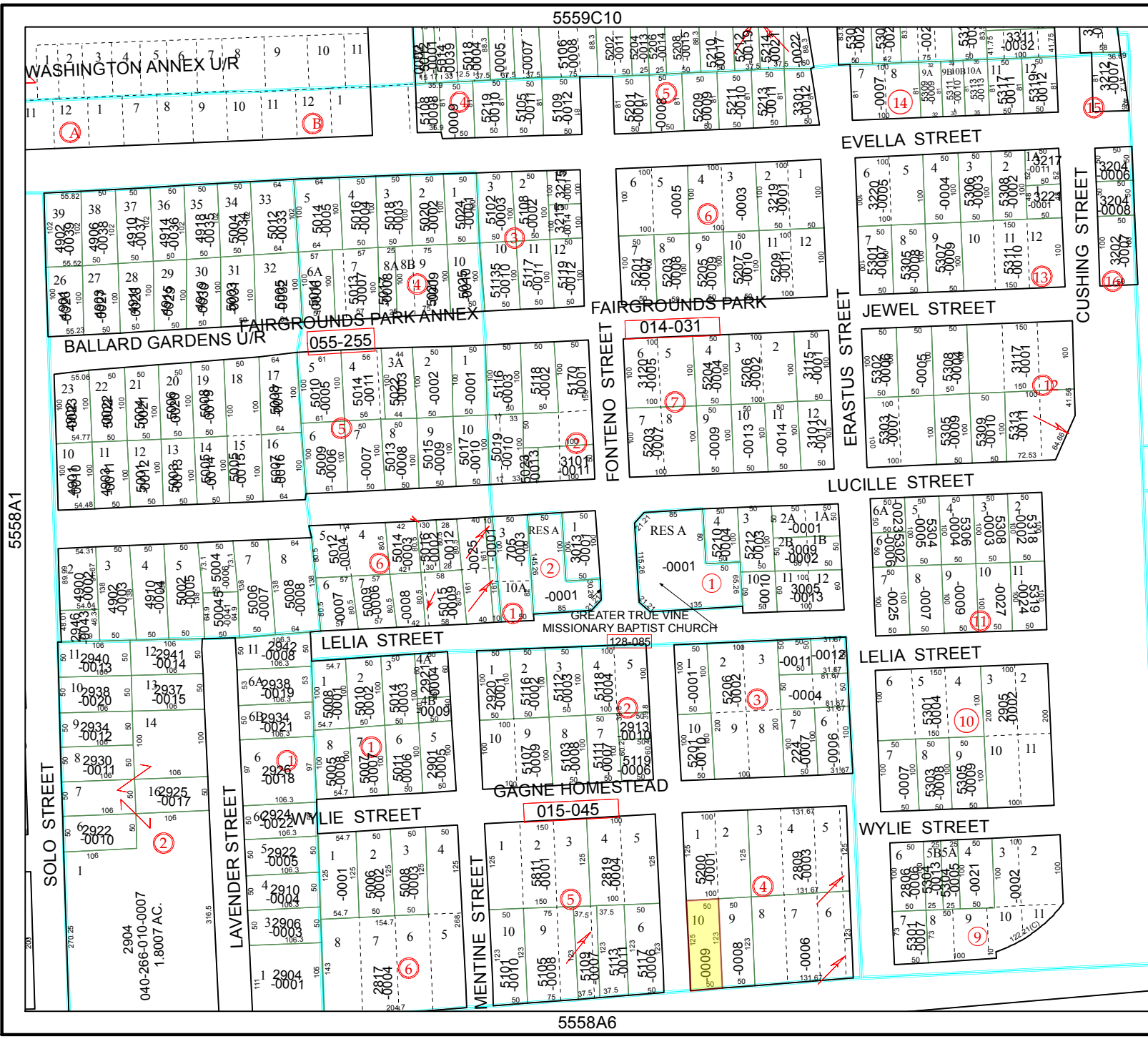


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



5558A1

2904
040-266-010-0007
1.8007 AC.

5558A6

Harris County Appraisal District

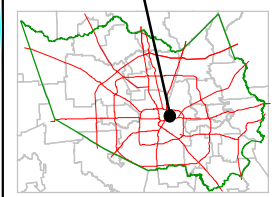


0 100 200

PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0128
Date: January 7, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 27th day of December, 2012, we find the following:

Title Vested In:

Charity Baptist Church, a non-profit Texas church (by Warranty Deed filed for record under Harris County Clerk's File No. N088969)

Property Description: (Map ID# 20) (Tax ID# 014-142-000-0009)

Lot Ten (10), in Block Four (4), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

89/2/10

10/27

N088969

A S S U M P T I O N

031-09-1863

WARRANTY DEED WITH VENDOR'S LIEN

THE STATE OF TEXAS

04/11/91 00296273 N088969 \$ 7.00

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

That IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, AN UNINCORPORATED CHURCH, acting by and through its duly authorized trustees, herein called Grantor, of the County of Harris, and State of Texas, for and in consideration of the sum of TEN AND NO/100 (\$10.00) DOLLARS and other valuable consideration to the undersigned paid by the Grantees herein named, the receipt of which is hereby acknowledged' and the further consideration of the express assumption of and the express agreement to pay by the Grantee herein, prior to delinquency and as the same matures, the unpaid principal balance along with accrued interest due and owing on that certain \$17,500.00 promissory note dated January 5, . 1985, executed by Grantor herein, made payable to the order of MARVIN A. JACOB, said note being secured by Vendor's Lien retained in deed of even date therewith, executed by MARVIN A. JACOB to Grantor herein, filed for record in the office of the County Clerk of Harris County, Texas, under clerks file No. K052523, and additionally secured by Deed of Trust of even date therewith to EDWARD E. LINDSAY, Trustee, the payment of which note is secured by the Vendor's Lien hereof retained and is additionally secured by Deed of Trust of even date herewith to JOHN L. SALZER, Trustee, have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL and CONVEY unto CHARITY BAPTIST CHURCH, a non profit Texas church, its minister and trustees of the County of Harris and the State of Texas, all of the following described real property in Houston, Harris County, Texas, to-wit:

Lots Nine (9) and Ten (10), in Block Four (4), of the FINN SUBDIVISION out of the GAGNE HOMESTEAD TRACT in HARRIS and WILSON TWO LEAGUE GRANT, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

This conveyance is made subject to restrictions, covenants, easements and mineral interests of records in the Real Property Records of Harris County, Texas.

Taxes have been prorated to date and assumed by Grantee.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise

031-09-1864

belonging unto the said Grantee, its heirs and assigns forever and we do hereby bind ourselves, our heirs, executors and administrators to WARRANT AND FOREVER DEFEND all and singular the said premises unto the said Grantee, its heirs and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

But it is expressly agreed that the VENDOR'S LIEN, as well as the Superior Title in and to the above described premises, is retained against the above described property, Premises and improvements until the above described note and all interest thereon, are fully paid according to the face, tenor, effect and reading thereof, when this Deed shall become absolute.

EXECUTED this 5th day of August 1990.
TO BE EFFECTIVE the 1st day of January, 1990.

Manuel J. Villanueva
Manuel J. Villanueva

Maria C. Trevino
Maria Carmen Trevino

Moises Trevino
Moises Trevino

Maria De Jesus Villanueva
Maria De Jesus Villanueva

Porfirio Sandoval
Porfirio Sandoval

Alma Sandoval
Alma Sandoval

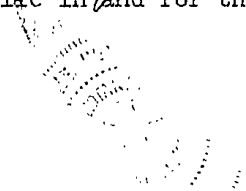
Acknowledgment

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5 day of August, 1990, by Manuel J. Villanueva as Pastor of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church,, and on behalf of said church.

Johnnie Knight Shields
Notary Public in and for the State of Texas

After recording return to:
Doreen Burnside
3231 Persimmon St.
Houston, Tx 77093



031-09-1865

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of August, 1990, by MOISES TRIVIAO as secretary of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church, on behalf of said church.

Johnnie Wright Shields
NOTARY PUBLIC, STATE OF TEXAS

Printed name Johnnie Wright Shields

MY COMMISSION EXPIRES 9-23-93

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of August, 1990, by MOISES TRIVIAO as trustee of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church, on behalf of said church.

Johnnie Wright Shields
NOTARY PUBLIC, STATE OF TEXAS

Printed name Johnnie Wright Shields

MY COMMISSION EXPIRES 9-23-93

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of August, 1990, by MARIA DE JESUS VILLARUEVA as trustee of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church, on behalf of said church.

Johnnie Wright Shields
NOTARY PUBLIC, STATE OF TEXAS

Printed name Johnnie Wright Shields

MY COMMISSION EXPIRES 9-23-93

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of August, 1990, by PONFERRIC SANDOVAL as trustee of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church, on behalf of said church.

Johnnie Wright Shields
NOTARY PUBLIC, STATE OF TEXAS

Printed name Johnnie Wright Shields

MY COMMISSION EXPIRES 9-23-93

THE STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on the 5th day of August, 1990, by ALMA SANDOVAL as trustee of IGLESIA EL BUEN PASTOR FULL GOSPEL CHRISTIAN CHURCH, an unincorporated church, on behalf of said church.

Johnnie Wright Shields
NOTARY PUBLIC, STATE OF TEXAS

Notary Printed Name Johnnie Wright Shields

MY COMMISSION EXPIRES 9-23-93

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

031-09-1866

FILED
91 APR 11 PM 12:05
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

APR 11 1991



Archie Robinson
COUNTY CLERK,
HARRIS COUNTY, TEXAS

MAP ID - 24

HCAD ID - 0140410000002

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p> <hr/> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="text-align: center; margin-top: 20px;">Elmer Preston Trust 5311 Liberty Rd Houston, TX 77026-6238</p>	<p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>
<p>2. Article 7004 1160 0007 3772 1837</p> <p style="margin-left: 20px;"><i>(Transf.)</i></p>	<p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Elmer Preston Trust
3319 Liberty Rd
Houston, TX 77026-6238

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5311 Liberty Rd for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

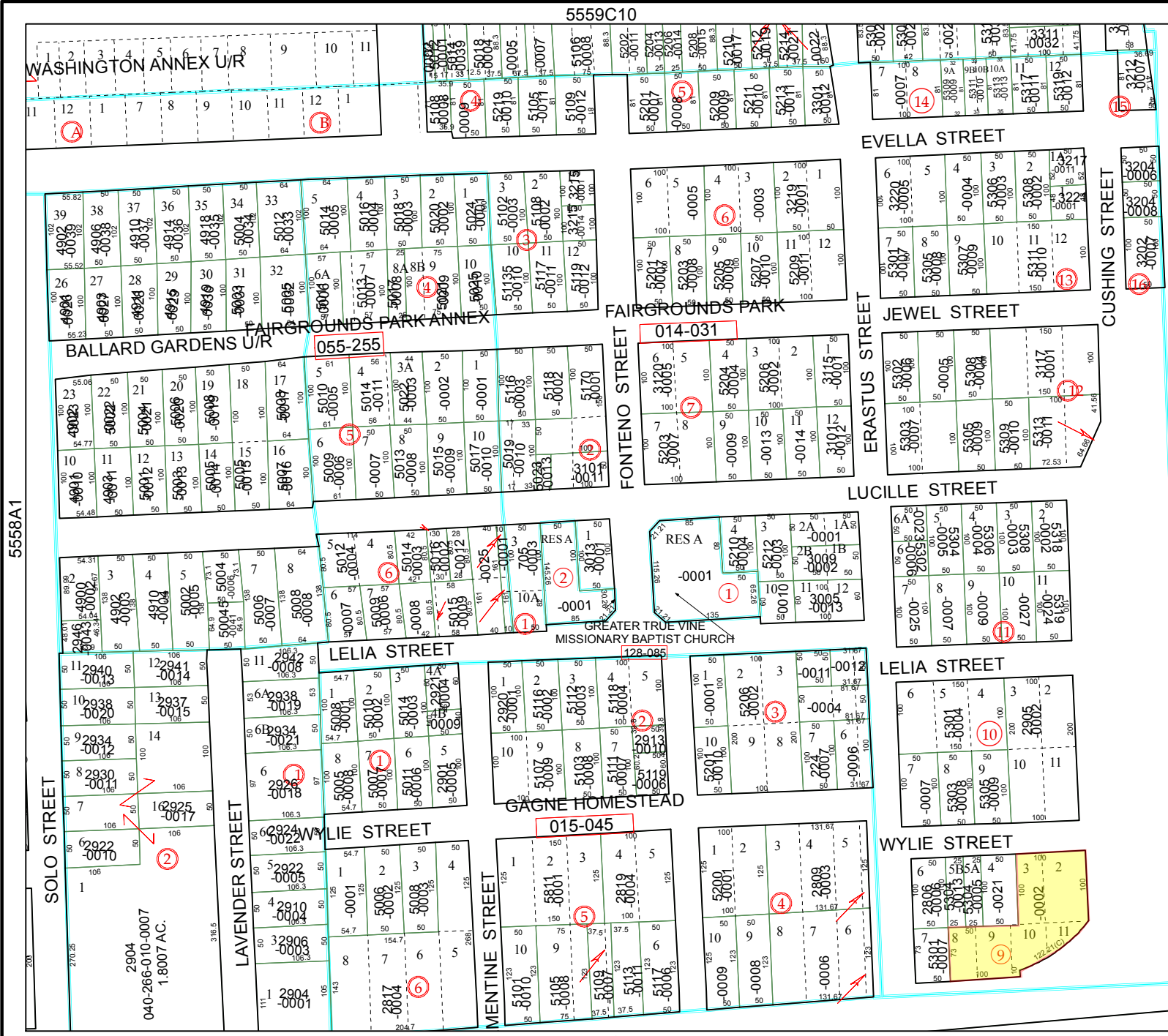
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



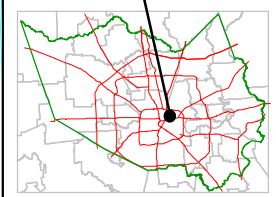
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

5559C10

2904
 040-266-010-0007
 1.8007 AC.

055-255

014-031

015-045

128-085

WASHINGTON ANNEX U/R

BALLARD GARDENS U/R

FAIRGROUNDS PARK ANNEX

FAIRGROUNDS PARK

GREATER TRUE VINE
 MISSIONARY BAPTIST CHURCH

GAGNE HOMESTEAD

SOLO STREET

LAVENDER STREET

MENTINE STREET

WYLIE STREET

LELIA STREET

LELIA STREET

WYLIE STREET

FONTENO STREET

LUCILLE STREET

ERASTUS STREET

JEWELL STREET

EVELLA STREET

CUSHING STREET

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9212

Date: December 5, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 3rd day of December, 2012, we find the following:

Title Vested In:

Elmer Preston Trust of Texas (by Warranty Deed filed for record under Harris County Clerk's File No. Y825900)

Property Description: (Map ID# 24) (Tax ID# 014-041-000-0002)

Lots Two (2), Three (3), Eight (8), Nine (9), Ten (10) and Eleven (11), in Block Nine (9), of Fairground Park, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 81, Page 460 of the Map Records of Harris County, Texas, SAVE AND EXCEPT those portions as conveyed to Harris County by deeds filed for record under Volume 961, Page 108 and Volume 2308, Page 434, both of the Deed Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

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Texas American Title Company



Darrell Stone
Title Examiner

1 Goose Creek, Texas.

In witness whereof, I have hereunto set my hand and the seal

2 of said bank, this the 29th day of June, A. D. 1934.

W. C. Sanders. (Seal)

3 The State of Texas. County of Harris.

Before me, the undersigned authority, on

4 this day personally appeared W. C. Sanders, known to me to be the person whose name is subscribed
5 to the foregoing instrument, and acknowledged to me that he executed the same for the purposes
6 and consideration therein expressed, and in the capacity therein set forth.

7 Given under my hand and seal of office, this the 5 day of June, A. D. 1934.

8 M. Dillard, Notary Public, Harris County, Texas. (Seal)

9 Filed for record July 19, 1934 at 12:30 o'clock P.M. Recorded July 24, 1934 at 11:05 o'clock A.M.

10 Albert Townsend Clerk County Court, Harris County, Texas. By L. Stacey Deputy.

11 -----
12 No. 625333

13 Angelo Candelari

To

Harris County

14 Deed

15 The State of Texas. County of Harris.

Know all men by these Presents: That

16 Angelo Candelari, of the County of Harris, and State of Texas, for and in consideration of the
17 sum of one and no/100 (\$1.00) dollars to me in hand paid by the County of Harris, in the

18 State of Texas, the receipt of which is hereby acknowledged, and the further consideration of
19 establishing and maintaining a public road over and across the land hereinafter described, have

20 remised, released, and quit-claimed, and by these presents do remise, release and quit-claim
21 unto the said County of Harris, the Right of Way ___ feet in width, over and across 750 sq.

22 ft. acres of the Harris and Wilson survey of land, situated in said County of Harris, and

23 State of Texas, said Right of Way, to cross said land as follows, to-wit:

24 Being a strip of land off of the south line of lots 7,8,9,10,11, block 9, of Fairground Park

25 Sub-division out of the Harris and Wilson Survey, as being recorded in volume 81, page 460,

26 Harris County deed records, and being in the same lots conveyed by H. W. Carothers to Angelo

27 Candelari by deed dated February 19, 1920, and being recorded in volume 448, page 5, and being

28 more particularly described as follows, to-wit:

Beginning at the southwest corner

29 of block 9, south west corner of lot 7, said point being 27' north at right angles to center line

30 of Liberty Road, established by County Engineer.

Thence north 87° 43' east 250' to

31 the southeast corner of lot 11. Thence north 3' to a point that is 30 feet northerly

32 at right angles to the center line of the old liberty road as established by the County Engineer.

33 Thence south 87° 53' west 250' to a point at the west line of block 7.

34 Thence south 3' to place of beginning, containing 750 square feet, more or less.

35 To have and to hold the aforesaid Right of Way, unto the said County of Harris, to be used

36 as a public road forever.

Witness my hand, this 4th day of April, 1934.

37 Angelo x Candelari. Witnesses: Tony Candelari.
his
mark

38 The State of Texas. County of Harris.

Before me, the undersigned authority, in

39 and for Harris County, Texas, on this day personally appeared Angelo Candelari known to me to

40 be the person whose name is subscribed to the foregoing instrument of writing, and acknowledged

41 to me that he executed the same for the purposes and considerations therein expressed.

42 Given under my hand and seal of office, at Houston, this 4th day of April A. D. 1934.

43 J. B. Marmion, Notary Public, in and for Harris County, Texas. (Seal)

44 Filed for record July 19, 1934 at 2:10 o'clock P.M. Recorded July 24, 1934 at 11:30 o'clock A.M.

45 Albert Townsend Clerk County Court, Harris County, Texas. By L. Stacey Deputy.
46 -----
47 -----
48 -----

434

THE STATE OF TEXAS

County of Harris

Before me undersigned authority public in and for said county and State, on this day personally appeared Hazel Cecilia Booth, wife of ... known to me ... to be the person whose name is subscribed to the foregoing instrument, and having been examined by me privily and apart from her ... she the said Hazel Cecilia Booth ... declared that she had willingly signed the same ... and that she did not wish to retract it.

Given under my hand and seal of office, this the 21st day of June 19 51

Hylie L. Sawston, Jr.

Notary Public in and for Harris County, Texas.

Filed for Record July-19-1951, at 10:55 o'clock A.M.

Recorded Aug 20-1951, at 9:30 o'clock A.M.

W. D. MILLER, Clerk County Court, Harris County, Texas.

BY Stella M. Coale Deputy

THE STATE OF TEXAS, COUNTY OF HARRIS.

901812

Know All Men by These Presents:

REMOVED AS TO ... CAPITAL DIST. CITY.

THAT Angelo Candelari

of the County of Harris, and State of Texas, for and in consideration of the sum of

Fifteen Hundred & No/100 Dollars (\$1,500.00) DOLLARS

to me in hand paid by the County of Harris, in the State of Texas, the receipt of which is hereby acknowledged, and the further consideration of establishing and maintaining a Public Road over and across the land hereinafter described, have Remised, Released, and Quit-Claimed, and by these presents

do Remise, Release and Quit-Claim, unto the said County of Harris, the Right of Way

feet in width, over and cross 0.0491 acres of the Harris and Wilson survey of land, situated in said County of Harris, and State of Texas, said Right of Way to cross said land as follows, to-wit:

Being an irregularly shaped parcel of land over and across Lots 2, 10, and 11, Block 9 Fairground Park Addition, as platted in the Deed Records of Harris County, Texas in Volume 81, at Page 461 and situated in the Harris and Wilson Survey, Abstract #32, Harris County, Texas; said parcel of land being more particularly described as follows:

Beginning at the point of intersection of the East line of Lot 11, Block 9, Fairground Park Addition and the present North right-of-way line of Liberty Road, based on 60 feet in width, said point lying 50 feet westerly along the North line of the said Liberty Road from the intersection of the West line of Cushing Avenue with the North line of the said Liberty Road:

Thence, North along the East line of Lot 11 and 2, respectively, at 74.3 feet cross the common boundary line between the two Lots and continuing in all a distance of 81.7 feet to a point in the East line of Lot 2, said point being the PC of a curve back to the right:

Thence, Southwesterly following said curve back to the right with a central angle of 80° 28' 30" and a radius of 73.63 feet at 7.41 feet cross the common boundary line between Lots 2 and 11, respectively, at 91.59 feet cross the West line of Lot 11 of the East line of Lot 10 and continuing in all a distance of 113.69 feet to a point:

Thence, Westerly 10 feet from and parallel to the South line of Lot 10, a distance of 28.3 feet to a point in the West line of the said Lot 10:

Thence, South along the West line of the said Lot 10, a distance of 10 feet to the South-west corner of the said Lot 10:

Thence, Easterly along the South line of Lots 10, 11, respectively, and the north right-of-way line of Liberty Road, a distance of 100 feet to the beginning:

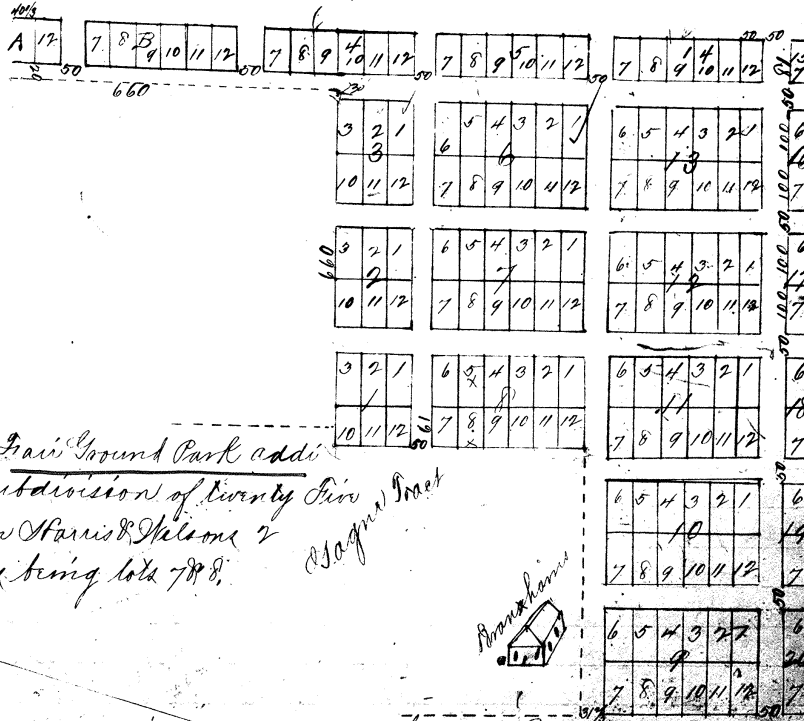
Tract of land herein conveyed contains 0.0491 acres of land, more or less.

TO HAVE AND TO HOLD the aforesaid Right of Way unto the said County of Harris to be used as a Public Road forever.

WITNESS My hand this 18th day of June, 1951

Angelo Candelari

Witnesses:

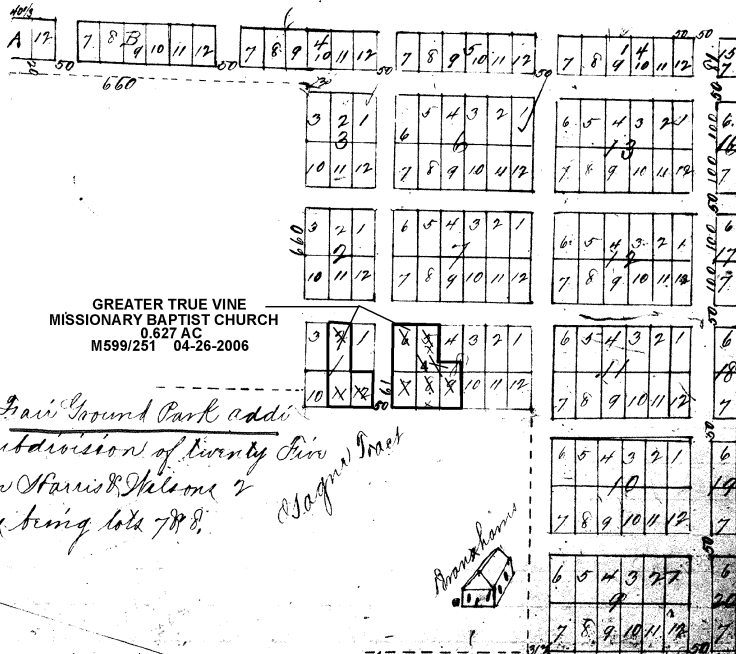


Map of Fair Ground Park addition, subdivision of twenty five acres in Harris & Helms 2 League being lots 7 & 8. *Wagon Road*



County Road *cross to Work*

Witness my hand at Houston Texas this 23rd day of January 1895. I have authorized the foregoing four of Attorney this 23rd day of January 1895 Henry Clinton of the State of Texas County of Harris. Before me Alex. Darrlinget a Notary Public in and for Harris County State of Texas. On this day personally appeared Henry Clinton and J. P. Clinton his husband and wife. Known to me to be the persons whose names are subscribed to the foregoing instrument and severally acknowledged to me that they executed the same for the purposes and considerations therein expressed, and the said Mrs. J. P. Clinton, the wife of the said Henry Clinton, having been examined by me privately and apart from her said husband, and having the same fully explained to her, she, the said Mrs. J. P. Clinton, the wife of the said Henry Clinton, acknowledged such instrument to be her own and declared that she had willingly signed the same for the purposes and considerations therein expressed and that she did not wish to retract it.



GREATER TRUE VINE
MISSIONARY BAPTIST CHURCH
0.627 AC
M599/251 04-26-2006

Map of Fair Ground Park addi-
tion, subdivision of Twenty Six
acre in Harris & Helton's
League being lots 7 & 8. *Wagon Road*

County Road

Concrete Walkway

Witness my hand at Houston Texas this 23rd day of January 1895. I have authorized the foregoing power of Attorney this 23rd day of January 1895 Henry Helton, Helton. This State of Texas County of Harris, before me Alex. Barthelmeck a Notary Public in and for Harris County State of Texas. On this day personally appeared Henry Helton and J. P. Helton Helton husband and wife. Known to me to be the persons whose names are subscribed to the foregoing instrument and severally acknowledged to me that they executed the same for the purposes and considerations therein expressed. And the said Mrs. J. P. Helton, the wife of the said Henry Helton, having been examined by me privately and apart from her said husband, and having the same fully explained to her she the said Mrs. J. P. Helton, the wife of the said Henry Helton acknowledged such instrument to be her own and deed and declared that she had willingly signed the same for the purposes and considerations therein expressed and that she did not wish to retract it. D.

WD
20
S

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

GENERAL WARRANTY DEED

Y825900
10/13/05 200976719

\$20.00

THE STATE OF TEXAS :
: KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF HARRIS :

THAT I/WE, JESUS THE LIGHT OF THE WORLD MINISTRIES, INC., a Louisiana Non-Profit Corporation, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other valuable consideration to the undersigned paid by the Grantee herein named, the receipt of which is hereby acknowledged, have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL AND CONVEY, unto the ELMER PRESTON TRUST OF TEXAS, 3319 Liberty Road, Houston, of the County of Harris, State of Texas 77026, all that certain real property in Harris County, Texas, to-wit:

lee

Lots Two (2), Three (3), and Four (4) and Tracts Eight (8), Nine (9), Ten (10), and Eleven (11) in Block Nine (9) of FAIRGROUND PARK ADDITION, a subdivision in Harris County, Texas, according to the map thereof recorded in Volume 81, Page 460 of the Deed Records of Harris County, Texas. SAVE AND EXCEPT that part conveyed to Harris County in instruments recorded in Volume 961, Page 108, Deed Records and Volume 2308, Page 434, Deed Records of Harris County, Texas.

D

THIS CONVEYANCE is made and accepted expressly subject to any and all restrictions, covenants, conditions, agreements, assessments, maintenance charges, leases, easements, and previously conveyed or reserved mineral and royalty interest, if any, relating to the hereinabove described property, but only to the extent they are still in effect and shown of record and the regulations, and ordinances of municipal and/or governmental authorities, if any, but only to the extent they are still in effect relating to the hereinabove described property.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, its successors and assigns forever and it do(es) hereby bind itself, its successors, to WARRANT AND FOREVER DEFEND, all and singular the said premises unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or part thereof.

Executed this 5th day of October, 2005.

JESUS THE LIGHT OF THE WORLD
MINISTRIES, INC.

tor



NOBLE ENIME, Pastor/President

FILED

2005 OCT 13 PM 2:20

CLERK
COUNTY CLERK
HARRIS COUNTY, TEXAS


FILED

STATE OF LOUISIANA

PARISH OF East Baton Rouge

BEFORE ME, the undersigned authority, on this day personally appeared NOBLE ENIME, Pastor/President, of JESUS THE LIGHT OF THE WORLD MINISTRIES, INC., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as his/her free act and deed and for the purposes and consideration therein expressed and as the act and deed of said non-profit corporation.

Given under my hand and seal of office this 5th day of October, 2005.


Notary Public in and for the
State of LOUISIANA

MARK D. MILEY
Notary Public, LSBA #27576
My Commission is for Life

RETURN TO:
ELMER PRESTON TRUST OF TEXAS
3319 LIBERTY RD.
HOUSTON, TX 77026
GP 578438-A

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

OCT 13 2005




COUNTY CLERK
HARRIS COUNTY, TEXAS

212-5-213

MAP ID - 25

HCAD ID - 0651290800937

FIRST CLASS

FIRST CLASS

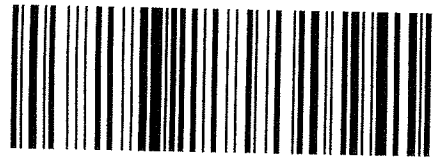
FIRST CLASS

FIRST CLASS

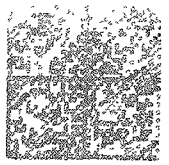
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 1160 0007 3772 1844



ZIP 77002
02 1W
00013948494

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

*Not
8-30*

Robert Damian
3300 E Lockwood Dr
Houston TX 77026-1811

NIXIE 770262021-1N 09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



UNC

First Class Mail

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Robert Damian
3300 E Lockwood Dr
Houston, TX 77012-1649

2. Article Number
(Transfer from ser)

7004 1160 0007 3772 1844

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (*Printed Name*)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (*Extra Fee*) Yes





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Robert Damian
3300 E Lockwood Dr
Houston, TX 77026-1811

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 3300 E Lockwood Dr for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Damian:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

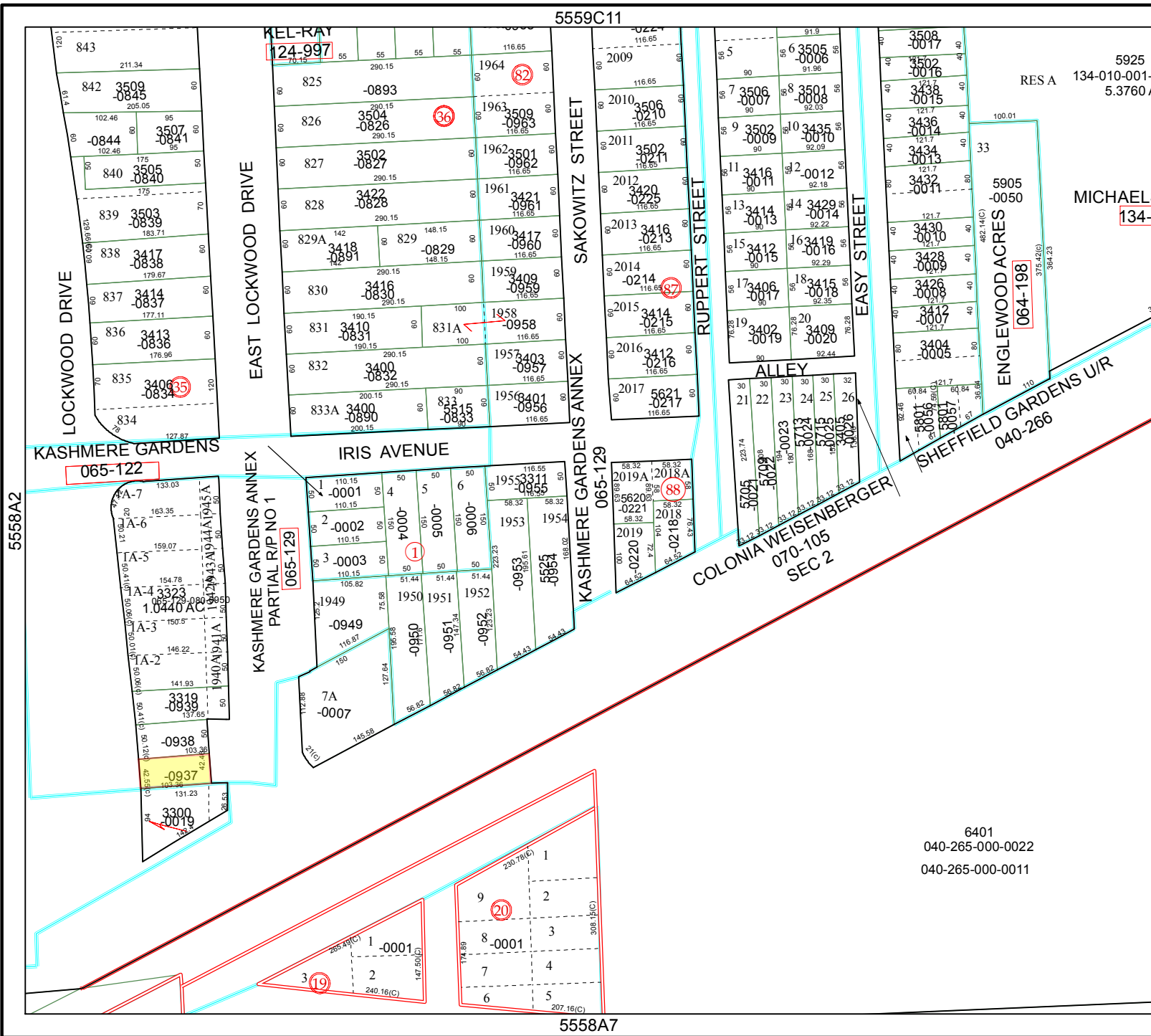
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large initial "G".

Geoffrey Reeder, P.G.

Enclosure

5559C11



RES A 134-010-001-5.3760

MICHAEL 134-

ENGLEWOOD ACRES 064-198

SHEFFIELD GARDENS UIR 040-266

5558A2

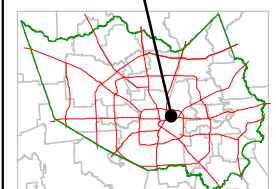
Harris County Appraisal District



0 100 200
 PUBLICATION DATE:
 7/31/2015

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

6401
 040-265-000-0022
 040-265-000-0011

1	2	3	4
5	6	7	8
9	10	11	12

5558A7

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0208

Date: January 12, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Brenda Louise Damian Wilkerson, the Estate of Olivia Damian Farias, deceased, Helen Damian Reyes, Martin Damian, Jr., Francisco Damian, Barbara Damian Sanchez and Eliuth Jimenez Damian (by Deed filed for record under Harris County Clerk's File No. G222792, by Affidavit of Heirship filed for record under Harris County Clerk's File No. 20060033190 and by Deed filed for record under Harris County Clerk's File No. 20090055035) (See notes)

Property Description: (Map ID# 25 & 26) (Tax ID# 065-129-080-0937 & 040-260-000-0019)

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty- seven (1937) and One Thousand Nine Hundred Thirty-eight (1938), in Block Eighty (80), of Kashmere Gardens Annex, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and a tract of land out of the Harris & Wilson Survey, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet-wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, at 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

Those as set forth by instrument(s) filed for record under Volume 1116, Page 596 of the Deed Records of Harris County, Texas.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Deed of Trust dated August 30, 1979, filed for record on August 31, 1979, under County Clerk's File No. G221557, in the office of the County Clerk of Harris County, Texas, executed by Martin Damian, Sr. and Robert Damian, in favor of George L. Houghton, as Trustee, securing the obligations as set out in that certain promissory note of even date therewith in the principal amount of \$25,500.00, payable to the order of Larry Edward Hughes, Larry Wayne Hughes and Ronald Edward Hughes, and subject to all terms, conditions and stipulations contained therein; including any additional indebtedness secured thereby.

Involuntary Liens:

- 1) Abstract of Judgment filed October 4, 2001, under Harris County Clerk's File No. V431205, styled USA, vs. Martin Damian, Jr., in the principal amount of \$6,290.00, plus cost, interest and attorney's fees.

Notes:

- We find of record an Affidavit of Heirship filed for record under Harris County Clerk's File No. 20120204342 pertaining to the Estate of Olivia Farias, deceased. However, said affidavit is not acceptable as to form and incomplete content.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

AFFIDAVIT OF HEIRSHIP CONCERNING THE IDENTITY OF HEIRS OF
OLIVIA PONCE DAMIAN, Deceased and MARTIN DAMIAN, Deceased

Before me, the undersigned authority, on this day personally appeared JOHNNY DAMIAN, Sr.,
Affiant who, being first duty sworn, upon her oath states:

1. My name is JOHNNY DAMIAN, Sr., and I live at 7411 Corpus Christi, Houston, Harris County, Texas. I am personally familiar with the family and marital history of OLIVIA PONCE DAMIAN and MARTIN DAMIAN and I have personal knowledge of the facts stated in this affidavit. I am their eldest son.

2. I knew OLIVIA PONCE DAMIAN, Decedent, from my birth on February 27, 1936 until the date of her death. Decedent OLIVIA PONCE DAMIAN died on June 19, 1991. Decedent's place of death was Houston, Texas. At the time of her death, Decedent's residence was 7423 Corpus Christi, Houston, Harris County, Texas.

3. I knew MARTIN DAMIAN, Decedent, from my birth on February 27, 1936 until the date of his death. Decedent MARTIN DAMIAN died on April 29, 1992. Decedent's place of death was Houston, Texas. At the time of his death, Decedent's residence was 7423 Corpus Christi, Houston, Harris County, Texas.

4. To the best of my knowledge, OLIVIA PONCE DAMIAN was born on September 15, 1919, and MARTIN DAMIAN was born on November 15, 1915; OLIVIA PONCE DAMIAN and MARTIN DAMIAN were married to each other in a civil ceremony on January, 1935 and by the church on March 31, 1939, in Harris County, Texas; that was the only marriage of each and neither was ever divorced.

5. OLIVIA PONCE DAMIAN and MARTIN DAMIAN had the following children:

- a. JOHNNY DAMIAN, Sr., son, born February 27, 1936, currently residing at 7411 Corpus Christi, Houston, Harris County, Texas 77020;
- b. OLIVIA DAMIAN FARIAS, daughter, born July 7, 1937, currently residing at 5538 Farmer, Houston, Harris County, Texas 77020;
- c. HELEN DAMIAN REYES, daughter, born January 15, 1939, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- d. MARTIN DAMIAN, Jr., Son, born January 16, 1942, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- e. FRANCISCO DAMIAN, son, born February 5, 1944, currently residing at 7423 Corpus Christi, Houston, Harris County, Texas 77020;
- f. ROBERT DAMIAN, son, born September 29, 1946, currently residing at 7938 Capitol, Houston, Harris County, Texas 77012; and
- g. BARBARA DAMIAN SANCHEZ, daughter, born August 30, 1948, currently residing at 6500 W. 43rd Street, Apt. 1810, Houston, Harris County, Texas 77092.

6. Neither OLIVIA PONCE DAMIAN nor MARTIN DAMIAN had or adopted any other children and did not take any other children into Decedents' home or raise any other children, other than those identified above.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in the number Section on the date and at time stamped herein by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

SEP - 8 2006

- 7. Both Decedents died without leaving a written will.
- 8. There has been no administration of either Decedent's estate.
- 9. To the best of my knowledge, Decedents have no debts that are unpaid.
- 10. To the best of my knowledge, there are no unpaid estate or inheritance taxes.
- 11. To the best of my knowledge, Decedents owned an interest in the following real property:



David B. Hayden
COUNTY CLERK
HARRIS COUNTY, TEXAS

- a. Lots Twenty-Nine (29) and Thirty (30) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition to the City of Houston, in Harris County, Texas, according to the map thereof recorded in Volume 3, Page 64, of the Map Records of said County, together with all improvements thereon; also known as 7423 Corpus Christi, Houston, Texas 77020;
- b. Lot thirty one (31) in Block Thirty one (31) of Houston Harbor Addition, an Addition to the City of Houston, in Harris County, Texas; also known as 7423 1/2 Corpus Christi, Houston, Texas 77020;
- c. Lots Thirty-Two (32), Thirty-Three (33), and Thirty-Four (34) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition in Harris County, Texas, according to the map or plat thereof, recorded in Volume 3, Page 64, of the Map Records of Harris County, Texas; also known as 7425 Corpus Christi, Houston, Texas 77020;
- d. Lots Thirteen (13) and Fourteen (14), Block Thirty-Five (35) in HOUSTON HARBOR ADDITION, an addition to the City of Houston, Harris County, Texas, also known as 7426 Corpus Christi, Houston, Texas 77020; and
- e. Part of Lots 1937 and 1938, Block 80, KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, reflected by plat recorded in Volume 998, Page 606, of the Deed Records and a tract of land in the Harris & Wilson Survey A-32, Harris County, Texas, also known as 3300 E. Lockwood Dr., Houston, Texas 77026.

J

12. The individuals identified in paragraph 5 above were the heirs of Decedents, OLIVIA PONCE DAMIAN and MARTIN DAMIAN.

13. The approximate value of Decedents' estate is \$180,484.50.

Signed this 7th day of September, 2006.

Johnny Damian
JOHNNY DAMIAN, Sr.

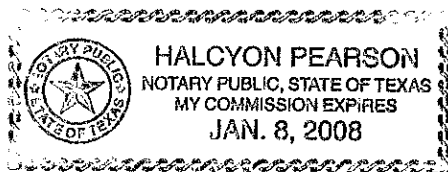
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FILED
102
County Clerk
HARRIS COUNTY TEXAS

STATE OF TEXAS
COUNTY OF HARRIS

§
§

Sworn to and subscribed to before me on September 7, 2006, by JOHNNY DAMIAN, Sr.

Halcyon K. Pearson
Notary Public, State of Texas
My commission expires:



Return to:
Hysinger + Pearson
1100 Lealand
Houston TX 77002
713 650 0255

4
WD
#

20090055035
02/12/2009, RP2, \$28.00

SPECIAL WARRANTY DISTRIBUTION DEED

THE STATE OF TEXAS)
COUNTY OF HARRIS)

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, Robert Damian (the "Decedent") died on April 9, 2008, and **Eliuth Jimenez Damian** is the duly appointed and acting Independent Executrix under the Last Will and Testament of **Robert Damian**, Deceased (the "Will") which was probated under Cause Number 381,100 , in Probate Court Number Three of Harris County, Texas; and

WHEREAS, administration of the **Robert Damian Estate** is now complete and the three properties owned by the Decedent described on Exhibit "A", attached hereto and incorporated herein for all purposes, (the "Property") are to be distributed to **Eliuth Jimenez Damian** under Article Three of the Will of **Robert Damian**.

NOW, THEREFORE, Eliuth Jimenez Damian, acting in her capacity as Independent Executrix under the Will ("Grantor"), in order to effect distribution of the Property owned by the Decedent to the beneficiary under the terms of the Will, has **GRANTED** and **CONVEYED** and by these presents does **HEREBY GRANT** and **CONVEY** the Property unto **Eliuth Jimenez Damian**, 7938 Capitol St. Houston, TX 77012.

ll

This Special Warranty Distribution Deed is made expressly subject to all valid and existing reservations, covenants, conditions, easements, rights-of-way, mineral reservations, and royalty reservations, and any other instruments of record affecting the Property or any part thereof, and all oil, gas and mineral leases of record affecting the Property or any part thereof, but Grantor does hereby **ASSIGN** unto Grantee, her heirs, successors and assigns, all of Grantor's rights in and under any such lease or leases..

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever, and Grantor hereby binds herself and her successors and assigns to warrant and forever defend all and singular the said Property unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns, against every person whosoever lawfully claiming or to claim the same or any part thereof, by, through, or under the Grantor, but not otherwise. However, it is understood that Grantor is acting in this conveyance solely as Independent Executrix of the Estate of Robert Damian and not in her individual capacity.

FILED FOR RECORD
8:00 AM

FEB 12 2009

George L. Johnson
County Clerk, Harris County, Texas

RP 062-67-0369

EXECUTED this 03 day of FEBRUARY, 2009.

ESTATE OF ROBERT DAMIAN,
DECEASED

By:



ELIUTH JAMENEZ DAMIAN,
Independent Executrix

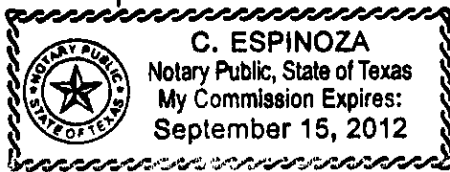
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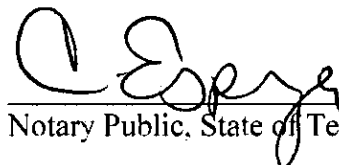
THE STATE OF TEXAS)

COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared ELIUTH JAMENEZ DAMIAN, Independent Executrix of the Estate of ROBERT DAMIAN, Deceased, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and considerations therein expressed and in the capacity as therein stated.

GIVEN UNDER MY HAND AND SEAL of office this the 03 day of FEBRUARY, A.D. 2009.




Notary Public, State of Texas

//

AFTER RECORDING, PLEASE RETURN TO:

William T. Snypes
Attorney at Law
4801 Woodway, Suite 360W
Houston, Texas 77056

062-67-0370

EXHIBIT "A"

Property 1.

A one half (1/2) undivided interest in a tract of land being parts of Lots 1937 and 1938 in Block 80 of KASHMERE GARDENS ANNEX, and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, all in Harris County, Texas, and all being described as a 16,509 square foot tract, more or less, by metes and bounds in the attached and incorporated herein rider:

Dt

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty-seven (1937) and One Thousand Nine Hundred Thirty-eight (1938) in Block Eighty (80) of KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet-wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, a 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

200-9-290

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

Property 2.

A one half (1/2) undivided interest in Lots Forty-Four (44), Forty-Five (45) and Forty-Six (46) in Block Two Hundred Twenty-Two (222) of Magnolia Park, an Addition in Harris County, Texas, according to the Map or Plat thereof recorded in Volume 4, Page 69 of the Map Records of Harris County, Texas.

Property 3.

A one half (1/2) undivided interest in Lots Twenty-Three (23) and Twenty-Four (24) in Block Eighty-Two (82) of Manchester Subdivision, an Addition in Harris County, Texas, according to the Map or plat thereof recorded in Volume 6, Page 26 of the Map Records of Harris County, Texas.

2433-29-290 44

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

FEB 12 2009



Dorely B. Kaufman

COUNTY CLERK
HARRIS COUNTY, TEXAS

2
AFF
K

AFFIDAVIT OF HEIRSHIP

THIS AFFIDAVIT MUST BE FILED
IN THE COUNTY CLERK'S RECORD.

20120204342
05/09/2012 RP2 \$20.00

Reported owner name:	Claim number:
----------------------	---------------

This Affidavit must be completed by a third disinterested party (Affiant) who will not benefit from the decedent's estate. Do not complete this form if the decedent left a will that was probated in court or there has been some other type of court determination to the estate.

Affidavit of facts concerning the identity of Heirs for the Estate of: Olivia Farias

Before me, the undersigned authority, on this day personally appeared: Helen Reyes
("Affiant") who, being first duly sworn, upon his/her oath states:

1. My name is: Helen Reyes
I live at: 7425 Corpus Christi St Houston Texas

I am personally familiar with the family and marital history of: Michael Farias 77020
(Decedent), and I have personal knowledge of the facts stated in this Affidavit. Olivia Farias

2. I knew the decedent from 1939 until 1-25-12 Decedent died on: 1-25-12
Decedent's place of death: Houston TEXAS HARRIS
At the time of decedent's death, decedent's residence was: 5538 Farmer Houston TEXAS 77020 Harris

3. Provide the following information on the deceased's marital history:
(If never married, please state that below.)

NAME OF SPOUSE	DATE OF MARRIAGE	DATE OF DIVORCE	DATE OF SPOUSE'S DEATH
<u>Johnny Farias</u>			
<u>Charles Farias</u>			<u>1-19-12</u>

4. Provide the following information on the deceased's natural born and adopted children:
(If there are none, please state that below. If additional space is needed, please provide information as an attachment.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF CHILD'S OTHER PARENT	DATE OF CHILD'S DEATH
<u>Michael Farias</u> <u>400 Crown</u>	<u>10-11-60</u>		

5. Provide the following information on the deceased's grandchildren, born only to the deceased children in Item 4, above:
(If there are none, please state that below.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF GRANDCHILD'S DECEASED PARENT

6. If the decedent never married and did not have any children, provide the following information on the deceased's parents:

DECEASED'S PARENTS	PARENT'S NAME/ CURRENT ADDRESS	PARENT'S DATE OF DEATH
MOTHER		
FATHER		

Reported owner name:	Claim number:
----------------------	---------------

7. Provide the following information on the deceased's brothers and/or sisters:
 (If there are none, please state that below.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	BROTHER'S OR SISTER'S DATE OF DEATH

8. Provide the following information on the deceased's nieces and/or nephews born only to the deceased brothers/sisters in Item 7, above:

(If there are none, please state that below. If additional space is needed, please provide information as an attachment.)

NAME OF NIECE OR NEPHEW/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF NIECE OR NEPHEW'S DECEASED PARENT

Signed this 9 day of May, 2012
Helen Reyes
 Helen Reyes (SIGNATURE OF AFFIANT)

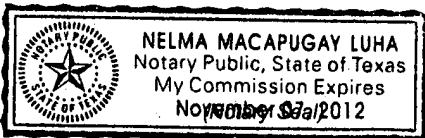
lar

State of Texas
 County of Harris

Sworn to and subscribed to before me on 9 May 2012
 (DATE)

by Helen Reyes
 (NAME OF AFFIANT)
[Signature]
 (NOTARY SIGNATURE)

2012 MAY -9 PM 27
 FILED
 Stan Stewart
 COUNTY CLERK
 HARRIS COUNTY TEXAS



My commission expires: 7 day of November, 2012

Mailed to: Michael Fariss ✓
 400 Crown Street
 Houston TX 77020

REF 1002-15-1551

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

MAY -9 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 26

HCAD ID - 0402600000019

FIRST CLASS

FIRST CLASS

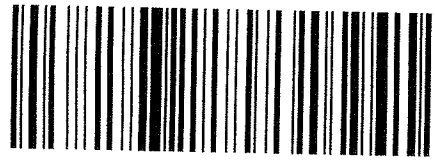
FIRST CLASS

FIRST CLASS

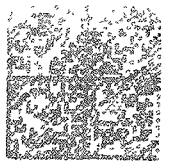
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 1160 0007 3772 1844



ZIP 77002
02 1W
00013948494

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

*Not
8-30*

Robert Damian
3300 E Lockwood Dr
Houston TX 77026-1811

NIXIE 770262021-1N 09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER

UNC



First Class Mail

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Robert Damian
3300 E Lockwood Dr
Houston, TX 77012-1649

2. Article Number
(Transfer from ser)

7004 1160 0007 3772 1844

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

COMPLETE THIS SECTION ON DELIVERY

A. Signature

X

- Agent
 Addressee

B. Received by (*Printed Name*)

C. Date of Delivery

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No

Service Type

- Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (*Extra Fee*) Yes





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Robert Damian
7938 Capitol St
Houston, TX 77012-1649

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 3300 E Lockwood Dr for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Damian:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive, slightly slanted style.

Geoffrey Reeder, P.G.

Enclosure

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0208

Date: January 12, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of January, 2013, we find the following:

Title Vested In:

Brenda Louise Damian Wilkerson, the Estate of Olivia Damian Farias, deceased, Helen Damian Reyes, Martin Damian, Jr., Francisco Damian, Barbara Damian Sanchez and Eliuth Jimenez Damian (by Deed filed for record under Harris County Clerk's File No. G222792, by Affidavit of Heirship filed for record under Harris County Clerk's File No. 20060033190 and by Deed filed for record under Harris County Clerk's File No. 20090055035) (See notes)

Property Description: (Map ID# 25 & 26) (Tax ID# 065-129-080-0937 & 040-260-000-0019)

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty- seven (1937) and One Thousand Nine Hundred Thirty-eight (1938), in Block Eighty (80), of Kashmere Gardens Annex, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and a tract of land out of the Harris & Wilson Survey, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet-wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, at 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

Those as set forth by instrument(s) filed for record under Volume 1116, Page 596 of the Deed Records of Harris County, Texas.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Deed of Trust dated August 30, 1979, filed for record on August 31, 1979, under County Clerk's File No. G221557, in the office of the County Clerk of Harris County, Texas, executed by Martin Damian, Sr. and Robert Damian, in favor of George L. Houghton, as Trustee, securing the obligations as set out in that certain promissory note of even date therewith in the principal amount of \$25,500.00, payable to the order of Larry Edward Hughes, Larry Wayne Hughes and Ronald Edward Hughes, and subject to all terms, conditions and stipulations contained therein; including any additional indebtedness secured thereby.

Involuntary Liens:

- 1) Abstract of Judgment filed October 4, 2001, under Harris County Clerk's File No. V431205, styled USA, vs. Martin Damian, Jr., in the principal amount of \$6,290.00, plus cost, interest and attorney's fees.

Notes:

- We find of record an Affidavit of Heirship filed for record under Harris County Clerk's File No. 20120204342 pertaining to the Estate of Olivia Farias, deceased. However, said affidavit is not acceptable as to form and incomplete content.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

AFFIDAVIT OF HEIRSHIP CONCERNING THE IDENTITY OF HEIRS OF
OLIVIA PONCE DAMIAN, Deceased and MARTIN DAMIAN, Deceased

Before me, the undersigned authority, on this day personally appeared JOHNNY DAMIAN, Sr.,
Affiant who, being first duty sworn, upon her oath states:

1. My name is JOHNNY DAMIAN, Sr., and I live at 7411 Corpus Christi, Houston, Harris County, Texas. I am personally familiar with the family and marital history of OLIVIA PONCE DAMIAN and MARTIN DAMIAN and I have personal knowledge of the facts stated in this affidavit. I am their eldest son.

2. I knew OLIVIA PONCE DAMIAN, Decedent, from my birth on February 27, 1936 until the date of her death. Decedent OLIVIA PONCE DAMIAN died on June 19, 1991. Decedent's place of death was Houston, Texas. At the time of her death, Decedent's residence was 7423 Corpus Christi, Houston, Harris County, Texas.

3. I knew MARTIN DAMIAN, Decedent, from my birth on February 27, 1936 until the date of his death. Decedent MARTIN DAMIAN died on April 29, 1992. Decedent's place of death was Houston, Texas. At the time of his death, Decedent's residence was 7423 Corpus Christi, Houston, Harris County, Texas.

4. To the best of my knowledge, OLIVIA PONCE DAMIAN was born on September 15, 1919, and MARTIN DAMIAN was born on November 15, 1915; OLIVIA PONCE DAMIAN and MARTIN DAMIAN were married to each other in a civil ceremony on January, 1935 and by the church on March 31, 1939, in Harris County, Texas; that was the only marriage of each and neither was ever divorced.

5. OLIVIA PONCE DAMIAN and MARTIN DAMIAN had the following children:

- a. JOHNNY DAMIAN, Sr., son, born February 27, 1936, currently residing at 7411 Corpus Christi, Houston, Harris County, Texas 77020;
- b. OLIVIA DAMIAN FARIAS, daughter, born July 7, 1937, currently residing at 5538 Farmer, Houston, Harris County, Texas 77020;
- c. HELEN DAMIAN REYES, daughter, born January 15, 1939, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- d. MARTIN DAMIAN, Jr., Son, born January 16, 1942, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- e. FRANCISCO DAMIAN, son, born February 5, 1944, currently residing at 7423 Corpus Christi, Houston, Harris County, Texas 77020;
- f. ROBERT DAMIAN, son, born September 29, 1946, currently residing at 7938 Capitol, Houston, Harris County, Texas 77012; and
- g. BARBARA DAMIAN SANCHEZ, daughter, born August 30, 1948, currently residing at 6500 W. 43rd Street, Apt. 1810, Houston, Harris County, Texas 77092.

6. Neither OLIVIA PONCE DAMIAN nor MARTIN DAMIAN had or adopted any other children and did not take any other children into Decedents' home or raise any other children, other than those identified above.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in the number Section on the date and at time stamped herein by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

SEP - 8 2006

- 7. Both Decedents died without leaving a written will.
- 8. There has been no administration of either Decedent's estate.
- 9. To the best of my knowledge, Decedents have no debts that are unpaid.
- 10. To the best of my knowledge, there are no unpaid estate or inheritance taxes.
- 11. To the best of my knowledge, Decedents owned an interest in the following real property:



David B. Hayden
COUNTY CLERK
HARRIS COUNTY, TEXAS

- a. Lots Twenty-Nine (29) and Thirty (30) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition to the City of Houston, in Harris County, Texas, according to the map thereof recorded in Volume 3, Page 64, of the Map Records of said County, together with all improvements thereon; also known as 7423 Corpus Christi, Houston, Texas 77020;.
- b. Lot thirty one (31) in Block Thirty one (31) of Houston Harbor Addition, an Addition to the City of Houston, in Harris County, Texas; also known as 7423 1/2 Corpus Christi, Houston, Texas 77020;
- c. Lots Thirty-Two (32), Thirty-Three (33), and Thirty-Four (34) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition in Harris County, Texas, according to the map or plat thereof, recorded in Volume 3, Page 64, of the Map Records of Harris County, Texas; also known as 7425 Corpus Christi, Houston, Texas 77020;
- d. Lots Thirteen (13) and Fourteen (14), Block Thirty-Five (35) in HOUSTON HARBOR ADDITION, an addition to the City of Houston, Harris County, Texas, also known as 7426 Corpus Christi, Houston, Texas 77020; and
- e. Part of Lots 1937 and 1938, Block 80, KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, reflected by plat recorded in Volume 998, Page 606, of the Deed Records and a tract of land in the Harris & Wilson Survey A-32, Harris County, Texas, also known as 3300 E. Lockwood Dr., Houston, Texas 77026.

J

12. The individuals identified in paragraph 5 above were the heirs of Decedents, OLIVIA PONCE DAMIAN and MARTIN DAMIAN.

13. The approximate value of Decedents' estate is \$180,484.50.

Signed this 7th day of September, 2006.

Johnny Damian
JOHNNY DAMIAN, Sr.

2006 SEP - 8 PM 2:37
FILED
102
County Clerk
HARRIS COUNTY TEXAS

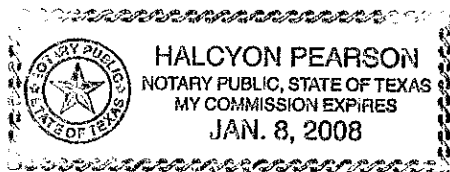
STATE OF TEXAS
COUNTY OF HARRIS

§
§

Sworn to and subscribed to before me on September 7, 2006, by JOHNNY DAMIAN,

Sr.

Halcyon K. Pearson
Notary Public, State of Texas
My commission expires:



Return to:
Hysinger + Pearson
1100 Lealand
Houston TX 77002
713 650 0255

4
WD
#

20090055035
02/12/2009, RP2, \$28.00

SPECIAL WARRANTY DISTRIBUTION DEED

THE STATE OF TEXAS)
COUNTY OF HARRIS)

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, **Robert Damian** (the "Decedent") died on April 9, 2008, and **Eliuth Jimenez Damian** is the duly appointed and acting Independent Executrix under the Last Will and Testament of **Robert Damian**, Deceased (the "Will") which was probated under Cause Number 381,100 , in Probate Court Number Three of Harris County, Texas; and

WHEREAS, administration of the **Robert Damian Estate** is now complete and the three properties owned by the Decedent described on Exhibit "A", attached hereto and incorporated herein for all purposes, (the "Property") are to be distributed to **Eliuth Jimenez Damian** under Article Three of the Will of **Robert Damian**.

NOW, THEREFORE, **Eliuth Jimenez Damian**, acting in her capacity as Independent Executrix under the Will ("Grantor"), in order to effect distribution of the Property owned by the Decedent to the beneficiary under the terms of the Will, has **GRANTED** and **CONVEYED** and by these presents does **HEREBY GRANT** and **CONVEY** the Property unto **Eliuth Jimenez Damian**, 7938 Capitol St. Houston, TX 77012.

ll

This Special Warranty Distribution Deed is made expressly subject to all valid and existing reservations, covenants, conditions, easements, rights-of-way, mineral reservations, and royalty reservations, and any other instruments of record affecting the Property or any part thereof, and all oil, gas and mineral leases of record affecting the Property or any part thereof, but Grantor does hereby **ASSIGN** unto Grantee, her heirs, successors and assigns, all of Grantor's rights in and under any such lease or leases..

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever, and Grantor hereby binds herself and her successors and assigns to warrant and forever defend all and singular the said Property unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns, against every person whosoever lawfully claiming or to claim the same or any part thereof, by, through, or under the Grantor, but not otherwise. However, it is understood that Grantor is acting in this conveyance solely as Independent Executrix of the Estate of Robert Damian and not in her individual capacity.

FILED FOR RECORD
8:00 AM

FEB 12 2009

George L. Johnson
County Clerk, Harris County, Texas

RP 062-67-0369

EXECUTED this 03 day of FEBRUARY, 2009.

**ESTATE OF ROBERT DAMIAN,
DECEASED**

201

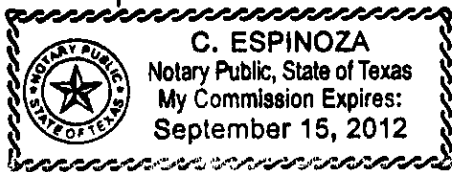
By: 
ELIUTH JAMENEZ DAMIAN,
Independent Executrix


THE STATE OF TEXAS)

COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared **ELIUTH JAMENEZ DAMIAN**, Independent Executrix of the **Estate of ROBERT DAMIAN**, Deceased, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and considerations therein expressed and in the capacity as therein stated.

GIVEN UNDER MY HAND AND SEAL of office this the 03 day of FEBRUARY, A.D. 2009.




Notary Public, State of Texas

//

AFTER RECORDING, PLEASE RETURN TO:

William T. Snypes
Attorney at Law
4801 Woodway, Suite 360W
Houston, Texas 77056

0830 29 298
062 67 0370

EXHIBIT "A"

Property 1.

A one half (1/2) undivided interest in a tract of land being parts of Lots 1937 and 1938 in Block 80 of KASHMERE GARDENS ANNEX, and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, all in Harris County, Texas, and all being described as a 16,509 square foot tract, more or less, by metes and bounds in the attached and incorporated herein rider:

Dt

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty-seven (1937) and One Thousand Nine Hundred Thirty-eight (1938) in Block Eighty (80) of KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet-wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, a 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

200-9-290

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

Property 2.

A one half (1/2) undivided interest in Lots Forty-Four (44), Forty-Five (45) and Forty-Six (46) in Block Two Hundred Twenty-Two (222) of Magnolia Park, an Addition in Harris County, Texas, according to the Map or Plat thereof recorded in Volume 4, Page 69 of the Map Records of Harris County, Texas.

Property 3.

A one half (1/2) undivided interest in Lots Twenty-Three (23) and Twenty-Four (24) in Block Eighty-Two (82) of Manchester Subdivision, an Addition in Harris County, Texas, according to the Map or plat thereof recorded in Volume 6, Page 26 of the Map Records of Harris County, Texas.

2433-29-290 44

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

FEB 12 2009



Dorely B. Kaufman

COUNTY CLERK
HARRIS COUNTY, TEXAS

2
AFF
K

AFFIDAVIT OF HEIRSHIP

THIS AFFIDAVIT MUST BE FILED
IN THE COUNTY CLERK'S RECORD.

20120204342
05/09/2012 RP2 \$20.00

Reported owner name:	Claim number:
----------------------	---------------

This Affidavit must be completed by a third disinterested party (Affiant) who will not benefit from the decedent's estate. Do not complete this form if the decedent left a will that was probated in court or there has been some other type of court determination to the estate.

Affidavit of facts concerning the identity of Heirs for the Estate of: Olivia Farias

Before me, the undersigned authority, on this day personally appeared: Helen Reyes
("Affiant") who, being first duly sworn, upon his/her oath states:

1. My name is: Helen Reyes
I live at: 7425 Corpus Christi St Houston Texas

I am personally familiar with the family and marital history of: Michael Farias 77020
(Decedent), and I have personal knowledge of the facts stated in this Affidavit. Olivia Farias

2. I knew the decedent from 1939 until 1-25-12 Decedent died on: 1-25-12

Decedent's place of death: Houston TEXAS HARRIS

At the time of decedent's death, decedent's residence was: 5538 Farmer Houston TEXAS 77020 Harris

3. Provide the following information on the deceased's marital history:
(If never married, please state that below.)

NAME OF SPOUSE	DATE OF MARRIAGE	DATE OF DIVORCE	DATE OF SPOUSE'S DEATH
<u>Johnny Farias</u>			
<u>Charles Farias</u>			<u>1-19-12</u>

4. Provide the following information on the deceased's natural born and adopted children:
(If there are none, please state that below. If additional space is needed, please provide information as an attachment.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF CHILD'S OTHER PARENT	DATE OF CHILD'S DEATH
<u>Michael Farias</u> <u>400 Crown</u>	<u>10-11-60</u>		

5. Provide the following information on the deceased's grandchildren, born only to the deceased children in Item 4, above:
(If there are none, please state that below.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF GRANDCHILD'S DECEASED PARENT

6. If the decedent never married and did not have any children, provide the following information on the deceased's parents:

DECEASED'S PARENTS	PARENT'S NAME/ CURRENT ADDRESS	PARENT'S DATE OF DEATH
MOTHER		
FATHER		

Reported owner name:	Claim number:
----------------------	---------------

7. Provide the following information on the deceased's brothers and/or sisters:
 (If there are none, please state that below.)

NAME OF CHILD/ CURRENT ADDRESS	DATE OF BIRTH	BROTHER'S OR SISTER'S DATE OF DEATH

8. Provide the following information on the deceased's nieces and/or nephews born only to the deceased brothers/sisters in Item 7, above:
 (If there are none, please state that below. If additional space is needed, please provide information as an attachment.)

NAME OF NIECE OR NEPHEW/ CURRENT ADDRESS	DATE OF BIRTH	NAME OF NIECE OR NEPHEW'S DECEASED PARENT

Signed this 9 day of May, 2012
Helen Reyes
 Helen Reyes (SIGNATURE OF AFFIANT)

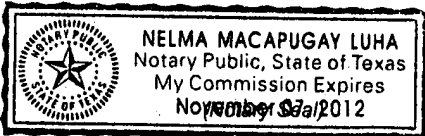
lar

State of Texas
 County of Harris

Sworn to and subscribed to before me on 9 May 2012
 (DATE)

by Helen Reyes
 (NAME OF AFFIANT)
[Signature]
 (NOTARY SIGNATURE)

2012 MAY -9 PM 27
 FILED
 Stan Stewart
 COUNTY CLERK
 HARRIS COUNTY TEXAS



My commission expires: 7 day of November, 2012

Mail to: Michael Fariss ✓
 400 Crown Street
 Houston TX 77020

REF 1002-15-1551

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas

MAY -9 2012



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 29

HCAD ID - 0141400000010

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- 1 Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Paul M Perez
 2913 Fontinot St
 Houston, TX 77026-5210

COMPLETE THIS SECTION ON DELIVERY

- A. Signature Agent
 Martha Gilliam Addressee
- B. Received by (*Printed Name*) C. Date of Delivery
MARTHA Gilliam *8/30/14*
- D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (*Extra Fee*) Yes

2. Article (Tran: 7004 1160 0007 3772 1882



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Paul M Perez
2913 Fontinot St
Houston, TX 77026-5210

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2913 Fontinot St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Perez:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

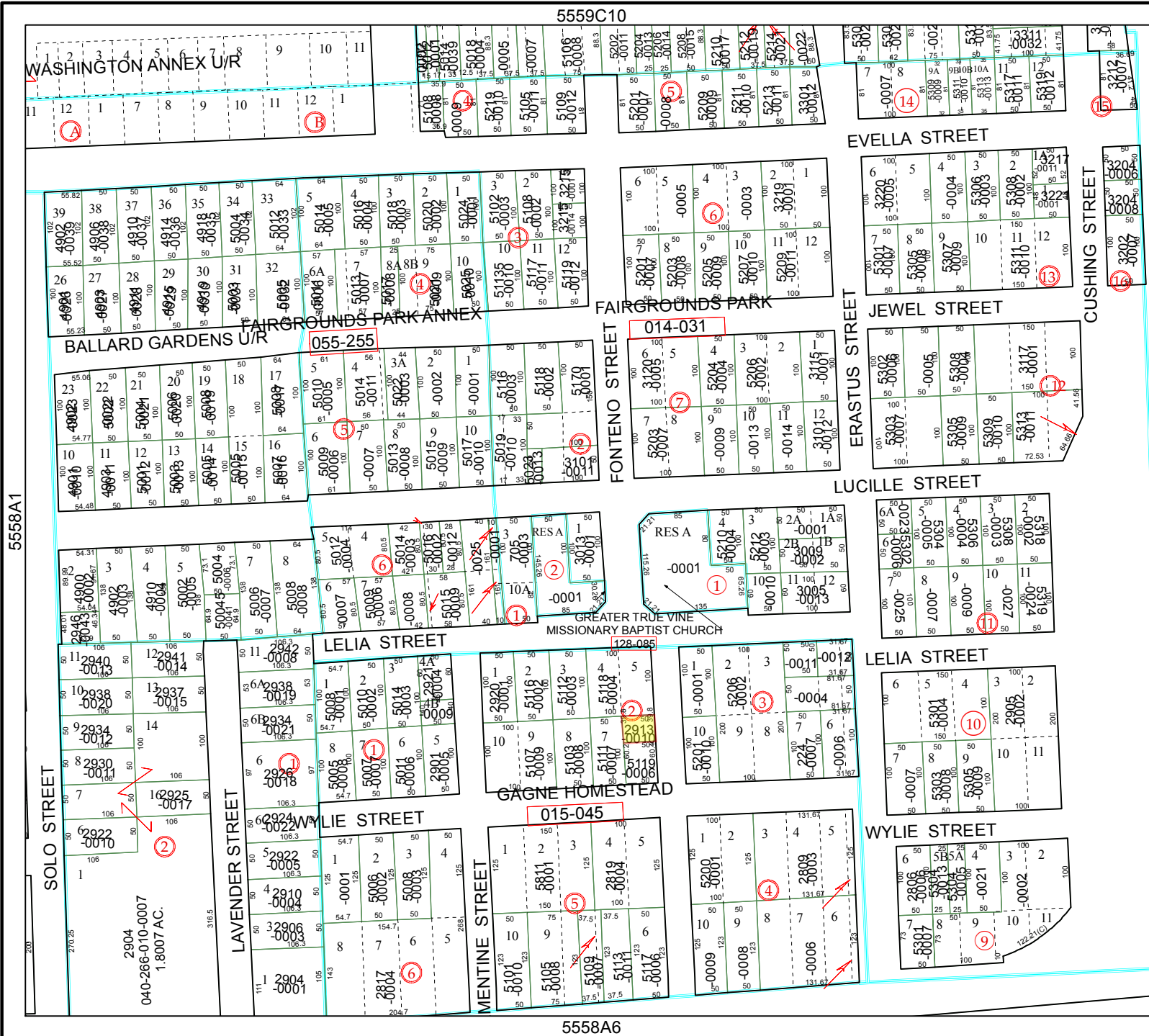
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



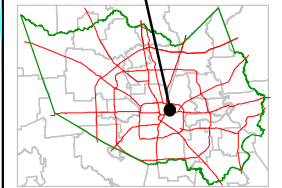
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9442
Date: December 21, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 16th day of December, 2012, we find the following:

Title Vested In:

The Heirs and Devisees of the Estates of Paul M. Perez, deceased and Lenora C. Perez, deceased (by Warranty Deed filed for record under Harris County Clerk's File No. E690956)

Property Description: (Map ID#29) (Tax ID# 014-140-000-0010)

A tract of land containing 1,990.00 square feet, more or less, out of Lot 6, in Block 2, of Finn Subdivision of Shares 2 and 3, a part of the Gagne Homestead, out of Harris and Wilson two league grant in Harris County, Texas, said Lot as recorded in Volume 1, Page 55 of the Harris County Map Records, Harris County, Texas, being more particularly described by metes and bounds as follows:

COMMENCING for reference at a 1/2 inch iron rod found for the southwesterly corner of Lot 6 as described above, same point being on the northerly right-of-way of Wylie Street (60-feet R.O.W.);

THENCE, with an internal angle of 90°00'00", a distance of 60.20 feet to a 1/2 inch iron rod set for the POINT OF BEGINNING and southwest corner of the tract herein described;

THENCE, with an internal angle of 180°00'00", a distance of 39.80 feet to a 1/2 inch iron rod found for the northwesterly corner of the tract herein described and of Lot 6 as described above;.

THENCE, with an internal angle of 90°00'00", a distance of 50.00 feet a 1/2 inch set for the northeasterly corner of the tract herein described and of Lot 6 as described above, same point being on the westerly right-of-way of Fontinot Street (40-feet R.O.W.);

THENCE, with an internal angle of 90°00'00", a distance of 39.80 feet to a 1/2 inch iron rod set for the southeasterly corner of the tract herein described;

THENCE, with an internal angle of 90°00'00", a distance of 50.00 feet to the POINT OF BEGINNING and containing 1,990.00 square feet of land, more or less.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes;

changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

Notes:

- We find of record an Affidavit of Heirship for Lenora G. Cantu (mother of Lenora C. Perez, record owner) filed for record under Harris County Clerk's File Nos. 20060201211 and 20060201212. Said affidavit states that Lenora C. Perez, record owner, died January 6, 1984, intestate and husband Paul M. Perez also died intestate.
- No heirship proceedings were found of record for the Estates of Paul M. Perez, deceased and Lenora C. Perez, deceased, record owners.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

AFFIDAVIT OF FACTS CONCERNING THE IDENTITY OF HEIRS

STATE OF TEXAS
 COUNTY OF HARRIS

§
 §

20060201211
 11/16/2006 RP1 \$20.00

[Handwritten signature]
[Handwritten initials]

Before me, the undersigned authority, on this day personally appeared ROSARIO M. SANCHEZ (Affiant) who, being first duly sworn, upon his oath states:

1. My name is JOHN ALVARADO, and I live at 228 Bass Wood, Houston, Texas 77022. I am personally familiar with the family and marital history of **LEONOR G. CANTU**, also known as **LENORNA G. CANTU** (by which name she is referred to in that certain Deed recorded in Volume 1313, Page 606, of the Deed Records of Harris County, Texas) ("**Decedent**"). I was born on November 26, 1940, I am competent to make this affidavit, and I have personal knowledge of the facts stated in this affidavit. (15) del

2. The Decedent was my neighbor. I knew Decedent for several years prior to her death. Decedent died on February 6, 1955. Decedent's place of death and residence at the time of her death was in Harris County, Texas.

3. Decedent's marital history was as follows: Decedent was married only once, to Alfonso Cantu. Alfonso Cantu died April 16, 1989, in Houston, Texas. lee

4. Decedent and Alfonso Cantu had the following children, the only children of the Decedent:

<u>Name</u>	<u>Relationship</u>	<u>Date of Birth</u>	<u>Current Address</u>
Alfonso Cantu, Jr.	Son	April 10, 1940	4019 Wylie Houston, Texas 77026
Irma Medina	Daughter	December 21, 1936	11307 Birdwing Ln. Houston, Texas 77069
Mary Lou Crespo	Daughter	April 13, 1938	10947 FM 1485 Conroe, Texas 77306
Ester Gonzalez	Daughter	July 17, 1942	1820 Arlington Houston, Texas 77008
Leonora Cantu Perez	Daughter	_____	Deceased lee

Decedent did not have or adopt any other children and did not take any other children into Decedent's home or raise any other children.

5. One of the Decedent's children, Leonora Cantu, was married to Paul Martinez Perez in 1952. Leonora Cantu Perez died January 6, 1984, without leaving a will. Paul Martinez Perez had also died without leaving a will. Leonora Cantu Perez and Paul Martinez Perez had the following children, and neither of them had any other children:

<u>Name</u>	<u>Relationship</u>	<u>Date of Birth</u>	<u>Current Address</u>
Lydia Perez Henn	Daughter	January 1, 1953	319 Reid Houston, Texas 77022
Annie Perez Quiroz	Daughter	January 15, 1955	204 English Street Houston, Texas 77009
Esther Perez Rocha	Daughter	December 24, 1959	13225 Knollcrest Houston, Texas 77015
Ruth Perez Serrano	Daughter	August 18, 1963	6427 Lodgepole Houston, Texas 77049
Pauline Perez Romero	Daughter	September 30, 1965	7238 Log Hollow

Leonora Cantu Perez and Paul Martinez Perez did not have or adopt any other children and did not take any other children into their home or raise any other children.

6. To the best of my knowledge, Decedent died without leaving a written will. There has been no administration of Decedent's estate.

7. To the best of my knowledge, Decedent left no debts not secured by real estate that are unpaid, and there are no unpaid estate or inheritance taxes.

8. To the best of my knowledge, at the time of her death, Decedent and her husband, Alfonso Cantu, owned the following real property in Harris County, Texas:

Lot Five (5), in Block Eleven (11), in COMFORT PLACE, an addition to the City of Houston, Harris County, Texas; commonly known as 4019 Wylie Street, Houston, Texas 77026.

D

9. The heirs at law, identified above, entitled to Decedent's property, including her undivided community one-half of the real property described above, are:

- Alfonso Cantu, Jr. 20%
- Irma Medina 20%
- Mary Lou Crespo 20%
- Ester Gonzalez 20%
- Lydia Perez Henn 4%
- Annie Perez Quiroz 4%
- Esther Perez Rocha 4%
- Ruth Perez Serrano 4%
- Pauline Perez Romero 4%

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. in the Official Public Records of Real Property of Harris County Texas on

NOV 16 2006



Brooklynn B. Kayman

COUNTY CLERK HARRIS COUNTY TEXAS

SIGNED this 6TH day of NOVEMBER, 2006.

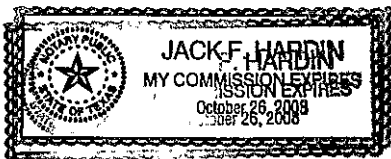
John Alvarado
JOHN ALVARADO

bn

STATE OF TEXAS
COUNTY OF HARRIS

§
§

Sworn to and subscribed to before me on NOVEMBER 6, 2006 by JOHN ALVARADO.



Jack F. Hardin
Notary Public, State of Texas

AFTER RECORDING, RETURN TO:
Jack Hardin, Attorney
550 Westcott, Suite 440
Houston, Texas 77007

FILED FOR RECORD
8:00 AM

NOV 16 2006

Brooklynn B. Kayman
County Clerk, Harris County, Texas

AFFIDAVIT OF FACTS CONCERNING THE IDENTITY OF HEIRS

STATE OF TEXAS
 COUNTY OF HARRIS

§
 §

20060201212
 11/16/2006 RP1 \$20.00

[Handwritten initials]

Before me, the undersigned authority, on this day personally appeared ROSARIO M. SANCHEZ ("Affiant") who, being first duly sworn, upon his oath states:

1. My name is ROSARIO M. SANCHEZ, and I live at 4018 Wylie, Houston, Texas 77026. I am personally familiar with the family and marital history of **LEONOR G. CANTU**, also known as **LENORNA G. CANTU** (by which name she is referred to in that certain Deed recorded in Volume 1313, Page 606, of the Deed Records of Harris County, Texas) ("**Decedent**"). I am 62 years of age, I am competent to make this affidavit, and I have personal knowledge of the facts stated in this affidavit. *(50)*

2. The Decedent was my neighbor. I knew Decedent for several years prior to her death. Decedent died on February 6, 1955. Decedent's place of death and residence at the time of her death was in Harris County, Texas.

3. Decedent's marital history was as follows: Decedent was married only once, to Alfonso Cantu. Alfonso Cantu died April 16, 1989, in Houston, Texas. *lee*

4. Decedent and Alfonso Cantu had the following children, the only children of the Decedent:

<u>Name</u>	<u>Relationship</u>	<u>Date of Birth</u>	<u>Current Address</u>
Alfonso Cantu, Jr.	Son	April 10, 1940	4019 Wylie Houston, Texas 77026
Irma Medina	Daughter	December 21, 1936	11307 Birdwing Ln. Houston, Texas 77069
Mary Lou Crespo	Daughter	April 13, 1938	10947 FM 1485 Conroe, Texas 77306
Ester Gonzalez	Daughter	July 17, 1942	1820 Arlington Houston, Texas 77008
Leonora Cantu Perez	Daughter	_____	Deceased <i>lee</i>

Decedent did not have or adopt any other children and did not take any other children into Decedent's home or raise any other children.

5. One of the Decedent's children, Leonora Cantu, was married to Paul Martinez Perez in 1952. Leonora Cantu Perez died January 6, 1984, without leaving a will. Paul Martinez Perez had also died without leaving a will. Leonora Cantu Perez and Paul Martinez Perez had the following children, and neither of them had any other children:

<u>Name</u>	<u>Relationship</u>	<u>Date of Birth</u>	<u>Current Address</u>
Lydia Perez Henn	Daughter	January 1, 1953	319 Reid Houston, Texas 77022
Annie Perez Quiroz	Daughter	January 15, 1955	204 English Street Houston, Texas 77009
Esther Perez Rocha	Daughter	December 24, 1959	13225 Knollcrest Houston, Texas 77015
Ruth Perez Serrano	Daughter	August 18, 1963	6427 Lodgepole Houston, Texas 77049
Pauline Perez Romero	Daughter	September 30, 1965	7238 Log Hollow Houston, Texas 77040

[Vertical stamp]

[Handwritten initials]

Leonora Cantu Perez and Paul Martinez Perez did not have or adopt any other children and did not take any other children into their home or raise any other children.

6. To the best of my knowledge, Decedent died without leaving a written will. There has been no administration of Decedent's estate.

7. To the best of my knowledge, Decedent left no debts not secured by real estate that are unpaid, and there are no unpaid estate or inheritance taxes.

8. To the best of my knowledge, at the time of her death, Decedent and her husband, Alfonso Cantu, owned the following real property in Harris County, Texas:

Lot Five (5), in Block Eleven (11), in COMFORT PLACE, an addition to the City of Houston, Harris County, Texas; commonly known as 4019 Wylie Street, Houston, Texas 77026.

9. The heirs at law, identified above, entitled to Decedent's property, including her undivided community one-half of the real property described above, are:

- Alfonso Cantu, Jr. 20%
- Irma Medina 20%
- Mary Lou Crespo 20%
- Ester Gonzalez 20%
- Lydia Perez Henn 4%
- Annie Perez Quiroz 4%
- Esther Perez Rocha 4%
- Ruth Perez Serrano 4%
- Pauline Perez Romero 4%

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I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County Texas on

NOV 16 2006



COUNTY CLERK HARRIS COUNTY TEXAS

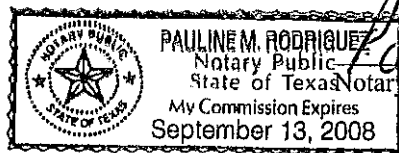
SIGNED this 13th day of November, 2006.

ROSARIO M. SANCHEZ

STATE OF TEXAS
COUNTY OF HARRIS

§
§

Sworn to and subscribed to before me on November 13, 2006 by ROSARIO M. SANCHEZ.



Pauline M. Rodriguez
Notary Public, State of Texas

AFTER RECORDING, RETURN TO:
Jack Hardin, Attorney
550 Westcott, Suite 440
Houston, Texas 77007

FILED FOR RECORD
8:00 AM

NOV 16 2006

County Clerk, Harris County, Texas

E690956

*LS
PK*

MM-2-76 400786 -
SPECIAL WARRANTY DEED

E690956 LS B PD

3.50

136-09-0718

THE STATE OF TEXAS X
COUNTY OF HARRIS X

KNOW ALL MEN BY THESE PRESENTS:

That MRS. MARGARET PEREZ ASTORGA, hereinafter called Grantor, for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration, the receipt of which is hereby acknowledged has GRANTED, SOLD and CONVEYED, and by these presents does GRANT, SELL and CONVEY unto PAUL M. PEREZ and wife, LENORA C. PEREZ, hereinafter referred to as Grantees, all that certain tract or parcel of land, described as follows:

*350
2*

lu

A tract of land containing 1,990.00 square feet, more or less, out of Lot 6, Block 2 out of Finn Subdivision of Shares 2 and 3, a part of the Gagne Homestead, out of Harris and Wilson two league grant in Harris County, Texas, said lot as recorded in Volume 1, Page 55 of the Harris County Map Records, Harris County, Texas, being more particularly described by metes and bounds as follows:

D

COMMENCING for reference at a 1/2 inch iron rod found for the southwesterly corner of Lot 6 as described above, same point being on the northerly right-of-way of Wylie Street (60-feet R.O.W.);

THENCE, with an internal angle of 90°00'00", a distance of 60.20 feet to a 1/2 inch iron rod set for the POINT OF BEGINNING and southwest corner of the tract herein described;

THENCE, with an internal angle of 180°00'00", a distance of 39.80 feet to a 1/2 inch iron rod found for the northwesterly corner of the tract herein described and of Lot 6 as described above;

THENCE, with an internal angle of 90°00'00", a distance of 50.00 feet a 1/2 inch set for the northeasterly corner of the tract herein described and of Lot 6 as described above, same point being on the westerly right-of-way of Fontinot Street (40-feet R.O.W.);

THENCE, with an internal angle of 90°00'00", a distance of 39.80 feet to a 1/2 inch iron rod set for the southeasterly corner of the tract herein described;

THENCE, with an internal angle of 90°00'00", a distance of 50.00 feet to the POINT OF BEGINNING and containing 1,990.00 square feet of land, more or less.

TO HAVE AND TO HOLD the above described property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantees above named, their successors and assigns, forever, and Grantor hereby binds herself, her legal successors and legal representatives, to WARRANT and FOREVER DEFEND, all and singular the said premises unto the said Grantee, their successors and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof, by, through or under me, but not otherwise.

136-09-0719

EXECUTED this 29 day of OCTOBER, 1975.

Mrs. Margaret Perez Astorga
MRS. MARGARET PEREZ ASTORGA

THE STATE OF TEXAS X
COUNTY OF HARRIS X

BEFORE ME, the undersigned authority on this day personally appeared MRS. MARGARET ASTORGA, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND and seal of office this the 29 day of OCTOBER, 1975.



Steve Valle
Notary Public in and for Harris County, Texas

return to Guardian Title S.V.

RETURN TO:
GUARDIAN TITLE CO.
2600 SOUTHWEST FRWY.
HOUSTON, TEXAS 77006

MAP ID - 31

HCAD ID - 0141400000007

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Aquilina Perez
5111 Wylie St
Houston, TX 77026-5227

COMPLETE THIS SECTION ON DELIVERY

A. Signature X <i>Timothy King</i>		<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
B. Received by (Printed Name) <i>TIMOTHY KING</i>	C. Date of Delivery <i>9/15/14</i>	
D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No		

3. Service Type	
<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail
<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	

2. Article (Tra) 7004 1160 0007 3772 1899



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Aquilina Perez
5111 Wylie St
Houston, TX 77026-5227

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5111 Wylie St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Ms. Perez:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

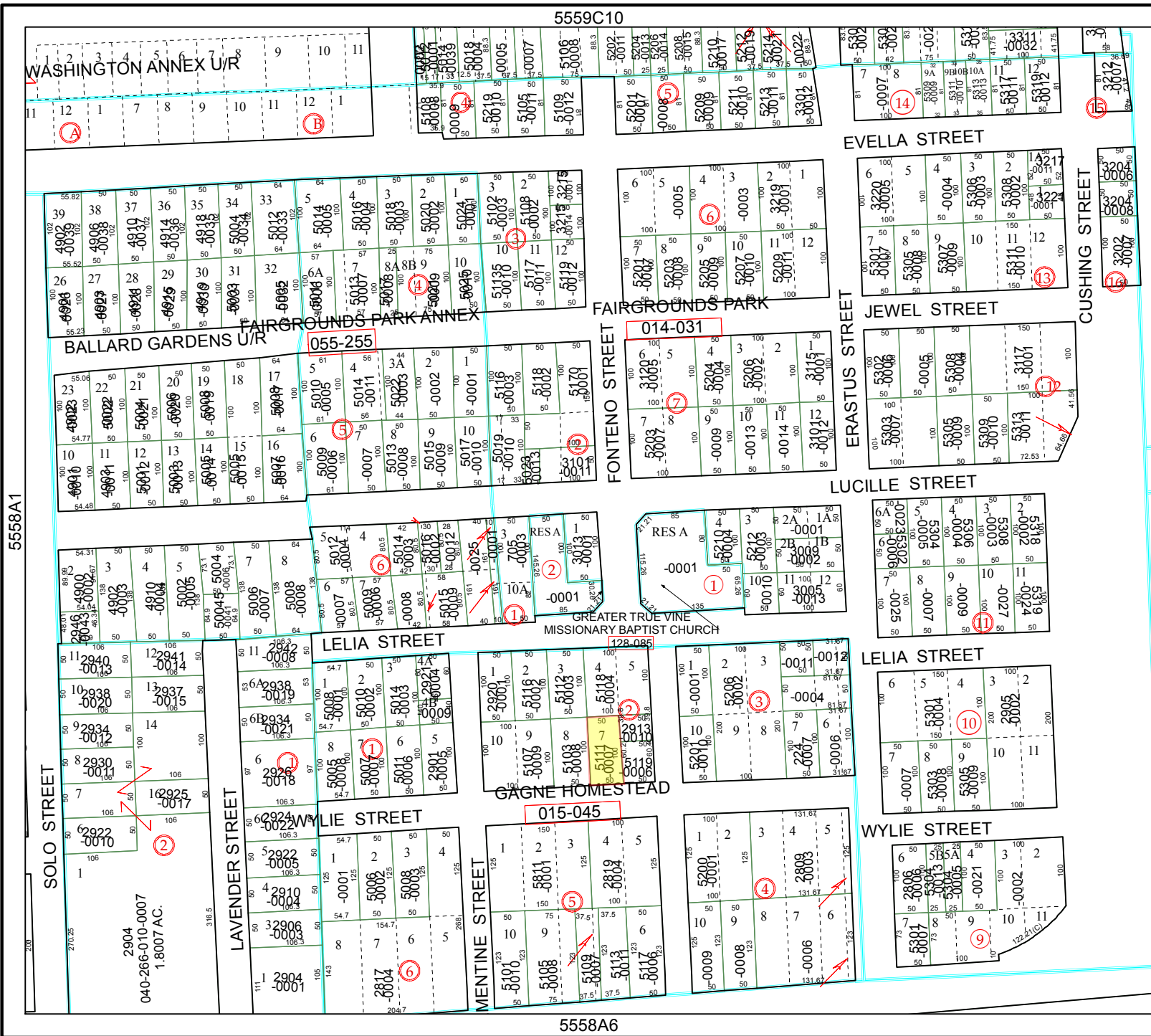
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

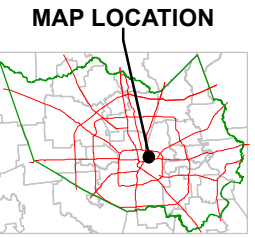


Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.



FACET 5558A

1	2	3	4
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9	10	11	12

5558A1

5558A3

5559C10

5558A6

2904
 040-266-010-0007
 1.8007 AC.

055-255

014-031

015-045

128-085

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9444
Date: December 21, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 16th day of December, 2012, we find the following:

Title Vested In:

Aquilina Perez (by Warranty Deed filed for record under Harris County Clerk's File No. S946556)

Property Description: (Map ID#31) (Tax ID# 014-140-000-0007)

Lot Seven (7), in Block Two (2), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Wylie Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions _____ of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

130
130

77-79
1-12-77

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET</u> <u>NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

WP

S946556

WARRANTY DEED

517-82-2152

04/06/98 200616498 S946556 \$11.00

THE STATE OF TEXAS
COUNTY OF HARRIS

} KNOW ALL MEN BY THESE PRESENTS:

That WE, MELVIN E. COWART and MARY E. COWART

of the County of Harris and State of Texas, for and in
consideration of the sum of TEN AND NO/100 (\$10.00) - - - - -
- - - - - DOLLARS

and other valuable consideration to the undersigned paid by the grantee herein named, the receipt of
which is hereby acknowledged,

have GRANTED, SOLD AND CONVEYED, and by these presents do GRANT, SELL AND CONVEY unto *lee*
AQUILINA PEREZ, 5111 Wylie, Houston, TX 77026,

of the County of Harris and State of Texas, all of
the following described real property in Harris County, Texas, to-wit: *D*

Lot No. Seven (7), Block No. Two (2) of
FINN SUBDIVISION, GAGNE HOME ADDITION, in
Harris County, Texas, said Finn Subdivision
being out of and a part of Shares 2 & 3 of a
part of the said Gagne Homestead in the Harris
and Wilson Survey, Harris County, Texas, accord-
ing to the map or plat thereof, recorded in
Volume 1, Page 55 of the Map Records of Harris
County, Texas.

This conveyance is made and accepted subject to all restrictions, coven-
ants, rights of way, easements, oil, gas and other mineral reservations,
if any, affecting the above property, that are valid and properly recorded.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and
appurtenances thereto in anywise belonging, unto the said grantee, her heirs and assigns
forever; and we do hereby bind ourselves, our heirs, executors and administrators to
WARRANT AND FOREVER DEFEND all and singular the said premises unto the said grantee, her
heirs and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

EXECUTED this 4th day of February, A.D. 19 98.

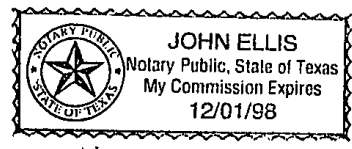
Melvin E. Cowart
MELVIN E. COWART
Mary E. Cowart
MARY E. COWART

517-82-2153

(Acknowledgment)

STATE OF TEXAS }
COUNTY OF HARRIS

This instrument was acknowledged before me on the 4th day of February, 19 98,
by MELVIN E. COWART.

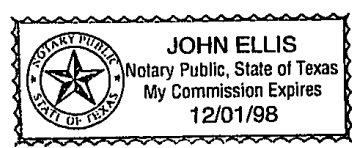


John Ellis
Notary Public, State of Texas
Notary's name (printed):
Notary's commission expires:

(Acknowledgment)

STATE OF TEXAS }
COUNTY OF HARRIS

This instrument was acknowledged before me on the 4th day of February, 19 98.,
by MARY E. COWART.



John Ellis
Notary Public, State of Texas
Notary's name (printed):
Notary's commission expires:

(Corporate Acknowledgment)

STATE OF TEXAS }
COUNTY OF

This instrument was acknowledged before me on the _____ day of _____, 19 _____,
by _____
of _____
a _____ corporation, on behalf of said corporation.

Notary Public, State of Texas
Notary's name (printed):
Notary's commission expires:

AFTER RECORDING RETURN TO:

Aquilina Perez
5111 Wylie
Houston, TX 77026

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number _____ Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

APR 6 1998

FILED
98 APR -6 AM 10:03
Beverly L. Longman
COUNTY CLERK
HARRIS COUNTY, TEXAS



Beverly L. Longman
COUNTY CLERK
HARRIS COUNTY TEXAS

MAP ID - 32

HCAD ID - 0141400000008

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
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- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

Reginald & Leticia Tolbert
5107 Wylie St
Houston, TX 77026-5227

A. Signature
 Leticia Tolbert Agent
 Addressee

B. Received by (*Printed Name*) C. Date of Delivery
Leticia Tolbert *2-20*

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No
Leticia

3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (*Extra Fee*) Yes

2. Article Number
(Transfer from sender) 7004 1160 0007 3772 1905



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Reginald & Leticia Tolbert
5107 Wylie St
Houston, TX 77026-5227

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5107 Wylie St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. and Mrs. Tolbert:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

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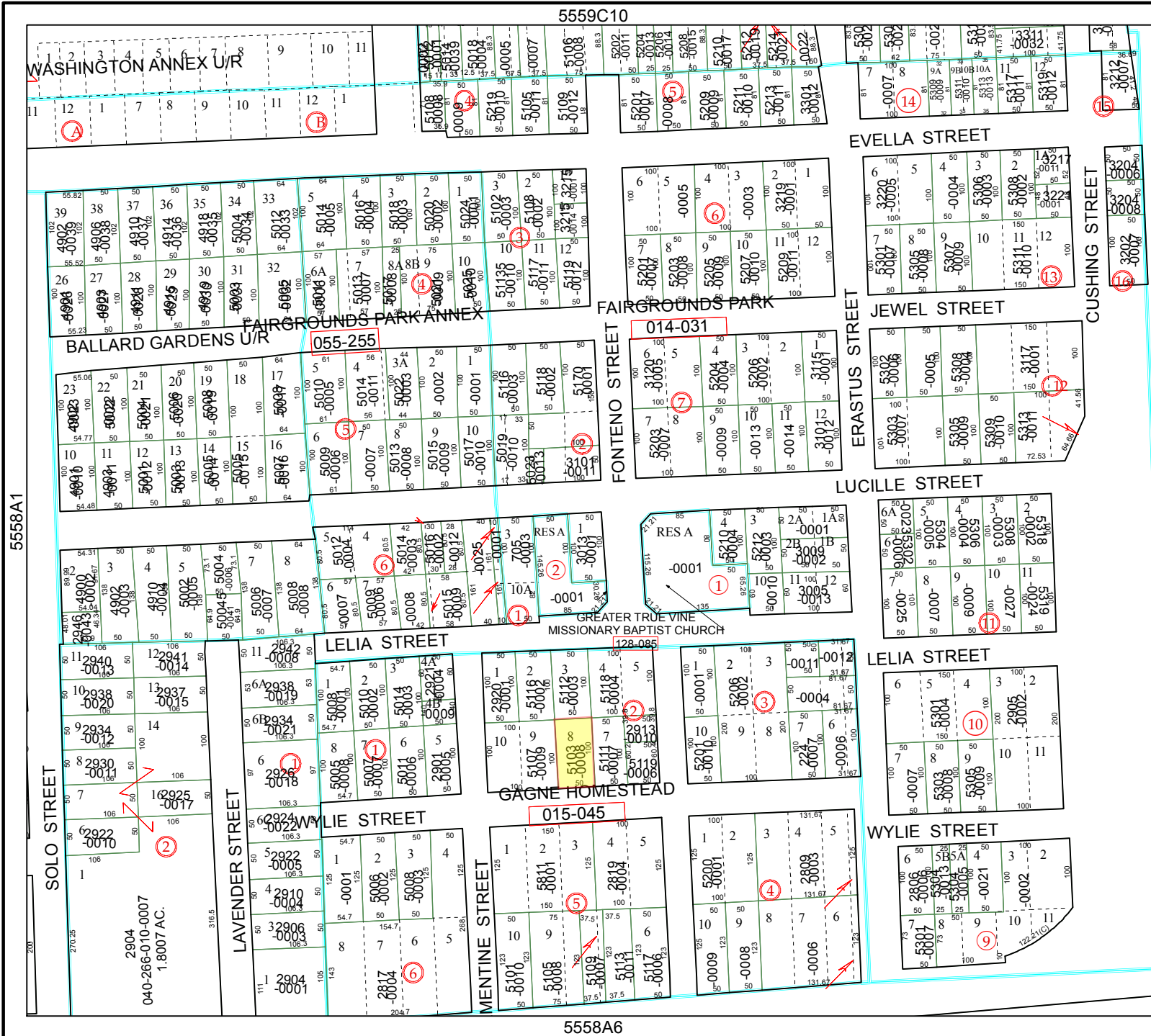
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large initial "G".

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



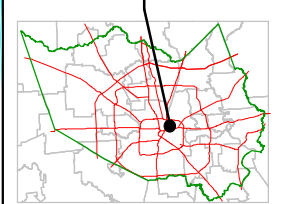
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

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MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

5558A1

5558A3

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9445
Date: December 21, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 16th day of December, 2012, we find the following:

Title Vested In:

Reginald E. Tolbert and wife, Leticia Tolbert (by Warranty Deed filed for record under Harris County Clerk's File No. V781486)

Property Description: (Map ID#32) (Tax ID# 014-140-000-0008)

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None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Wylie Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions _____ of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

_____ be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET</u> <u>NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

60
9
2
V781486

WARRANTY DEED

DATE: January 30, 2001

GRANTOR: ELMA L. SHEFFIELD, a feme sole

05/07/02 300748432 V781486

\$9.00

GRANTOR'S MAILING ADDRESS (INCLUDING COUNTY):

1422 LITTLE PORT STREET, CHANNELVIEW, HARRIS COUNTY, TEXAS 77530

GRANTEE: REGINALD E. TOLBERT AND WIFE LETICIA TOLBERT

2 ee

GRANTEE'S MAILING ADDRESS (INCLUDING COUNTY):

5107 1/2 WYLIE STREET, HOUSTON, HARRIS COUNTY, TEXAS 77026

CONSIDERATION: Cash of more than Ten and no/100 Dollars and other valuable consideration paid to Grantor by Grantee and in fulfillment of that one certain contract for deed dated March 22, 1999 and entered by and between Grantor and Grantee

PROPERTY (including any improvements):

LOT EIGHT (8) IN BLOCK TWO (2) OF FINN SUBDIVISION IN THE WILSON SURVEY IN HARRIS COUNTY, TEXAS A SUBDIVISION IN HARRIS COUNTY, TEXAS

D

RESERVATIONS FROM AND EXCEPTIONS TO CONVEYANCE AND WARRANTY:

Easements, rights of way and prescriptive rights, whether of record or not; all presently recorded restrictions, reservations, covenants, conditions, oil and gas leases, mineral severances that affect the property.

Taxes for the current year, the payment of which Grantee assumes;

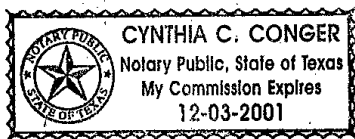
Grantor for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells and conveys to Grantee the property, together with all and singular the rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor binds Grantor and Grantor's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the reservations from and exceptions to conveyance and warranty.

When the context requires, singular nouns and pronouns include the plural.

Elma L. Sheffield 102
ELMA L. SHEFFIELD

STATE OF TEXAS
COUNTY OF HARRIS

This instrument was acknowledged before me on January 30, 2001, by ELMA L. SHEFFIELD, a feme sole.



Cynthia C. Conger
NOTARY PUBLIC, STATE OF TEXAS

AFTER RECORDING RETURN TO:
ROBERT W. SOARD
315 FREEPORT
HOUSTON, TX 77015

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped below by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

MAY - 7 2002



Dorely B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

HARRIS COUNTY, TEXAS
COUNTY CLERK
Dorely B. Kaufman

MAY - 7 AM 10:26

FILED

551-71-0492

MAP ID - 35

HCAD ID - 0141390000006

FIRST CLASS

FIRST CLASS

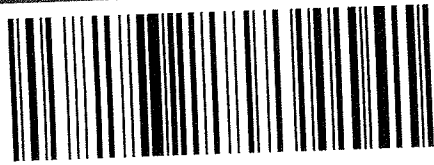
FIRST CLASS

FIRST CLASS

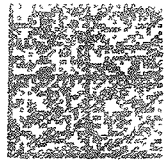
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 1160 0007 3772 1943



US POSTAGE
ZIP 77002
02 1W
000139484

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

UNC

NIXIE 770262021-1N 09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



RTB

First Class Mail



CONNELLY · BAKER · WOTRING LLP

70 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

8-30-14

Estate Of Carrie Mae Carr
5011 Wylie St
Houston, TX 77026-5225

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p> <hr/> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="text-align: center;">Estate Of Carrie Mae Carr 5011 Wylie St Houston, TX 77026-5225</p>	<p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>
<p>2. Ar (M) 7004 1160 0007 3772 1943</p>	<p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Estate Of Carrie Mae Carr
5011 Wylie St
Houston, TX 77026-5225

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5011 Wylie St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

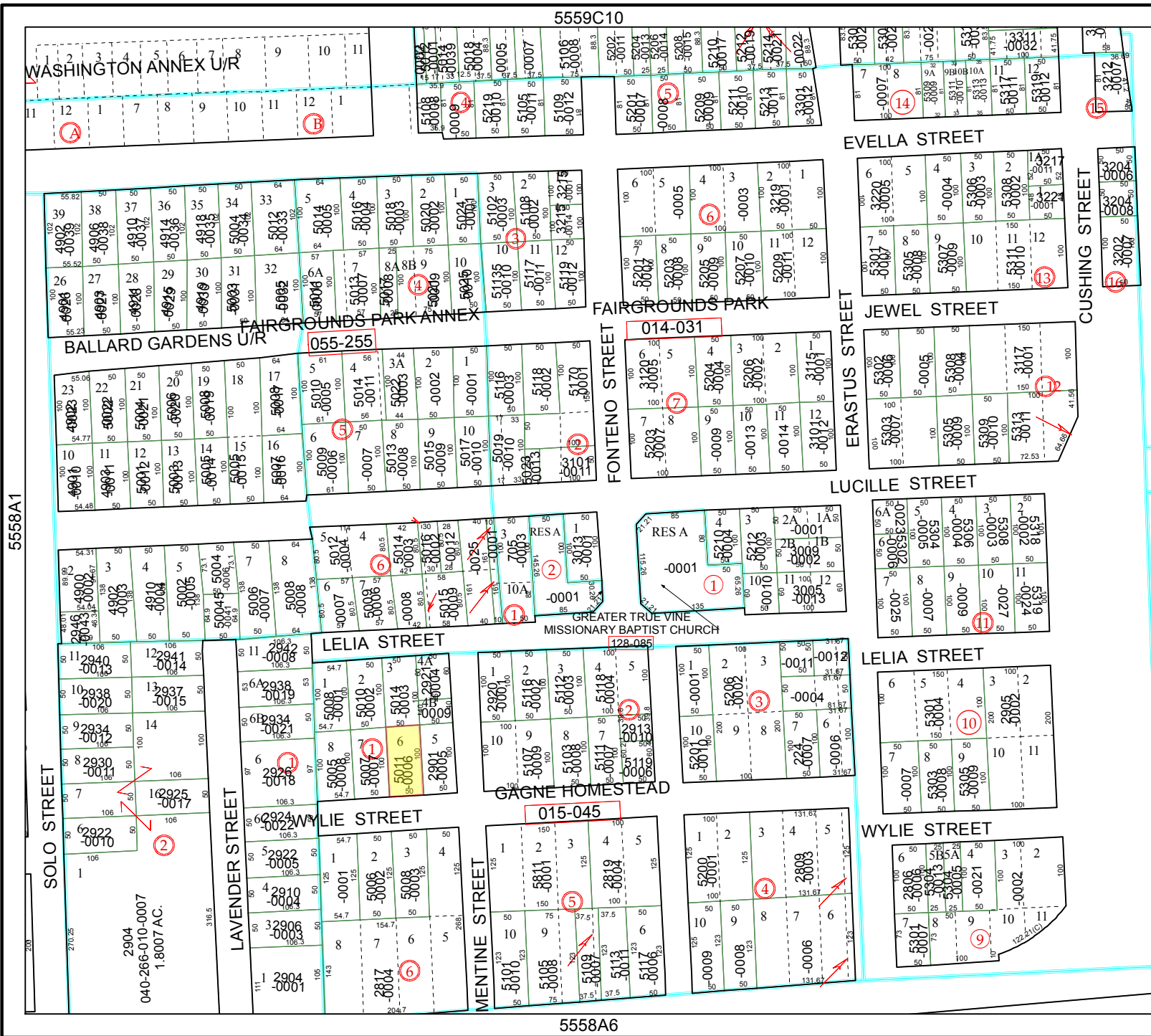
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large initial "G".

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

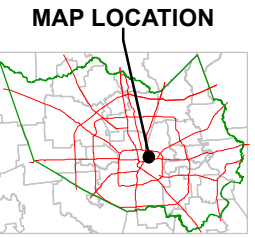


Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9248
Date: December 13, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 5th day of December, 2012, we find the following:

Title Vested In:

J. C. Carr and Carrie Mae Carr (by Warranty Deed filed for record under Volume 2471, Page 134 of the Deed Records of Harris County, Texas)

Property Description: (Map ID# 35) (Tax ID# 014-139-000-0006)

Lot Six (6), in Block One (1), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

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Texas American Title Company



Darrell Stone
Title Examiner

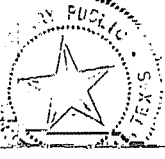
134
134

STATE OF TEXAS
COUNTY OF HARRIS

~~BEFORE ME~~, the undersigned authority, on this day personally appeared ~~XXXXXXXXXX~~ Vice-
President of Southern Reconstruction Corporation, known to me to be the person whose name is
subscribed to the foregoing instrument, and he acknowledged to me that he executed the same for
the purposes and consideration therein expressed, in the capacity therein stated, and as the act and
deed of said corporation.

MATTIE M SANDERS

Given ~~under~~ my hand and seal of office, this the 6th day of DECEMBER, A. D., 1940



Mattie M Sanders
Notary Public in and for
Harris County, Texas
Dorothy H. [unclear]

Filed for Record July 18, 1952 at 4:25 o'clock P.M.

Recorded July 30, 1952 at 10:00 o'clock A.M.

W. D. MILLER, Clerk County Court, Harris County, Texas

By Sarain Cheatham Deputy

126 - WARRANTY DEED TEXAS STANDARD FORM

The State of Texas, } 1021162
County of HARRIS } Know All Men by These Presents:

That We, G. D. Japhet and Wm. Saltz

of the County of Harris State of Texas for and in consideration
of the sum of TEN AND NO 1/00----- (\$10.00)
and other good and valuable consideration DOLLARS.

to us in hand paid by J. C. Carr and wife Carrie Mae Carr
as follows:-

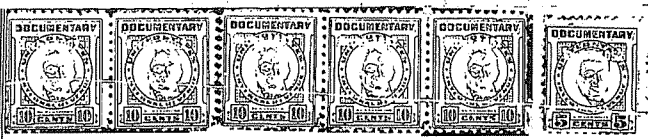
receipt of which is hereby acknowledged,

have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey, unto the said
J. C. Carr and Carrie Mae Carr

of the County of Harris State of Texas all that certain
property situated in Harris County, Texas, described as follows,
to-wit:

Lot Six (6) in Block One (1) of the FINN SUBDIVISION out of
the Gagne Homestead, a subdivision in the Harris & Wilson Two
League Grant in the City of Houston in Harris County, Texas
per plat thereof recorded in Volume 1, page 55, Map Records of
said county.

135
135



TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said J. C. Carr and Carrie Mae Carr, their heirs and assigns forever and we do hereby bind ourselves, our heirs, executors and administrators, to Warrant and Forever Defend, all and singular the said premises unto the said J. C. Carr and Carrie Mae Carr, their

heirs and assigns, against every person whomsoever lawfully claiming, or to claim the same, or any part thereof.

WITNESS our hand at Houston, Texas

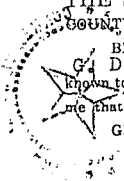
this 16 th. day of July, 1952.

Witnesses at Request of Grantor:

Wm. Saltz

SINGLE ACKNOWLEDGMENT

THE STATE OF TEXAS, }
COUNTY OF Harris }



BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared G. D. Japhet and Wm. Saltz known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 16th day of July A. D. 19 52

(L S)

George H. Gaither
Notary Public in and for Harris County, Texas
Geo. H. Gaither

Filed for Record July 18, 1952 at 4:35 o'clock P. M.
Recorded July 30, 1952 at 10:02 o'clock P. M.
W. D. MILLER, Clerk County Court, Harris County, Texas
By Louise Weather Deputy

MAP ID - 50

HCAD ID - 0140400000010

FIRST CLASS

FIRST CLASS

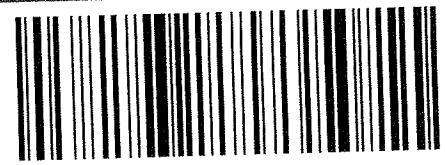
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FIRST CLASS

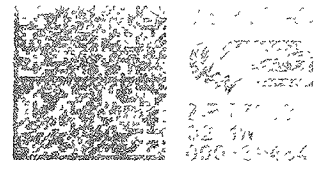
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE.

CERTIFIED MAIL



7004 1160 0007 3772 2087



RETURN TO SENDER
 FORWARDING ORDER EXPIRES
 INSUFFICIENT ADDRESS
 LIMITED LIFE MAIL ADJ. IS
 UNCLAIMED
 REFUSED
 NO SUCH STREET
 NO SUCH NUMBER
 NO RECEPTACLE
 DECEASED
 VACANT
 UNKNOWN

RETURN TO SENDER

First Class Mail



CONNELLY · BAKER · WOTRING LLP
 700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
 HOUSTON, TEXAS 77002

Percy Vital
 304 Sandman Ave
 Crosby, TX 77532-6244

V 104

NIXIE 775322036-1N 01/24/15

RETURN TO SENDER
 UNCLAIMED
 UNABLE TO FORWARD
 RETURN TO SENDER



FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p>
<p>1. Article Addressed to:</p> <p style="padding-left: 40px;">Percy Vital</p> <p style="padding-left: 40px;">0 Lelia St</p> <p style="padding-left: 40px;">Crosby, TX 77532-6244</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <hr/> <p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <hr/> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>2. Article Number 7004 1160 0007 3772 2087</p> <p style="padding-left: 40px;"><small>(Transfer from SERVICE LABEL)</small></p>	
<p>PS Form 3811, February 2004</p>	<p style="text-align: center;">Domestic Return Receipt</p> <p style="text-align: right;">102595-02-M-1540</p>





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Percy Vital
304 Sandman Ave
Crosby, TX 77532-6244

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 0 Lelia St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Vital:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

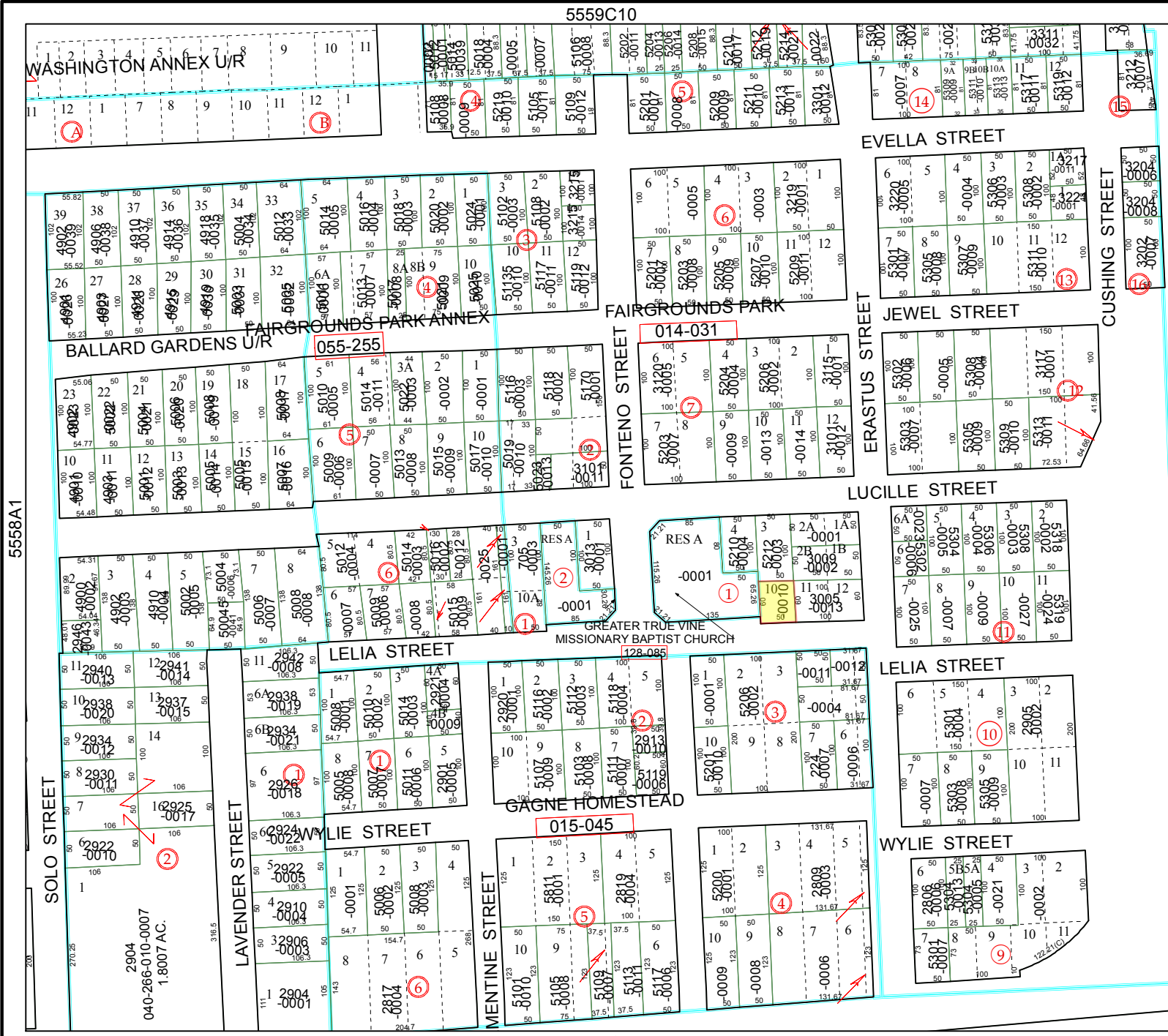
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



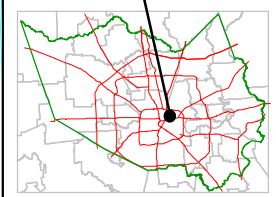
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0289
Date: January 16, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Percy Vital (by Warranty Deed filed for record under Harris County Clerk's File No. D318031)

Property Description: (Map ID# 50) (Tax ID# 041-040-000-0010)

Lot Ten (10), in Block Eight (8), of Fairground Park Addition, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 81, Page 460 of the Deed Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lelia Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

- 2) Notice of Lien for work or improvements, filed August 12, 1982 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. H571570, to secure the repayment of the sum of \$55.17 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 3) Notice of Lien for work or improvements, filed September 12, 1989 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. M319621, to secure the repayment of the sum of \$610.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

D318031

WARRANTY DEED

DEED RECORDS

VOL 8408 PAGE 190

THE STATE OF TEXAS,
COUNTY OF HARRIS.

KNOW ALL MEN BY THESE PRESENTS:

128-27-0026

W D That I, JUANITA VICTOR, a widow, individually and as surviving wife
D D and sole heir of Gilbert Victor, deceased,

of the County of Harris State of Texas, for and in consideration of
the sum of Ten and No/100 (\$10.00) Dollars and other good and valuable con-
siderations,

~~XXXXXX~~

to me in hand paid by Percy Vital, the receipt and sufficiency of which
is hereby acknowledged,

~~XXXXXX~~

have Granted, Sold and Conveyed, and by these presents do Grant, Sell and Convey unto the said
of the County of Harris State of Texas, all that certain
tract or parcel of land lying and being situated in Harris County, Texas,
to-wit:

Lot Ten (10) in Block Eight (8) of Fairgrounds Park, an
Addition in Harris County, Texas, according to the map or
plat thereof recorded in Volume 81, Page 460, Deed Records
of Harris County, Texas.

This conveyance is made and accepted subject to all restrictions, reser-
vations, covenants, conditions and easements, if any of record, affect-
ing the above described property.

TO HAVE AND TO HOLD the above described premises, together with all and singular, the
rights and appurtenances thereto in anywise belonging unto the said PERCY VITAL, his
heirs and assigns forever; and I do hereby bind myself, my
heirs, executors and administrators, to Warrant and Forever Defend all and singular the said premises
unto the said PERCY VITAL, his
heirs and assigns, against every person whomsoever lawfully claiming, or to claim the same or any
part thereof.

Witness my hand at Houston, Texas,
this 26th day of April A. D. 19 71

Witnesses at Request of Grantor:

Juanita Victor
JUANITA VICTOR

SINGLE ACKNOWLEDGMENT

DEED RECORDS

THE STATE OF TEXAS
COUNTY OF HARRIS

VOL 8408 PAGE 191

Before me, the undersigned authority, on this day personally appeared

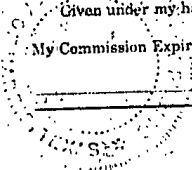
JUANITA VICTOR

known to me to be the person whose name is (are) subscribed to the foregoing instrument, and acknowledged to me that she executed the same as her free act and deed for the purposes and consideration therein expressed.

Given under my hand and seal of office this 21 day of April 1971

My Commission Expires

Notary Public in and for Harris County, Texas



JOINT ACKNOWLEDGMENT

128-27-0027

THE STATE OF TEXAS
COUNTY OF

Before me, the undersigned authority, on this day personally appeared

and husband and wife, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same as their free act and deed for the purposes and consideration therein expressed.

Given under my hand and seal of office this day of 19

My Commission Expires

Notary Public in and for County, Texas

CLERK'S CERTIFICATE

THE STATE OF TEXAS,

COUNTY OF

I, County

Clerk of the C

STATE OF TEXAS
COUNTY OF HARRIS

day of

I hereby certify that this instrument was FILED on the date and at the time stamped hereon by me; and was duly RECORDED, in the Volume and Page of the named RECORDS of Harris County, Texas, as stamped hereon by me, on

the foregoing instrument of writing dated on the

of Authentication, was filed for record in my office on

o'clock M., and duly recorded this

o'clock M., in the Records of said

County, in Vo

MAY 3 1971

County, at office in

Witness



County Clerk
HARRIS COUNTY, TEXAS

the day and year last above written.

County Clerk, County, Texas.

By, Deputy

(L. S.)

FORM 102

FILED
HARRIS COUNTY, TEXAS

WARRANTY DEED

With Single Joint Acknowledgments.

1971 MAY 3 PM 3 07

FROM

JUANITA VICTOR

TO

PERCY VITAL

FILED FOR RECORD

This day of A. D. 19

at o'clock M.

County Clerk.

By Deputy

RECORDED

In County Records

book page

County Clerk.

By Deputy

Recording Fee \$

This instrument should be filed immediately with the County Clerk for record.

Return TO:

P. L. Vital
P. O. Box 131 BRS
Cosby, Texas 77532

MAP ID - 51

HCAD ID - 014040000013

FIRST CLASS

FIRST CLASS

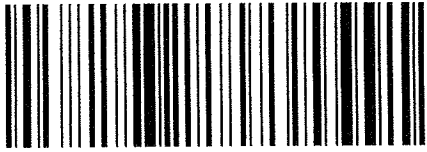
FIRST CLASS

FIRST CLASS

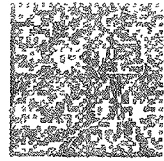
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 1160 0007 3772 2094



US POSTAGE
ZIP 77002
02 1W
0001304845

UNC
First Class Mail **UNC**



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

UNC

NIXIE 770252009-1N 09/16/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER

UNC
Frank Thomas
2005 Erastus St
Houston, TX 77026-5307



UNC

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

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First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none">■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.■ Print your name and address on the reverse so that we can return the card to you.■ Attach this card to the back of the mailpiece, or on the front if space permits.	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p>
<p>1. Article Addressed to:</p> <p>Frank Thomas 3005 Erastus St Houston, TX 77026-5307</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <hr/> <p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>2. Article Number 7004 1160 0007 3772 2094 (<i>Transfer from sen.</i>)</p>	
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Frank Thomas
3005 Erastus St
Houston, TX 77026-5307

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 3005 Erastus St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Thomas:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

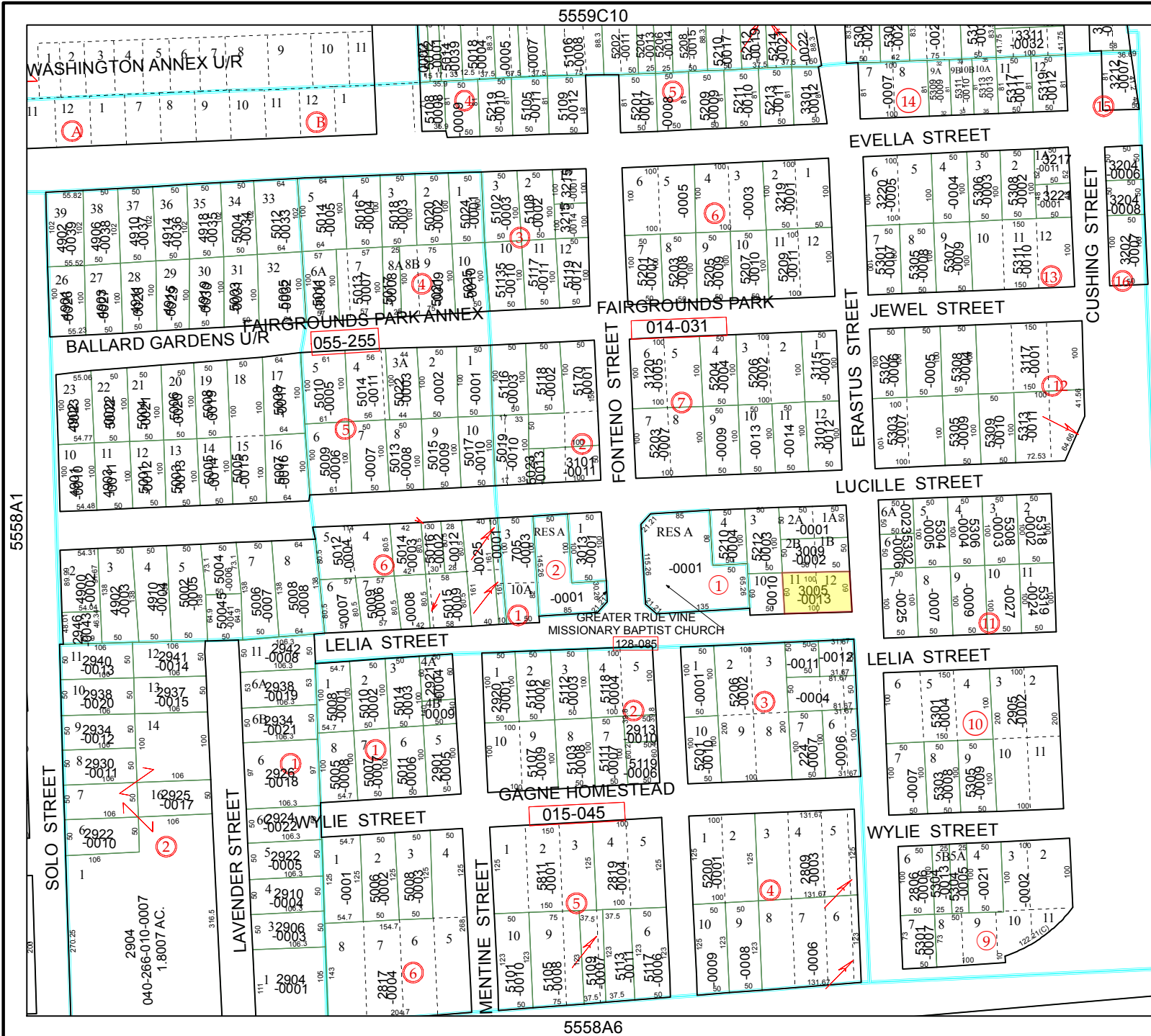
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



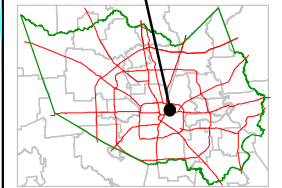
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

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9	10	11	12

5558A6

5558A1

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0291

Date: January 16, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Jose Raymundo Govea (by Deed filed for record under Harris County Clerk's File No. 20100110886)

Property Description: (Map ID# 51) (Tax ID# 041-040-000-0013)

A certain tract of land out of the North portion of Lots Eleven (11) and Twelve (12), in Block Eight (8), of Fairground Park Addition, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 81, Page 460 of the Deed Records of Harris County, Texas, and being more particularly described by metes and bounds as follows:

BEGINNING at the northeast corner of Lot 1, Block 8, of Fairground Park Addition, said point being located at the intersection of the west line of Erastus Street, being fifty (50) feet wide, with the south line of Lucille Street, being fifty (50) feet wide;

THENCE, South along the east line of Lot 1, in said Block 8 and the west side of Erastus, a distance of 99 feet to a point on a cyclone fence, said point being the point of beginning of the herein described tract;

THENCE, West along the fence line which is located one foot north of the North lines of Lots 11 & 12, a distance of 100 feet, to a point in the west line of Lot 2 of said Block 8, which point is located one foot north of the Northwest corner of Lot 11, in said Block 8;

THENCE, South, following a cyclone fence line and along the west lines of Lot 11 in said Block 8, a distance of 46.3 feet, said point being located 54.7 feet from the Southwest corner of Lot 11, said point being in the North line of Lelia Street, being forty (40) feet wide;

THENCE, East along a cyclone fence line a distance of 100 feet, to a point in the East line of Lot 12 in said Block 8, said point being located a distance of 52.2 feet from the Southeast corner of Lot 12 in said Block 8;

THENCE, continuing East into Erastus Street, a distance of 2.4 feet to a point for corner;

THENCE, North a distance of 48.8 feet to a point for corner;

THENCE, West a distance of 2.4 feet to the Place of Beginning.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

None of record.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

Deed under Re-sale Pursuant to Texas Tax Code §34.05

2
Deed
3

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

(Language pursuant Section 11.008 of the Texas Property Code)

Date of Execution: February 2, 2010

Grantor: Harris County for itself and as Trustee for: CITY OF HOUSTON, HOUSTON INDEPENDENT SCHOOL DISTRICT and HOUSTON COMMUNITY COLLEGE SYSTEM

Grantee(s): Jose Raymundo Govea

Grantee(s) Mailing Address: 5206 Jewel St, Houston, Texas 77026

Consideration/High Bid: Three Thousand And 00/100 (\$3,000.00) Dollars

Land and Premises: A TRACT OR PARCEL OUT OF LOT 11 AND LOT 12 IN BLOCK 8 OF FAIRGROUND PARK ADDITION, A SUBDIVISION IN HARRIS COUNTY, TEXAS ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN VOLUME 81, PAGE 460 OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS; BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS IN A DEED FROM RALPH S. SANTOS, AMPERO SANTOS GUERRERO, AND TERESA SANTOS ROSALES TO FRANK AND WIFE GLADYS MARIE THOMAS DATED FEBRUARY 26, 1971 AND RECORDED IN VOLUME 8330, PAGE 169 OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS

HCAD Number: 0140400000013

Constable: Constable Ken Jones Precinct 3, Harris County, Texas

Newspaper: Daily Court Review

Date of Re-Sale: February 2, 2010

Order of Re-Sale: That resolution, order or ordinance dated July 24, 2001 and passed and adopted by Grantor's governing body at a regularly scheduled meeting and further authorizing the re-sale of the real property described herein, previously acquired by Grantor in the following described tax foreclosure proceeding:

Cause: That case bearing Suit No. 2007-76701 filed in the 234th Judicial District of Harris County, Texas and styled HARRIS COUNTY, ET AL VS. FRANK THOMAS, ET AL.

Date of Original Tax Foreclosure Sale: October 06, 2009

File Number of Original Tax Deed: 20090528756

(b)
for
lll

D

for

That WHEREAS, Grantor's governing body requested by **Order of Re-Sale** that the **Constable** advertise for sale and sell said land and premises herein described, by having a notice of the sale published in the English language once a week for three consecutive weeks preceding the day of the sale, in the herein-described **Newspaper**, a newspaper published in Harris County, Texas, and the first publication appearing not less than twenty-one days immediately preceding the day of the Re-Sale, containing a statement of the authority by virtue of which the re-sale is to be made, the time of levy, time and place of sale;

also a brief description of the property to be sold by stating the number of acres and the original survey; if the property was located in a platted subdivision or addition the name by which the land is generally known with reference to that subdivision or addition; or by adopting the description of the land as contained in the judgment.

And WHEREAS, on the stated **Date of Re-Sale**, being the first Tuesday of the month, between the hours of ten o'clock a.m. and four o'clock p.m., I sold the herein-described land and premises at public venue in the County of Harris, State of Texas, at such place as approved by Commissioner's Court and the premises hereinafter described were sold to **Grantee** for the stated **Consideration** herein and said **Grantee** being the highest bidder.

And WHEREAS, as required by Section 34.015, Texas Tax Code, Grantee(s) exhibited to me an unexpired written statement issued to Grantee(s) showing that the Harris County Tax Assessor-Collector determined that: (1) there are no delinquent ad valorem taxes owed by Grantee(s) to Harris County, and (2) for each school district or municipality having territory in Harris County, there are no known or reported delinquent ad valorem taxes owed by Grantee(s) to that school district or municipality.

NOW THEREFORE, in consideration of the premises aforesaid, and of the payment described herein, the receipt of which is hereby acknowledged, I, as said **Constable**, have granted, sold and conveyed, and by these presents do grant, sell and convey unto the said **Grantee** all of the estate, the right, title, and interest acquired or held by each taxing unit that was a party to the judgment foreclosing tax liens on the property which the **Grantor**, for itself, and as trustee for all taxing entities which established tax liens in the herein referenced **Suit** had in and to the described land and premises;

To have and to hold the herein described land and premises, together with all and singular the rights, privileges, and appurtenances thereto in any manner belonging unto the said **Grantee**, its successors, assigns forever, as fully and as absolutely as I, **Constable**, can convey by virtue of said **Order of Re-Sale**.

This conveyance is subject to any right of redemption remaining to the former owner at the time of the re-sale.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this 24th day of February, 2010.

Kenneth Jones
Constable Ken Jones Precinct 3,
Harris County, Texas

10

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

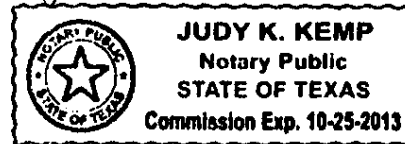
BEFORE ME, the undersigned Notary Public in and for the State of Texas, on this day personally Constable Ken Jones Precinct 3, Harris County, Texas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same as Constable Ken Jones Precinct 3, Harris County, Texas, for the purposes and consideration, and in the capacity therein expressed.

GIVEN under my hand and seal of office, this 24th day of February, 2010.

Judy Kemp
NOTARY PUBLIC, State of Texas

Return to:

LINEBARGER GOGGAN
BLAIR & SAMPSON, LLP
1300 MAIN, STE 300 (77002)
P O BOX 3064
HOUSTON, TX 77253-3064



Deed under order of Sale **Suit No. 2007-76701**

REF 070-36-1334

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in the number Sequence on the date and at this changed herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

MAR 23 2010



Donna L. Kuyper
COUNTY CLERK
HARRIS COUNTY, TEXAS

Donna L. Kuyper
COUNTY CLERK
HARRIS COUNTY, TEXAS

2010 MAR 23 AM 10:06

FILED

MAP ID - 58

HCAD ID - 0141390000002

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

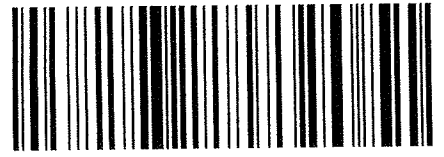
FIRST CLASS



U.S. POSTAGE
ZIP 77002
02 1W
000109494

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 1160 0007 3772 2162

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Nicholas R Alvarado
3410 Chapman St
Houston, TX 77009-5812

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

Postage	\$	Postmark Here
Certified Fee		
Return Receipt Fee (Endorsement Required)		

Res (Endt) **Nicholas R Alvarado**
Tot: **5010 Lelia St**

Sent **Houston, TX 77009-5812**
Street or PO Box No.
City, State, ZIP+4

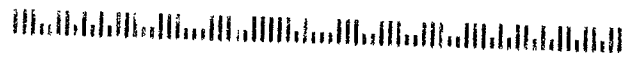
PS Form 3800, June 2002 See Reverse for Instructions

2972 777 0000 0000 0000 0000 0000 0000 0000 0000

FIRST CLASS

NIXIE 770092045-1N 09/10/14

RETURN TO SENDER
NO SUCH NUMBER
UNABLE TO FORWARD
RETURN TO SENDER



First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY						
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; padding: 2px;">B. Received by (<i>Printed Name</i>)</td> <td style="width: 50%; padding: 2px;">C. Date of Delivery</td> </tr> </table> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	B. Received by (<i>Printed Name</i>)	C. Date of Delivery				
B. Received by (<i>Printed Name</i>)	C. Date of Delivery						
<p>1. Article Addressed to:</p> <p style="margin-left: 40px;">Nicholas R Alvarado</p> <p style="margin-left: 40px;">5010 Lelia St</p> <p style="margin-left: 40px;">Houston, TX 77009-5812</p>	<p>3. Service Type</p> <table style="width: 100%;"> <tr> <td><input type="checkbox"/> Certified Mail</td> <td><input type="checkbox"/> Express Mail</td> </tr> <tr> <td><input type="checkbox"/> Registered</td> <td><input type="checkbox"/> Return Receipt for Merchandise</td> </tr> <tr> <td><input type="checkbox"/> Insured Mail</td> <td><input type="checkbox"/> C.O.D.</td> </tr> </table> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail	<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise	<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.
<input type="checkbox"/> Certified Mail	<input type="checkbox"/> Express Mail						
<input type="checkbox"/> Registered	<input type="checkbox"/> Return Receipt for Merchandise						
<input type="checkbox"/> Insured Mail	<input type="checkbox"/> C.O.D.						
<p>2. Article Numt 7004 1160 0007 3772 2162 (<i>Transfer from</i>)</p>							
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>							





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Nicholas R Alvarado
3410 Chapman St
Houston, TX 77009-5812

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5010 Lelia St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Alvarado:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

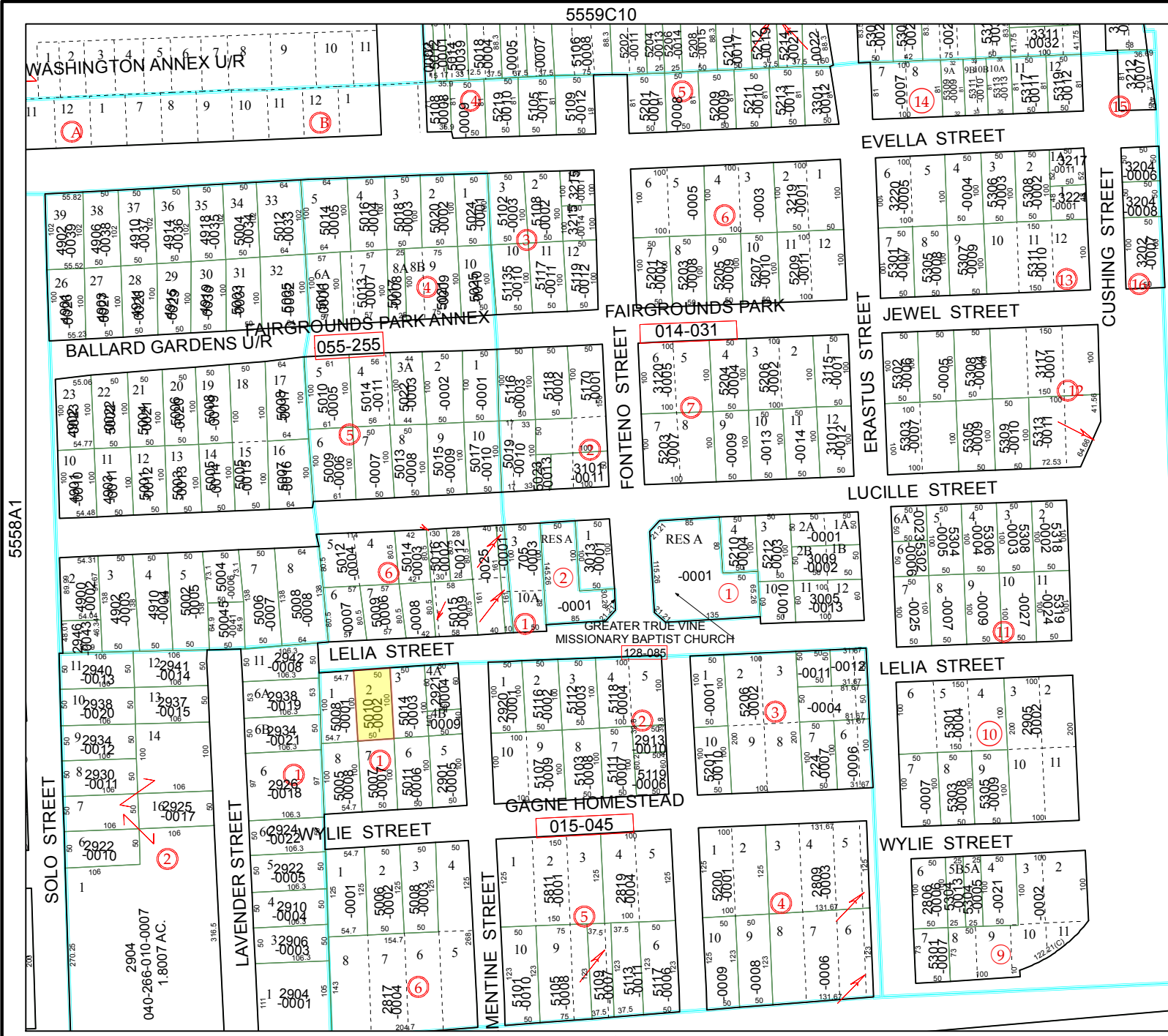
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large, stylized initial 'G'.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



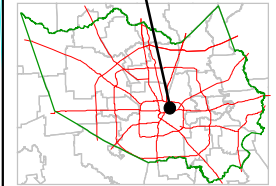
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9233
Date: December 12, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 5th day of December, 2012, we find the following:

Title Vested In:

Dickson Investment Company (by Deeds filed for record under Harris County Clerk's File Nos. L941044 and Y586219)

Property Description: (Map ID# 58) (Tax ID# 014-139-000-0002)

Lot Two (2), in Block One (1), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Notice of Lien for work or improvements, filed September 23, 1977 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. F308291, to secure the repayment of the sum of \$25.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.

- 2) Notice of Lien for work or improvements, filed January 18, 1983 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. H781512, to secure the repayment of the sum of \$170.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 3) Demo lien by City of Houston, Ordinance No. 83-1600 filed under Harris County Clerk's File No. J317654, it was determined there may be a necessity for a demolition lien against the herein described property. Pursuant thereto, the following: Notice Of Involuntary Lien in connection with demolition (city tax account No: 069-056-00-002-3) filed on November 8, 1984, under Harris County Clerk's File No. J772455, executed by the City of Houston, claiming a lien on the subject property, in the amount of \$964.91, plus cost and interest.
- 4) Notice of Lien for work or improvements, filed March 31, 1986 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. K469320, to secure the repayment of the sum of \$185.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 5) Notice of Lien for work or improvements, filed October 13, 1986 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. K781780, to secure the repayment of the sum of \$210.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 6) Notice of Lien for work or improvements, filed January 12, 1988 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. L501579, to secure the repayment of the sum of \$170.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 7) Notice of Lien for work or improvements, filed January 5, 1989 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. L998412, to secure the repayment of the sum of \$140.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 8) Notice of Lien for work or improvements, filed April 24, 1992 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. N638584, to secure the repayment of the sum of \$255.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 9) Notice of Lien for work or improvements, filed December 9, 2005 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. Y953997, to secure the repayment of the sum of \$350.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.
- 10) Notice of Lien for work or improvements, filed September 29, 2010 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. 20100417941, to secure the repayment of the sum of \$605.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.

Involuntary Liens:

- 1) We find reference to Cause No. 2012-40730, in the District Court of Harris County, Texas, styled City of Houston, etal vs. Dickson Investment Company, etal. It is assumed that said cause of action is for delinquent taxes due on subject property.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

CONFIRMED FILE DATE: 7/20/2012

FILED

Chris Daniel
District Clerk

JUL 20 2012

Time: 10:24
By S. Taylor
Harris County, Texas
Deputy

SUIT NO. 2012-40730

HARRIS COUNTY, ET AL

VS.

DICKSON INVESTMENT COMPANY, ET
AL

§
§
§
§
§

IN THE DISTRICT COURT

152 JUDICIAL DISTRICT

HARRIS COUNTY, TEXAS

**ORIGINAL PETITION FOR TAXES AND
CLAIM FOR CITY OF HOUSTON SPECIAL ASSESSMENTS**

TO THE HONORABLE JUDGE OF SAID COURT:

I.

PLAINTIFF(S)

This suit is brought for the recovery of delinquent ad valorem taxes under TEX. TAX CODE § 33.41 by the following named Plaintiff(s), whether one or more, each of which is a taxing unit and is legally constituted and authorized to impose and collect taxes on property:

HARRIS COUNTY, on behalf of itself and the following county-wide taxing authorities, the HARRIS COUNTY DEPARTMENT OF EDUCATION, the PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, the HARRIS COUNTY FLOOD CONTROL DISTRICT, the HARRIS COUNTY HOSPITAL DISTRICT (hereinafter Harris County), CITY OF HOUSTON, HOUSTON INDEPENDENT SCHOOL DISTRICT and HOUSTON COMMUNITY COLLEGE SYSTEM

The Plaintiff(s) intends discovery to be conducted under Level 2 of Rule 190, Texas Rules of Civil Procedure.

DEFENDANT(S)

The following are named as Defendant(s) in this suit, and they may be served with notice of these claims by service of citation at the address and in the manner shown as follows:

Dickson Investment Company, A Texas Corporation, whose corporate charter was forfeited on February 15, 1994 for nonpayment of franchise taxes, and upon whom service may be obtained by serving its President, J W. Dickson at 9805 Lou Edd, Houston, TX 77070;

The unknown shareholders, successors, and assigns of Dickson Investment Company, Unknown Address;

Century Wester, Inc., A Texas Corporation, FKA Commonwealth Credit Corporation, that was involuntarily dissolved on February 24, 1951 for failing to maintain a registered agent, and upon whom service may be obtained by serving its President, R David Crocker at 769 San Jacinto St., Houston, TX 77002;

The unknown shareholders, successors, and assigns of Century Western, Inc., Unknown Address;

Nicholas R. Alvarado, AKA Nicholas Reyes Alvarado, 5223 Kelling, Houston, TX 77045

if living, and if any or all of the above named Defendant(s) be deceased, the unknown heirs of each or all of the said above named deceased persons; and the unknown owner or owners of the following described property; and the executors, administrators, guardians, legal representatives, devisees or the above named persons; and any and all other persons, including adverse claimants, owning or having any legal or equitable interest or lien upon the below described property located in the county in which this suit is brought.

If any party is shown at an unknown address, the Defendant(s) include such person's unknown heirs, successors and assigns, whose identity and location are unknown, unknown owners, such unknown owner's heirs, successors and assigns, and any and all other persons, including adverse claimants, owning or having or claiming any legal or equitable interest in or lien upon the property which is the subject of the delinquent tax claim in this case.

The following taxing unit(s), whether one or more, is joined as a party herein as required by TEX. TAX CODE § 33.44(a) because it may have a claim and lien for delinquent taxes against all or part of the same property described below: **NONE**. The foregoing named taxing unit(s), if any, is invited to add its claim by intervening herein.

II.

Claims for all taxes becoming delinquent on said property at any time subsequent to the filing of this suit, up to the day of judgment, including all penalties, interest, attorney's fees, and costs on same, are incorporated in this suit, and Plaintiff(s) is entitled to recover the same, upon proper proof, without further citation or notice. Plaintiff(s) is further entitled to recover each penalty that is incurred and all interest that accrues on all delinquent taxes imposed on the property from the date of judgment to the date of sale.

III.

As to each separately described property shown below, there are delinquent taxes, penalties, interest, and costs justly due, owing and unpaid to Plaintiff(s) for the tax years and in the amounts as follows, if paid in July, 2012

PROPERTY AND AMOUNTS OWED

ACCT. NO. 0141390000002; Lot 2 in Block 1 of Subdivision of Shares 2 and 3 of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

HARRIS COUNTY

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$28.82	\$70.89	\$99.71
1993	\$28.83	\$67.47	\$96.30

1994	\$30.07	\$81.29	\$111.36
1995	\$29.99	\$76.93	\$106.92
1996	\$31.07	\$75.40	\$106.47
1997	\$31.09	\$71.17	\$102.26
1998	\$31.09	\$66.87	\$97.96
1999	\$31.10	\$62.62	\$93.72
2000	\$31.10	\$58.32	\$89.42
2001	\$31.02	\$57.57	\$88.59
2002	\$31.01	\$53.09	\$84.10
2003	\$31.02	\$48.64	\$79.66
2004	\$80.79	\$115.05	\$195.84
2005	\$80.78	\$103.41	\$184.19
2006	\$80.79	\$91.78	\$172.57
2007	\$79.48	\$78.83	\$158.31
2008	\$79.48	\$67.38	\$146.86
2009	\$79.51	\$55.97	\$135.48
2010	\$79.57	\$44.57	\$124.14
2011	\$79.57	\$33.10	\$112.67

TOTALS: \$1,006.18 \$1,380.35 \$2,386.53

CITY OF HOUSTON

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$30.24	\$90.08	\$120.32
1993	\$30.24	\$85.91	\$116.15
1994	\$31.92	\$86.28	\$118.20
1995	\$31.92	\$81.87	\$113.79
1996	\$31.92	\$77.47	\$109.39
1997	\$31.92	\$73.06	\$104.98
1998	\$31.92	\$68.66	\$100.58
1999	\$31.92	\$64.25	\$96.17
2000	\$31.44	\$58.95	\$90.39
2001	\$31.44	\$58.36	\$89.80
2002	\$31.44	\$53.82	\$85.26
2003	\$31.44	\$49.30	\$80.74
2004	\$81.25	\$115.71	\$196.96
2005	\$80.94	\$103.61	\$184.55
2006	\$80.63	\$91.59	\$172.22
2007	\$80.47	\$79.83	\$160.30
2008	\$79.84	\$67.70	\$147.54
2009	\$79.84	\$56.20	\$136.04
2010	\$79.84	\$44.71	\$124.55
2011	\$79.84	\$33.21	\$113.05

TOTALS: \$1,020.41 \$1,440.57 \$2,460.98

HOUSTON INDEPENDENT SCHOOL DISTRICT

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$66.44	\$197.92	\$264.36
1993	\$66.43	\$188.73	\$255.16
1994	\$66.43	\$179.56	\$245.99
1995	\$66.43	\$170.39	\$236.82
1996	\$66.43	\$161.22	\$227.65
1997	\$66.43	\$152.06	\$218.49
1998	\$70.03	\$150.63	\$220.66
1999	\$70.03	\$140.97	\$211.00
2000	\$72.91	\$136.71	\$209.62
2001	\$75.84	\$140.76	\$216.60
2002	\$75.84	\$129.84	\$205.68
2003	\$75.84	\$118.92	\$194.76
2004	\$199.88	\$284.63	\$484.51
2005	\$202.50	\$259.20	\$461.70
2006	\$184.46	\$209.55	\$394.01
2007	\$144.59	\$143.43	\$288.02
2008	\$144.59	\$122.61	\$267.20
2009	\$144.59	\$101.79	\$246.38
2010	\$144.59	\$80.97	\$225.56
2011	\$144.59	\$60.15	\$204.74
TOTALS:	\$2,148.87	\$3,130.04	\$5,278.91

HOUSTON COMMUNITY COLLEGE SYSTEM

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$2.58	\$7.69	\$10.27
1993	\$2.63	\$7.47	\$10.10
1994	\$2.82	\$7.62	\$10.44
1995	\$2.82	\$7.23	\$10.05
1996	\$3.03	\$7.35	\$10.38
1997	\$3.18	\$7.27	\$10.45
1998	\$3.18	\$6.84	\$10.02
1999	\$3.35	\$6.75	\$10.10
2000	\$3.95	\$7.41	\$11.36
2001	\$3.90	\$7.24	\$11.14
2002	\$3.90	\$6.67	\$10.57
2003	\$3.90	\$6.12	\$10.02
2004	\$12.00	\$17.09	\$29.09
2005	\$11.97	\$15.32	\$27.29
2006	\$11.90	\$13.52	\$25.42
2007	\$11.55	\$11.45	\$23.00

2008	\$11.55	\$9.80	\$21.35
2009	\$11.53	\$8.11	\$19.64
2010	\$11.53	\$6.46	\$17.99
2011	\$12.15	\$5.06	\$17.21
TOTALS:	\$133.42	\$172.47	\$305.89
TOTAL DUE			\$10,432.31

The total aggregate amount of taxes, penalties, interest, and attorney's fees (if any) for which Plaintiff(s) sues is **\$10,432.31**, subject to additional taxes, penalties, interest, and attorney's fees that accrue subsequent to the filing of this petition.

IV.

All of the taxes were authorized by law and legally imposed in the county in which this suit is brought. The taxes were imposed in the amount(s) stated above on each separately described property for each year specified and on each person named, if known, who owned the property on January 1 of the year for which the tax was imposed. Plaintiff(s) now has and asserts a lien on each tract of real property and each item of personal property described herein to secure the payment of all taxes, penalties, interest and costs due. Pursuant to Rule 54 of the Texas Rules of Civil Procedure, Plaintiff(s) affirmatively avers that all things required by law to be done have been done properly by the appropriate officials and all conditions precedent have been met.

V.

All of the property described above was, at the time the taxes were assessed, located within the territorial boundaries of each taxing unit in whose behalf this suit is brought. All Defendants named in this suit either owned the property that is the subject of this suit on January 1 of the year in which taxes were imposed on said property, or owned or claimed an interest in or lien upon said property at the time of the filing of this suit. The value of any personal property that may be described above, and against which the tax lien is sought to be enforced, is in excess of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

VI.

The Law Firm represented by the attorney whose name is signed hereto is legally authorized and empowered to institute and prosecute this action on behalf of Plaintiff(s). Plaintiff(s) should recover attorney's fees as provided by law for the prosecution of this case, and such attorney's fees should be taxed as costs.

VII.

Plaintiff(s) may have incurred certain expenses in the form of abstractor's costs in procuring data and information as to the name, identity and location of necessary parties, and in procuring necessary legal descriptions of the property that is the subject of this suit. Said expenses, if incurred, are reasonable and are in the following amount: \$850.00. The abstractor's costs, if any be shown, should be taxed as costs herein.

VIII.

Plaintiff CITY OF HOUSTON, a home-rule municipality duly incorporated, organized and existing under and by virtue of the laws of the State of Texas, brings a cause of action for recovery of certain special assessments pursuant to one or more of the following provisions: (a) Chapter 342 of the TEX. HEALTH & SAFETY CODE and its predecessor statute TEX. REV. CIV. STAT. ANN. Art. 4436 (repealed), which authorized the cleaning of buildings, establishments, or ground from filth, carrion, or other impure or unwholesome matter and the cutting or removal of weeds, rubbish, brush, the filling of pools, or the removal of rubbish or other objectionable, unsightly, or unsanitary matter, (b) Chapter 214 of the TEX. LOCAL GOV'T CODE and its predecessor statute TEX. REV. CIV. STAT. ANN. Art. 1175 (repealed), which authorizes the securing, demolition or repair of a building that is dilapidated, substandard or unfit for human habitation, or a hazard to the public health, safety and welfare, (c) Chapters 311, 312 and/or 313 of the TEX. TRANSP. CODE and its predecessor statute TEX. REV. CIV. STAT. Art. 1086 et seq. (repealed), which authorizes the improvements of streets and highways by filling, grading, raising, and paving the same and constructing or repairing sidewalks, curbs, gutters, sewers and drains appurtenant thereto, and (d) Articles IX and XI of Chapter 10 of the City of Houston's Code of Ordinances, together with Article IVb, Sections 1 and 2 of the City of Houston's Charter, all enacted under the foregoing statutory provisions. Such assessments were made against the property.

All conditions precedent to the perfection of said special liens have occurred or been performed by the proper officials of said City. The CITY OF HOUSTON seeks an order foreclosing its special assessment liens as authorized and in the priority provided by law.

The assessments described hereinabove accrue interest at the rate of ten percent (10%) per annum for assessments arising under Chapter 342 of the TEX. HEALTH & SAFETY CODE or its predecessor statute, and Chapter 214 of the TEX. LOCAL GOV'T CODE or its predecessor statute. Assessments arising under Chapters 311, 312 and/or 313, TEX. TRANSP. CODE or its predecessor statute accrue interest at the rate of the greater of (a) eight percent (8%) per annum, or (b) the rate payable by the city on its most recently issued general obligation bonds as determined on the date the property owners received notice of the special assessment hearing. Default has been made by the Defendant owner(s) in the payment of said assessments following demand by said City for payment of the past due principal and interest; and the CITY OF HOUSTON has elected to exercise its option to declare said sum due and payable in full, with accrued interest, and has place the same with LINEBARGER GOGGAN BLAIR & SAMPSON, LLP, Attorneys at Law, for collection and this suit. The joinder of this claim with the claim for delinquent taxes is authorized by TEX. TAX CODE § 33.41(c).

The law firm whose name is signed hereto is legally authorized and empowered to institute and prosecute this action on behalf of the CITY OF HOUSTON. Reasonable attorney's fees should be awarded in favor of the city for the prosecution of this case, and such attorney's fees should be taxed as costs.

PRAYER

WHEREFORE, PREMISES CONSIDERED, Plaintiff(s) requests that citation be issued and served upon each Defendant named herein, commanding them to appear and answer herein in the time and manner required by law. Plaintiff(s) further prays, upon final hearing in this cause, for foreclosure

of its liens against the above-described property securing the total amount of all delinquent taxes, penalties and interest, including taxes, penalties and interest becoming delinquent during the pendency of this suit, costs of court, attorney's fees, abstract fees, and expenses of foreclosure sale. Plaintiff(s) further prays for personal judgment against Defendant(s) who owned the property on January 1 of the year for which the taxes were imposed for all taxes, penalties, interest, and costs that are due or will become due on the property, together with attorney's fees and abstractor's fees. Plaintiff City of Houston further prays for foreclosure of its lien securing those special assessments set out above, together with the interest thereon, plus attorney's fees in a reasonable amount. Plaintiff(s) further prays for: (1) the appropriate order of sale requiring the foreclosed property to be sold, free and clear of any right, title, or interest owned or held by any named Defendant, at public auction in the manner prescribed by law, and (2) writs of execution, directing the sheriffs and constables for the State of Texas, to search out, seize, and sell sufficient property of the Defendant(s) against whom personal judgment may be awarded to satisfy the lawful judgment sought herein. Finally, Plaintiff(s) prays for such other and further relief, at law or in equity, to which it may show itself justly entitled. However, Plaintiff(s) do not pray for personal judgment against any defendant(s) identified in paragraph I as IN REM ONLY. Plaintiff(s) pray for costs of court and for such other and further relief, at law or in equity, to which they may show themselves justly entitled.

Respectfully submitted,

LINEBARGER GOGGAN
BLAIR & SAMPSON, LLP
1300 Main
Suite 300 (77002)
P.O. Box 3064
HOUSTON, TX 77253-3064
(713) 844-3580, (713) 844-3502 - Fax



Anthony "Tony" W. Nims
State Bar No. 15031500
Herbert "Trey" A. Stone, III
State Bar No. 24041980
Damon D. Edwards
State Bar No. 24027156
Pankaj R. Parmar
State Bar No. 00792098
Angelica M. Hernandez
State Bar No. 00797872
Attorney for Plaintiff(s)

MAP ID - 62

HCAD ID - 0141400000001

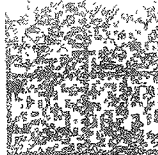
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NIXIE 770252009-1N 09/16/14

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UNABLE TO FORWARD
RETURN TO SENDER

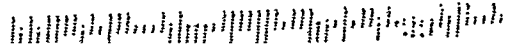
UNC 
CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002



Jack Perkins
2920 Clementine St
Houston, TX 77026-5204

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UNC
UNC

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First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p>	
<p>1. Article Addressed to:</p> <p>Jack Perkins 2920 Clementine St Houston, TX 77026-5204</p>	<p>B. Received by (<i>Printed Name</i>)</p>	<p>C. Date of Delivery</p>
	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
	<p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
	<p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	
<p>2. Article Number <i>(Transfer from se)</i></p>	<p>7004 1160 0007 3772 2209</p>	
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>		





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Jack Perkins
2920 Clementine St
Houston, TX 77026-5204

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2920 Clementine St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Perkins:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

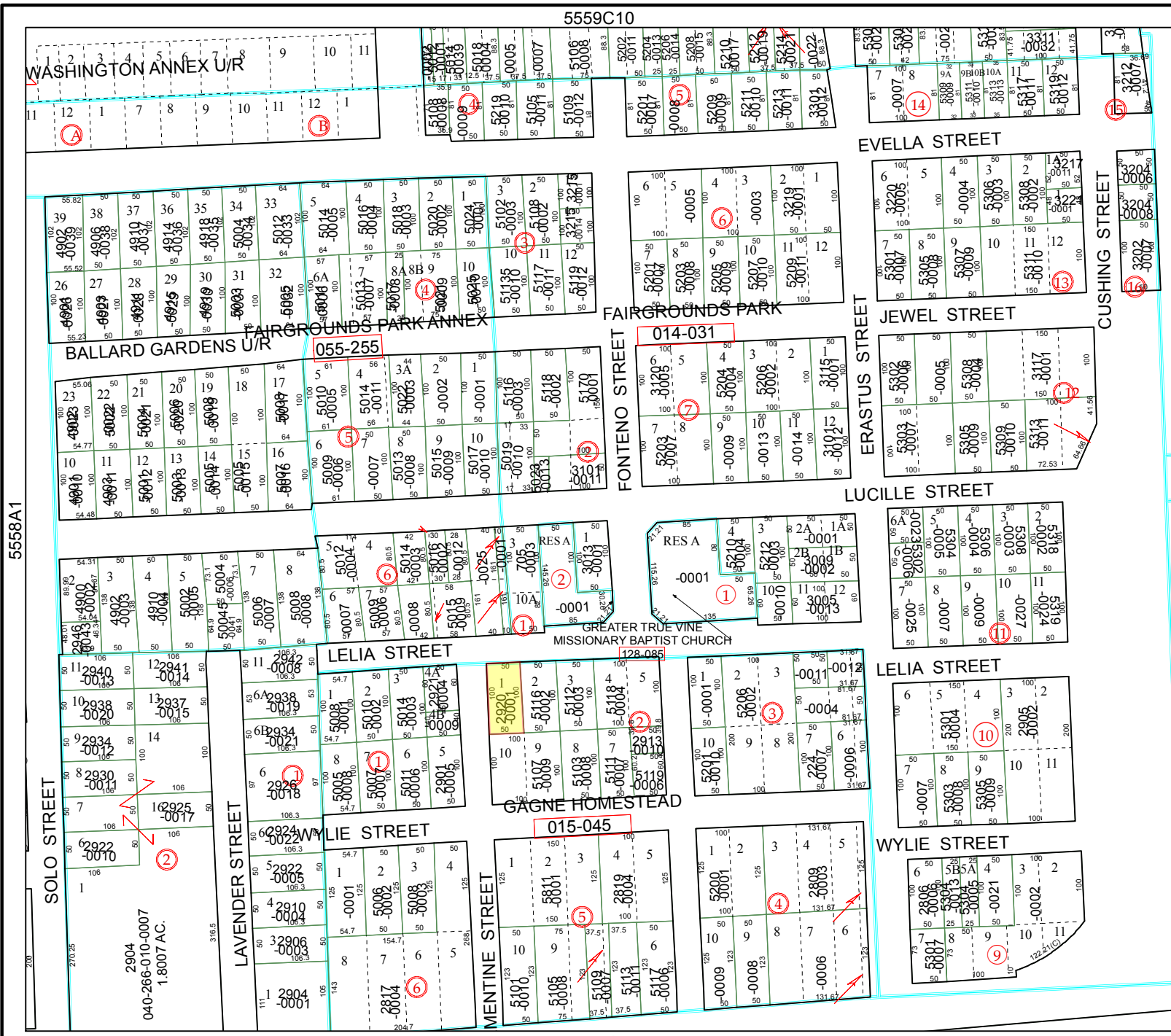
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

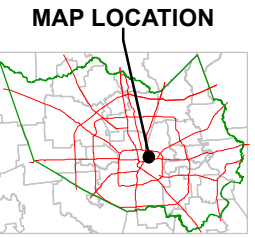


Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

5559C10

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-9273
Date: December 15, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of December, 2012, we find the following:

Title Vested In:

Amidee Capital Group, LLC (by Deed under Order of Sale in Tax Suits filed for record under Harris County Clerk's File No. Y376238)

Property Description: (Map ID# 62) (Tax ID# 014-140-000-0001)

Lot One (1), in Block Two (2), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lelia Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) Notice of Federal Tax Lien filed November 10, 2009, under Harris County Clerk's File No. 20090511568, against Amidee Capital Group, LLC, in the principal amount of \$27,540.00.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

3592

Department of the Treasury - Internal Revenue Service

Form 668 (Y)(c)

(Rev. February 2004)

Notice of Federal Tax Lien

Area: SMALL BUSINESS/SELF EMPLOYED AREA #5
Lien Unit Phone: (800) 829-3903

Serial Number 592686909

For Optional Use by Recording Office

As provided by section 6321, 6322, and 6323 of the Internal Revenue Code, we are giving a notice that taxes (including interest and penalties) have been assessed against the following-named taxpayer. We have made a demand for payment of this liability, but it remains unpaid. Therefore, there is a lien in favor of the United States on all property and rights to property belonging to this taxpayer for the amount of these taxes, and additional penalties, interest, and costs that may accrue.

Name of Taxpayer AMIDEE 2004-I TAX DEED AND % AMIDEE CAPITAL GROUP LLC GEN PTR

20090514568
11/10/2009 - RP2 = \$11.00

Residence 14420 W SYLVANFIELD DR STE 100
HOUSTON, TX 77014-1679

IMPORTANT RELEASE INFORMATION: For each assessment listed below, unless notice of the lien is refiled by the date given in column (e), this notice shall, on the day following such date, operate as a certificate of release as defined in IRC 6325(a).

Kind of Tax (a)	Tax Period Ending (b)	Identifying Number (c)	Date of Assessment (d)	Last Day for Refiling (e)	Unpaid Balance of Assessment (f)
1065	12/31/2007	20-1907862	11/17/2008	12/17/2018	27540.00

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in the number Sequence on the date and at the stamp herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

NOV 10 2009



Dorothy B. Hayden
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED FOR RECORD
8:00 AM

NOV 10 2009

Dorothy B. Hayden
County Clerk, Harris County, Texas

Place of Filing
COUNTY CLERK
HARRIS COUNTY
HOUSTON, TX 77251

Total \$ 27540.00

This notice was prepared and signed at NASHVILLE, TN, on this,

the 22nd day of October, 2009.

Signature *R. A. Mitchell*
for THERESA HARLEY

Title ACS
(800) 829-3903

25-00-0008

(NOTE: Certificate of officer authorized by law to take acknowledgment is not essential to the validity of Notice of Federal Tax lien Rev. Rul. 71-466, 1971 - 2 C.B. 409)

RP 466-71-1265

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

MAP ID - 65

HCAD ID - 0141410000004

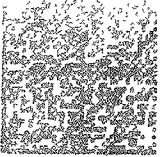
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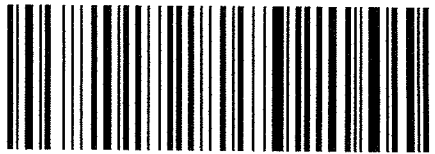
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PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS; FOLD AT DOTTED LINE

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CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Mallie Pittman
6127 Westover St
09/26/14 33-1235

NIXIE 770332002-1N

RETURN TO SENDER
UNABLE TO FORWARD
UNABLE TO FORWARD
RETURN TO SENDER



297
8-30-14

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DuPont™ Tyvek®
Protect What's Inside.™

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>B. Received by (Printed Name) C. Date of Delivery</p>
<p>1. Article Addressed to:</p> <p>Mallie Pittman 0 Lelia St Houston, TX 77033-1235</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>
<p>2. Article Number <u>7004 2510 0004 3684 0059</u> (Transfer from ser _____)</p>	
<p>PS Form 3811, February 2004 Domestic Return Receipt 102595-02-M-1540</p>	

Made in USA





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Mallie Pittman
6127 Westover St
Houston, TX 77033-1235

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 0 Lelia St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Ms. Pittman:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

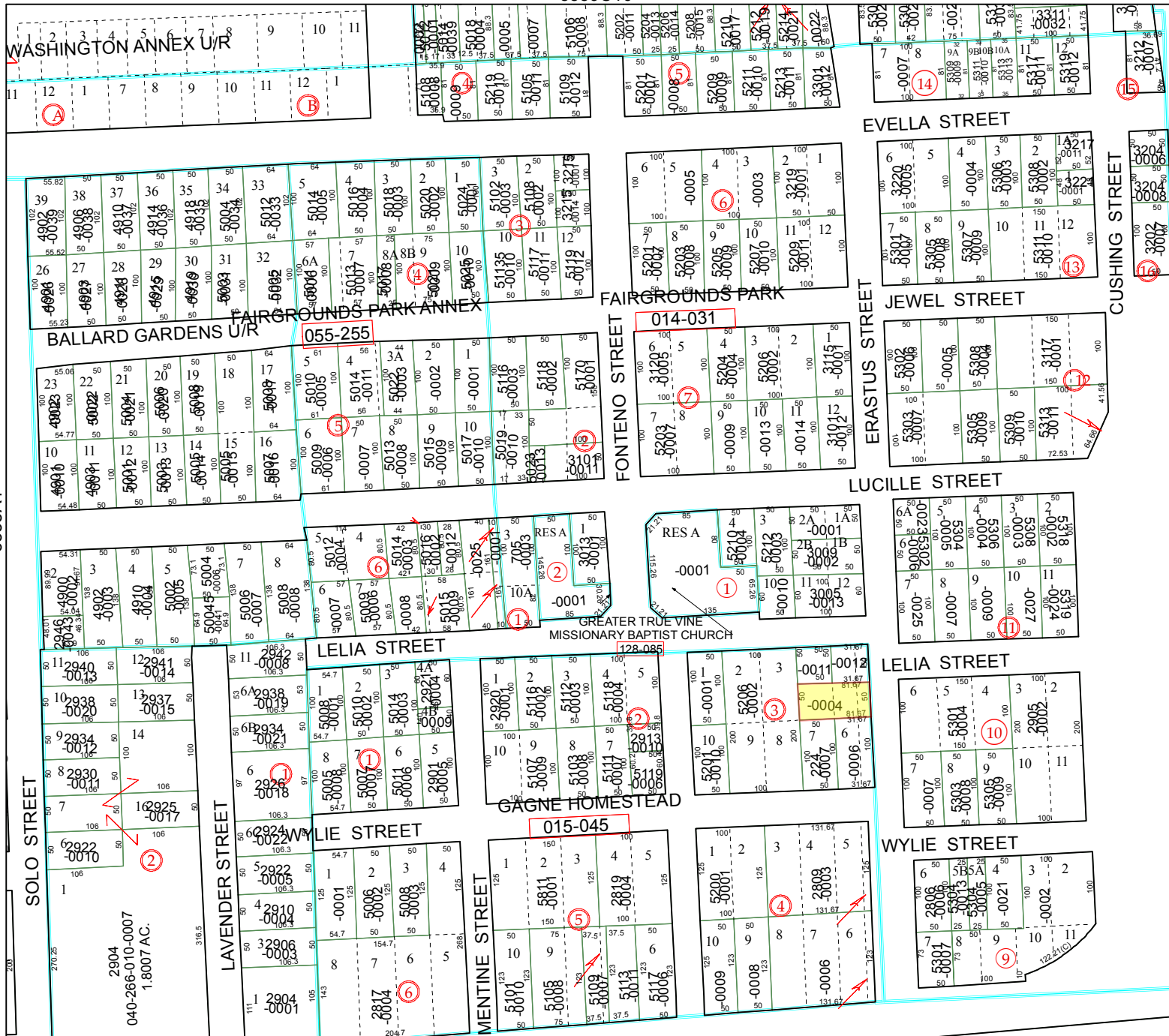


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



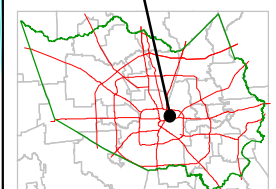
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

5558A1



**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0486

Date: January 23, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Mallie Pittman, Jr. and wife, Belinda Pittman (by Deed filed for record under Harris County Clerk's File No. F265687)

Property Description: (Map ID# 65) (Tax ID# 014-141-000-0004)

The South One-half (S 1/2) of Lots Four (4) and Five (5), in Block Three (3), of Finn Subdivision out of the Gagne Homestead, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 1, Page 55 of the Map Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Right-of-way easement affecting subject property as granted to the County of Harris as located in instrument(s) filed for record under Volume 947, Page 441 of the Deed Records of Harris County, Texas.
- b) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 28, 1966, (topping project no. 150), filed under Harris County Clerk's File No. C239838, (Film Code No. 046-23-1376), executed by the City of Houston, showing portions of Erastus Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.
- 2) Notice of Lien for work or improvements, filed August 12, 1982 by Health Officer, City of Houston, in the Office of the County Clerk of Harris County, Texas, under Clerk's File No. H571548, to secure the repayment of the sum of \$106.00 plus interest and costs, for cutting weeds, clearing and cleaning of the subject property.

Involuntary Liens:

- 1) We find reference to Cause No. 2005-18017, in the District Court of Harris County, Texas, styled Harris County et al vs. Mallie Pittman, Jr. and Belinda Pittman. It is assumed that said cause of action is for delinquent taxes due on subject property.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

3 P-8
8A

Cause No. 2005-18017

HARRIS COUNTY, ET AL § IN THE DISTRICT COURT
VS. § 295TH JUDICIAL DISTRICT
MALLIE PITTMAN, JR., ET AL § HARRIS COUNTY, TEXAS

FINAL JUDGMENT

On the 12th day of July, 2005, this cause being called in its regular order, came the Plaintiff Taxing Unit(s) whether Plaintiff(s), Intervenor(s) or Impleaded Plaintiff(s), to wit:

Plaintiff(s):

HOUSTON INDEPENDENT SCHOOL DISTRICT, (hereinafter HISD); and
CITY OF HOUSTON, (hereinafter CITY); and
HARRIS COUNTY, on behalf of itself and the following county wide taxing jurisdictions:
The HARRIS COUNTY EDUCATION DEPARTMENT,
The PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY,
The HARRIS COUNTY FLOOD CONTROL DISTRICT,
The HARRIS COUNTY HOSPITAL DISTRICT, (hereinafter COUNTY); and
HOUSTON COMMUNITY COLLEGE SYSTEM, (hereinafter HCCS),

FILED
CHARLES BACARISE
DISTRICT CLERK
HARRIS COUNTY, TEXAS
05 JUL 13 AM 10: 04
DEPUTY

The defendant(s) are as follows:

Mallie Pittman, Jr. who has answered and has been duly notified of trial and who has ~~appeared~~/failed to appear in Court.

Belinda Pittman who has been duly notified of trial and who has ~~appeared~~/failed to appear in Court.

Said cause came on for trial and no jury was demanded. All matters of controversy, both of fact and of law, were submitted to the Court. The Court, after considering the pleadings, evidence, and arguments of counsel, grants judgment as follows:

IT IS ORDERED that Plaintiff Taxing Unit(s) shall not be granted any monetary relief against any defendant(s) identified as IN REM ONLY herein above.

IT IS ORDERED that the Plaintiff Taxing Unit(s) recover of and from the Defendant(s), as indicated above, the total sums of money set out below, which claims are secured by tax liens against the property hereinafter described:

LEGAL DESCRIPTION:

THE SOUTH ONE-HALF OF LOTS 4 AND 5 IN BLOCK 3 OUT OF E. A. FINN SUBDIVISION OF SHARES 2 & 3 OF THE GAGNE HOMESTEAD, A SUBDIVISION IN HARRIS COUNTY, TEXAS ACCORDING TO

Cause No. 2005-18017

DC (2-1, 10-1)

THE MAP OR PLAT THEREOF RECORDED IN VOLUME 1, PAGE 55 OF THE MAP RECORDS OF HARRIS COUNTY, TEXAS; BEING MORE PARTICULARLY DESCRIBED IN DEED RECORDED UNDER CLERK'S FILE NO. F265687 IN THE OFFICIAL PUBLIC RECORDS OF REAL PROPERTY OF HARRIS COUNTY, TEXAS.

HCAD DESCRIPTION:

TRS 4B & 5B BLK 3 GAGNE HOMESTEAD

ACCOUNT NUMBER:

0141410000004

ADJUDGED MARKET VALUE: \$12,500

	Tax Years	Delinquent Base Tax	Penalty & Interest	33.48 Atty's Fees	Research Fee	Total
H I S D	1996-2004	\$773.23	\$650.84	\$0.00	\$0.00	\$1,424.07
C O U N T Y	2003	\$12.42	\$6.96	\$0.00	\$250.00	\$269.38
C I T Y	2003	\$12.59	\$7.05	\$0.00	\$0.00	\$19.64
H C C S	2003	\$1.56	\$0.88	\$0.00	\$0.00	\$2.44

IT IS ORDERED that the Plaintiff Taxing Unit(s) have and recover from the Defendant(s) interest at the rate of one (1%) percent per month on the base tax amount for 2004 and prior tax years beginning August 1, 2005 until paid.

IT IS ORDERED that the Plaintiff Taxing Unit(s), do have and recover from the Defendant(s), all court costs that have been, and will be incurred in the prosecution of this cause. All costs of court shall be paid by the Defendant(s), for which let execution issue.

IT IS ORDERED that CHRIS STACY, Tax Master be awarded FORTY-FIVE DOLLARS (\$45.00) as a Tax Master fee and that such amount be taxed against Defendant(s) as costs in this cause.

IT IS ORDERED that the following taxing units, having been joined herein but having failed to plead and prove their claims for delinquent taxes on the above described real property, shall have their tax liens on such property extinguished for all delinquent taxes due, as of the date of this judgment, pursuant to the provisions of the Texas Property Tax Code, to wit:

NONE

IT IS ORDERED that a tax lien against each of the above-described real property secures the payment of all taxes, penalties, interest, title research fees, attorney fees, city liens, and costs of court, attributable to each of said real property. Such tax lien(s) are prior and superior to all claims, right, title, interest, or lien(s) asserted by any Defendant(s) herein. Plaintiff Taxing Unit(s) shall have foreclosure of said tax lien(s) on each of said real property against Defendant(s) or any person(s) claiming through said Defendant(s) by any right, title or interest acquired during the

pendency of this suit. Further, said property is ORDERED SOLD in satisfaction of the amount of the judgment. The Clerk of this court is directed to issue an order of sale, upon the request of any Plaintiff Taxing Unit(s) that is a party to this suit, commanding that any Sheriff or any Constable of the State of Texas seize, levy upon, advertise for sale, and sell said real property to the highest bidder for cash, as under execution, pursuant to the provisions of the Texas Property Tax Code.

IT IS ORDERED that the property may be sold to a taxing unit that is a party to the suit or any other person, other than a person owning an interest in the property or any party to the suit that is not a taxing unit, for the adjudged market value of the property stated in the judgment or the aggregate amount of the judgments against the property, whichever is less.

IT IS ORDERED that if the property is sold for the adjudged market value, the net proceeds shall belong and be distributed to all taxing units which were parties to this suit and which have been adjudged to have tax liens against said property, pro rata and in proportion to the amounts of their respective tax liens as established in this judgment.

IT IS ORDERED that any excess in the proceeds of sale and above the amount necessary to defray the cost of suit, sale, other expenses made chargeable in this suit against such proceeds and to fully discharge the judgments against said property, shall be paid to the clerk of this Court and be retained by said clerk for disposition to any parties legally entitled thereto in accordance with the terms and provisions of the Texas Property Tax Code.

IT IS ORDERED that the clerk of this court shall issue a writ of possession, as authorized by law, to the purchaser at the foreclosure sale or his heirs, executors, administrators or assigns pursuant to the Texas Property Tax Code.

IT IS ORDERED that Plaintiff Taxing Unit(s) are allowed all such writs and processes as may be necessary in the enforcement and collection of this judgment.

IT IS ORDERED that this Judgment is in all things without prejudice to the authority and power of Plaintiff Taxing Unit(s) to hereinafter levy and collect taxes or to maintain a suit or suits to enforce and recover any taxes for the 2005 tax year and/or subsequent tax years on the property herein described.

IT IS ORDERED that all parties heretofore named in any pleadings filed by any party and not included in this judgment, and any property set out in previous pleadings but not included in this judgment, are hereby dismissed without prejudice to the right to refile their claims. Any other relief previously requested and not herein granted is expressly denied.

IT IS ORDERED that for all the above recovery, let execution issue.

Signed this the 15th day of Aug, 2005.


JUDGE PRESIDING

Cause No. 2005-18017

Page 3

SUBMITTED BY:

LINEBARGER GOGGAN BLAIR & SAMPSON, L.L.P.

Attorneys for HISD, City of Houston,

Harris County & HCCS

1301 Travis Street, Suite 300

Houston, Texas 77002

(713) 844-3580; FAX (713) 844-3502



PANKAJ R. PARMAR TBN. 00792098

ANTHONY W. NIMS TBN. 15031500

NORMAN J. NELSON TBN. 14904775

HERBERT A. STONE III TBN. 24041980

ANGELICA M. HERNANDEZ TBN. 00797872

VICTORIA VONDER HAAR TBN. 24028102

Cause No. 2005-18017

Page 4


CERTIFICATE OF SERVICE

I do hereby certify that a true and correct copy of the foregoing Final Judgment was mailed, faxed or hand-delivered to all opposing counsel and other parties listed below who have made an appearance in this suit pursuant to rule 21(a) T.R.C.P.

Mallie Pittman, Jr.
6127 Westover St.
Houston, Texas 77033-1235

Belinda Pittman
6127 Westover St.
Houston, Texas 77033-1235

All on this the 12th day of July, 2005.




Attorney Certifying

CERTIFICATE OF LAST KNOWN MAILING ADDRESS

Pursuant to rule 239(a), T.R.C.P., I do hereby certify that the address of any defaulting defendant named below is the last known address for that defendant:

Belinda Pittman
6127 Westover St.
Houston, Texas 77033-1235

All on this the 12th day of July, 2005.



Attorney Certifying

HARRIS COUNTY, ET AL

§

IN THE DISTRICT COURT

VS.

§

295TH JUDICIAL DISTRICT

MALLIE PITTMAN, JR., ET AL

§

HARRIS COUNTY, TEXAS

AFFIDAVIT OF NONMILITARY STATUS

Before me, the undersigned authority, personally appeared the undersigned affiant, known to me as:

- ~~PANKAJ R. PARMAR~~
- ~~ANTHONY W. NIMS~~
- ~~NORMAN J. NELSON~~
- ~~HERBERT A. STONE III~~
- ~~ANGELICA M. HERNANDEZ~~

VICTORIA VONDER HAAR

who, being duly sworn, on oath stated:

"I am Plaintiff's counsel in this cause.

Based upon the review of Plaintiff's records I have good reason to believe, and to believe, that Defendant(s) Belinda Pittman was not in any branch of the military when this suit was filed, has not been in military service at any time since then, and is not now in military service in any branch of the United States military. Pursuant to the Soldier's and Sailor's Civil Relief Act of 1940, the above information is based upon a Military Status Report located on a website maintained by the Defense Manpower Data Center which is an organization of the United States Department of Defense. The information provided in the Military Status Report is based upon the social security number and last name of the Defendant(s).

I have personal knowledge of the matters stated herein, all of which are true and correct."

PANKAJ R. PARMAR
 ANTHONY W. NIMS
 NORMAN J. NELSON
 HERBERT A. STONE III
 ANGELICA M. HERNANDEZ
 VICTORIA VONDER HAAR
 (Attorney for Plaintiff's)

SUBSCRIBED AND SWORN TO before me on this 12th day of July, 2005.

Notary Public in and for The State of Texas



FILED
 CHARLES BACARISSE
 DISTRICT CLERK
 HARRIS COUNTY, TEXAS
 05 JUL 13 AM 10: 04
 BY _____ DEPUTY

MAP ID - 71

HCAD ID - 0402660100008

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input checked="" type="checkbox"/> Agent <input checked="" type="checkbox"/> Addressee</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p>
<p>1. Article Addressed to:</p> <p>Sandra Rena Thompson 2942 Lavender St Houston, TX 77267-1646</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <p>3. Service Type <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>2. Article Number <u>7004 2510 0004 3684 0110</u> (<i>Transfer from</i> _____)</p>	



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Sandra Rena Thompson
PO Box 671646
Houston, TX 77267-1646

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 2942 Lavender St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Ms. Thompson:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

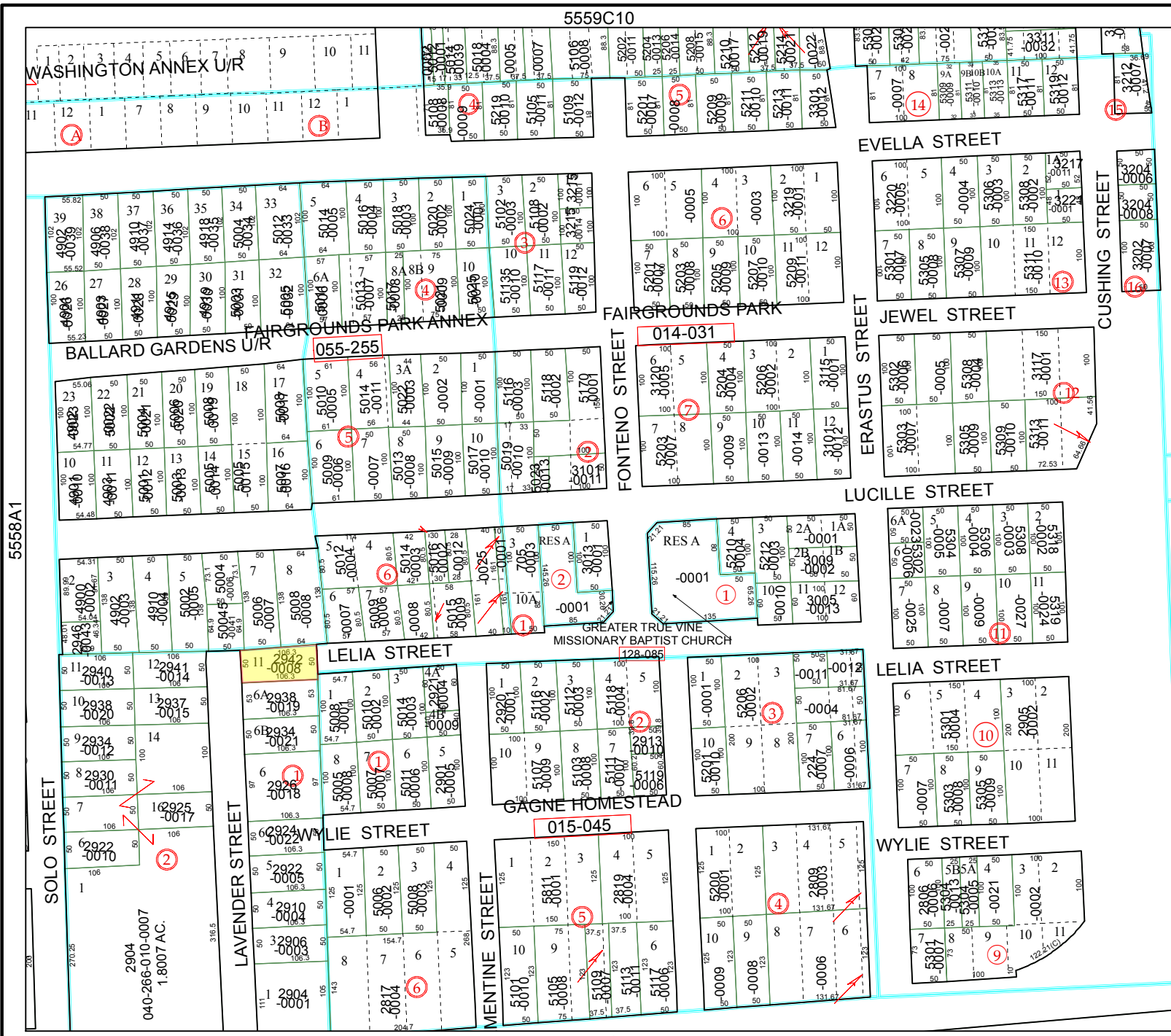
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive, slightly slanted style.

Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



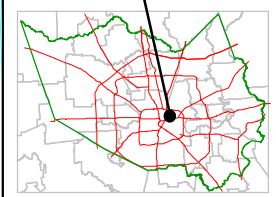
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6



**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-12-8489
Date: November 16, 2012

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 7th day of November, 2012, we find the following:

Title Vested In:

Sandra Rena Thompson (by Deed under Re-Sale Pursuant to Texas Tax Code 34.05 filed for record under Harris County Clerk's File No. W386946)

Property Description: (Map ID# 71) (Tax ID# 040-266-010-0008)

Lot Eleven (11), in Block One (1), of Liberty Road Estates, an unrecorded subdivision out of the Harris and Wilson Survey, Abstract No. 32, in Harris County, Texas. Said Lot 11, Block 1 being more particularly described by metes and bounds as follows:

Beginning at the North West corner of said 5 and 1/40th acre tract;

THENCE East 282 feet along the North line of said 5 and 1/40th acre tract for North West corner of tract to be conveyed;

THENCE South 50 feet along the East line of Lavender Street for Southwest corner;

THENCE East 106.3 feet along a line parallel to the North line of said 5 and 1/40th acre tract for South east corner;

THENCE North 50 feet along the East line of said 5 and 1/40th acre tract for North east corner;

THENCE West 106.3 feet along the North line of said 5 and 1/40th acre tract for North West corner and place of beginning.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Building set-back line twenty (20) feet in width along the front property line(s), as set forth by instrument(s) recorded in Volume 2351, Page 641 of the Deed Records of Harris County, Texas.
- b) Building set-back line three (3) feet in width along the side property line(s), as set forth by instrument(s) recorded in Volume 2351, Page 641 of the Deed Records of Harris County, Texas.
- c) Utility easement five (5) feet in width along the rear property line(s), as set forth and defined by instrument(s) recorded in Volume 2351, Page 641 of the Deed Records of Harris County, Texas.
- d) Sidewalk easement six (6) feet in width along the front property line(s), as set forth and defined by instrument(s) recorded in Volume 2351, Page 641 of the Deed Records of Harris County, Texas.
- e) Notices of Public Hearing filed under Harris County Clerk's File Nos. R190632, S034595 and V059256, pursuant of said notices an "Order of the Hearing Official of the Public Works and Engineering Department of the City of Houston, Texas" filed for record under Harris County Clerk's File Nos. L465224, R200992, S074415 and V109259, it was determined that subject property be posted as a dangerous building and must be either repaired or demolished.
- f) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's file No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lavender Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) Abstract of Judgment filed July 25, 2006, under Harris County Clerk's File No. Z474845, styled Colonial County Mutual, etal, vs. Sandra Thompson, in the principal amount of \$7,453.99, plus cost, interest and attorney's fees.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FC29142

LIEN
M M

JAN 31-77 696758 of 029142 1ST A PU

350

157-20-1662

FILED

JAN 31 9 56 AM 1977

HARRIS COUNTY, TEXAS

NOTICE OF LIEN

By direction of the City Council of the City of Houston (in Harris County, Texas) notice is hereby given that such City Council, being the governing body of said City, did by ordinance passed and approved January 12, 1977, determine that it is necessary that the hereinafter designated portions _____ of Lavender, Clementine and various other streets in the City of Houston, Texas, known as topping Project No. 303

be improved, and did order that the same be improved in accordance with certain plans and specifications in such ordinance referred to, and did order that a portion of the cost of such improvement be specially assessed as a lien upon property abutting upon said portion of said streets, all as provided by Article 1105-b, Revised Civil Statutes; and notice is hereby given as required by Article 1220-a, Revised Civil Statutes; that a portion of the cost of such improvement is to be and will be specially assessed as a lien upon property abutting thereon.

The respective portion of the street as contained in the attached lists are referred to as Topping Project No. 303.

Done and signed by me, the City Secretary of said City in its name, this 12th day of January, 1977, by direction of its City Council given and contained in the ordinance aforesaid.

City Of Houston

By

Arna Russell
City Secretary of the City of Houston

PLEASE RETURN TO:
ARNA RUSSELL, CITY SECRETARY
RM. 203, CITY HALL
P. O. BOX 1500
HOUSTON, TEXAS 77001



157-20-1662
157-20-1662

①
77-79
1-12-77
130

157-20-1663

STREET LIST

CONSTRUCTION OF PAVING, LAVENDER, CLEMENTINE, FONTINOT,
WYLIE AND LELIA STREETS, KNOWN AS TOPPING PROJECT NO. 303, C.D. 1

GROUP I

Streets to be improved with *Semi-Rigid Base, 1½" Type "D" Hot Mix Asphaltic Concrete Surfacing, Concrete Curb and Gutter and Concrete Sidewalks Both Sides

<u>STREET NAME</u>	<u>ROADWAY WIDTH</u>	<u>BASE & SURF. WIDTH</u>	<u>FROM</u>	<u>TO</u>
Lavender	35'	32'	N.P.L. Liberty Road	564.3' N. N.P.L. Liberty Road
Clementine	27'	24'	N.P.L. Liberty Road	16' S. S.P.L. Lucille
Fontinot	27'	24'	N.P.L. Liberty Road	17' S. S.P.L. Lucille
Fontinot	27'	24'	17.33' N. N.P.L. Jewel	15' S. S.P.L. Evella
Wylie	27'	24'	199.8' W. W.P.L. Clementine	18' W. W.P.L. Erastus
Wylie	27'	24'	10' E. E.P.L. Erastus	W.P.L. Cushing
Lelia	27'	24'	189.85' W. W.P.L. Clementine (As Measured along S.P.L. Lelia)	W.P.L. Cushing

*SEMI-RIGID BASE SHALL BE:

1. 7" Cement Stabilized Shell Base Course,
2. 7" Lime Stabilized Crushed Limestone Base Course,
3. 6" Hot Mix Asphaltic Concrete Base, and/or
4. 8" Lime Stabilized Pit-Run Gravel Base Course

157-20-1664

GROUP II

CONCRETE SIDEWALKS ONLY(Both Sides of Street)

<u>STREET NAME</u>	<u>FROM</u>	<u>TO</u>
Clementine	16' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	17' S.S.P.L. Lucille	S.P.L. Lucille
Fontinot	N.P.L. Jewel	17.33' N.N.P.L. Jewel
Fontinot	15' S.S.P.L. Evella	S.P.L. Evella
Wylie	18' W.W.P.L. Erastus	W.P.L. Erastus
Wylie	E.P.L. Erastus	10' E.E.P.L. Erastus

L465224

106-00-1111

12/14/87 00103265 L465224 \$ 9.00

CITY OF HOUSTON	I	HEARING BEFORE
VS.	I	BUILDING OFFICIAL
FREDDIE B. SAMUEL, MARY ELIZABETH SAMUEL AND HOUSTON FIRST SAVING ASSOC.	I	CITY OF HOUSTON TEXAS

ORDER OF THE BUILDING OFFICIAL

On the 20th day of August, 1987, a hearing was held pursuant to Chapter 10 of the Code of Ordinances of the City of Houston to determine whether the buildings on the property described below are or are not dangerous buildings as that phrase is defined in Chapter 10 of the Code of Ordinances Section 10-326, and, if so, whether or not such buildings must be vacated and/or repaired or demolished.

The buildings which were the subject of this hearing are located on:

Lot Eleven (11), Block One (1), Liberty Road Estate,
being the same property as is more fully described in
the Deed Recorded under Harris County County Clerk File
No.# H753541 of the deed records Harris County,
Texas

and has the street address of 2942 Lavender in Houston, Texas.

The hearing was held in Suite 600, 2600 Southwest Frwy., Houston, Texas, and began at 1:30 p.m. Mr. William T. Friedrich, P.E., Assistant Director of the Public Works Department for the City of Houston, presided as Hearing Officer. The following persons appeared for the City in their official capacities: Mr. Doyle E. Smith, Assistant Chief, Housing Conservation Branch, Public Works Department; Mrs. Stephanie Mingo of the Dangerous Building Abatement Section, Public Works Department; Mr. Kenneth Kocienski, Inspector, Health Department; and Mr. Jerry Wakefield, Inspector, Fire Department. Ms. Joan Ward, Assistant City Attorney, was present to advise the Hearing Officer as to procedural matters.

No one was present to represent Freddie B. Samuel, Mary Elizabeth Samuel, and Houston First Saving Assoc., owners of the property. All witnesses were sworn in and the Hearing Officer heard the evidence presented by all parties.

The Hearing Officer, having heard and considered all of the evidence, hereby, duly makes the following findings and conclusions:

1. Notice was given to the owners of the above-described property pursuant to Section 10-328 of the Code of Ordinances.
2. The building located on this property is a one story frame residential duplex.

Return to:
Dangerous Buildings
P. O. Box 1562
Houston, Texas 77251

106-00-1112

3. The specific conditions which render the building dangerous
buildings with the standards set forth in Section 10-326 are:

Article IX. Dangerous Buildings Sec. 10-326 Definition.

(a) All buildings or structures which have any or all of the following defects shall be deemed dangerous buildings/City of Houston Ordinance No. 86-56.

VIOLATION

- (1) Those which have interior walls or other vertical structural members that list, lean or buckle to an extent that a plumb line passing through the center of gravity falls outside of the middle third of its base. YES ___ NO X
- (2) Those which, exclusive of the foundation, show thirty-three (33) percent or more of damage or deterioration of the supporting member or members or fifty (50) percent of damage or deterioration of the non-supporting enclosing or outside walls or covering. YES X NO ___
- (3) Those which have improperly distributed loads upon the floors or roofs or in which the same are overloaded, or which have insufficient strength to be reasonably safe for the purpose used. YES ___ NO X
- (4) Those which have been damaged by fire, wind or other causes so as to have become dangerous to life, safety, morals, or the general health and welfare of the occupants or the people of the city. YES X NO ___
- (5) Those which are so dilapidated, decayed, unsafe, unsanitary or which so utterly fail to provide the amenities essential to decent living that they are unfit for human habitation, or are likely to cause sickness or disease, so as to work injury to the health, morals, safety or general welfare of those occupying such building. YES X NO ___
- (6) Those having light, air and sanitation facilities which are inadequate to protect the health, morals, safety or general welfare of human beings who live or may live therein. YES X NO ___
- (7) Those regardless of their structural condition, which have during times that they were not actually occupied by their owners, lessees or other invitees, been left unsecured from unauthorized entry to the extent that they may be entered and utilized by vagrants or other uninvited persons as a place of harborage or may be entered and utilized by children as a play area. YES X NO ___
- (8) Those which have parts thereof which are so attached that they may fall and injure members of the public or property. YES X NO ___
- (9) Those which because of their condition are unsafe, unsanitary, or dangerous to the health, morals, safety or general welfare of the people of this city. YES X NO ___
- (10) Those buildings existing in violation of any provisions of this Code, the Building Code, Fire Code, or other ordinances of this city/ if the violation is of such a nature that the building constitutes a danger to its occupants and to others. YES X NO ___
- (b) A building that is boarded up, fenced or otherwise secured in any manner may, nevertheless, be deemed to be a dangerous building under the foregoing criteria if:
 - (1) the building constitutes a danger to the public even though secured from entry, or YES X NO ___

(2) it is found that the means utilized to secure the building are not adequate to prevent unauthorized entry of the building in contravention of item (7) of subsection (a), above. YES NO

Due to the aforesaid conditions which exist in the buildings located on the above-described property, the Hearing Officer finds that:

1. Said buildings are dilapidated, substandard or unfit for human habitation.
2. Said buildings constitute a hazard to the health, safety or welfare of its occupants and/or the citizens.
3. Said buildings are dangerous buildings within the terms of Section 10-326.

It is therefore ORDERED by the Hearing Officer of the City of Houston, Texas:

1. That the buildings be posted immediately as dangerous buildings in accordance with Chapter 10 of the City of Houston Code of Ordinances.
2. That the trash and debris be removed from this property and that the buildings be closed within five days (5) of receipt of this order so that no one can enter them through unsecured doors or openings.
3. That the buildings be secured and be kept secured in accordance with the attached written specifications, and that the buildings be demolished by December 31, 1987 if they are not secured in compliance therewith.
4. The owners must inform the Building Official by registered mail or in person of their intentions to repair or demolish this building by 5:00 p.m., October 30, 1987.
5. If any of the owners opts to repair the buildings, such repairs shall be accomplished so that the buildings are in complete compliance with all applicable laws and ordinances on or before December 31, 1987. If any of the owners desire to demolish the buildings, demolition permits must be obtained and said buildings must be demolished by December 31, 1987.
6. If any of the owners have not demolished the buildings or repairs have not been accomplished so that the buildings are in compliance with all applicable laws and ordinances on or before December 31, 1987, the City of Houston shall be authorized to completely demolish said buildings.

106-00-1114

7. If the City of Houston demolishes the buildings pursuant to this Order, the City shall be entitled to place a lien on such property for all cost incurred by reason of such demolition.

SIGNED, ENTERED and RENDERED on this 29th day of

September, 1987.

William T. Friedrich

William T. Friedrich, P.E.
Assistant Director
Public Works Department
City of Houston
P. O. Box 1562
Houston, Texas 77251

THE STATE OF TEXAS X

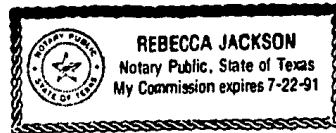
COUNTY OF HARRIS X

Before me, the undersigned authority, on this day personally appeared William T. Friedrich, P.E., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein expressed.

Given under my hand and seal of office this 29th day of

September, 1987.

Rebecca Jackson



ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me; and was
duly RECORDED, in the Official Public Records of Real Property of Harris
County, Texas on

DEC 14 1987



Ante Holleman
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED
1987 DEC 14 PM 2:40
Ante Holleman
COUNTY CLERK
HARRIS COUNTY, TEXAS



R 190632
29
660 39

Notice



R190632

502-12-1423

CITY OF HOUSTON

Post Office Box 1562 Houston, Texas 77251-1562

December 8, 1994

12/15/94 00005061 R190632 \$ 6.00

Bob Lanier, Mayor

CITY COUNCIL MEMBERS: Helen Huey Michael J. Yarbrough Martha J. Wong Alfred J. Calloway Joe Roach Ray F. Driscoll John Kelley Felix Fraga
Ben T. Reyes Gracie Guzman Saenz Eleanor Tinsley Lloyd Kelley Sheila Jackson Lee Judson W. Robinson III CITY CONTROLLER: George Greanias

NOTICE OF EMERGENCY PUBLIC HEARING

THE CITY OF HOUSTON'S PUBLIC WORKS AND ENGINEERING DEPARTMENT will hold a public hearing on 12-19-94, at 9:30 a.m., at 1801 Main Street, Hearing Room. The Hearing Officer will hear and consider testimony and evidence concerning alleged violation(s) of the City of Houston's Code of Ordinances pertaining to the following property:

Property Address: 2942 Lavender, Bldg. "B"

Legal Description: Lot Eleven (11) in Block One (1) of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in Deed recorded under Clerk's File Number H-753541 of the Real Property Records of Harris County, Texas

Owner(s) Name(s) and Address(es):
Freddie B. Samuel, 2942 Lavender, Houston, TX 77026; Mary Elizabeth Samuel, 2942 Lavender, Houston, TX 77026; Freddie B. Samuel, 6518 Lavender, Houston, TX 77028; Mary Elizabeth Samuel, 6518 Lavender, Houston, TX 77028

THE FILING OF THIS NOTICE IS BINDING ON SUBSEQUENT GRANTEEES, LIENHOLDERS, OR OTHER TRANSFERREES OF AN INTEREST IN THE PROPERTY WHO ACQUIRE SUCH INTEREST AFTER THE FILING OF THIS NOTICE AND CONSTITUTES NOTICE OF THE PROCEEDING ON ANY SUBSEQUENT RECIPIENT OF ANY INTEREST IN THE PROPERTY WHO ACQUIRES SUCH INTEREST AFTER THE FILING OF THIS NOTICE.

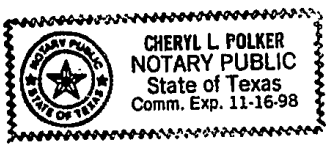
Beatrice J. Link

Beatrice J. Link
Assistant Director
Public Works and Engineering Department

RETURN TO:
CITY OF HOUSTON
DANGEROUS BUILDINGS
P. O. BOX 801307
HOUSTON, TX 77260-1307

THE STATE OF TEXAS §
COUNTY OF HARRIS §

This instrument was acknowledged before me on the 17th day of December, 1994.



Cheryl L. Polker
Notary Public for the State of Texas

502-12-1424

[Faint, mostly illegible text from the document body]

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW

THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number
Sequence on the date and at the time stamped hereon by me; and was
duly RECORDED, in the Official Public Records of Real Property of
Harris County, Texas on

DEC 15 1994



Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED
94 DEC 15 AM 9:30
COUNTY CLERK
HARRIS COUNTY TEXAS

502-12-1424

Order
R200992

502-20-3067

ORDER OF THE HEARING OFFICIAL
CITY OF HOUSTON
CONCERNING EMERGENCY ABATEMENT ACTION

12/22/94 00006724 R200992 \$ 8.00

On the 19th day of December, 1994, a hearing was held before C. Gregory Freeman, hearing officer for the City of Houston, pursuant to Chapter 10, City of Houston Code of Ordinances. The purpose of the hearing was to determine whether there was an immediate danger to health, life or safety of any person unless a "dangerous building" as defined in the City of Houston Code of Ordinances, was immediately repaired, vacated, demolished or secured and such building was caused by the Director of the Public Works and Engineering Department, to be immediately repaired, vacated, demolished or secured.

The official records of the county in which the property is situated indicate that the following persons are owners of the property described in this Order:

Freddie B. Samuel, Mary Elizabeth Samuel,

and that the following persons are mortgagees or lienholders on the said property:

Texas Guaranteed Student Loan Corporation.

In addition, the following persons may have or claim to have an ownership interest in the property:

None,

and the following persons may have or claim to have a lien or mortgage on the property:

None.

The following persons, although listed in the records, state that they no longer have an interest in the property:

None.

Having considered the evidence, the Hearing Officer enters the following findings of fact:

1. The following actions shall or shall have occurred with respect to building(s) located on that certain tract or parcel of land in Houston, Harris County, Texas, described as follows:

Lot Eleven (11) in Block One (1) of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in Deed recorded under Clerk's File Number H-753541 of the Real Property Records of Harris County, Texas,

and has/have the street address(es) of 2942 Lavender, Bldg. "B", in Houston, Texas.

2. The above-described building (whether one or more) was an immediate danger to health, life or safety necessitating the action taken by the Director of the Public Works and Engineering Department.
3. That at the time of the action the building was a dangerous building as defined in the City of Houston Code of Ordinances.

502-20-3068

- 4. The City was required to take immediate action to demolish the structure described above, pursuant to the authority of Chapter 10, City of Houston Code of Ordinances.

RETURN TO: SIGNED, on this 19 day of Dec, 1994.

CITY OF HOUSTON
DANGEROUS BUILDINGS
P. O. BOX 801307
HOUSTON, TX 77280-1307

[Signature]
C. Gregory Freeman
Administrative Hearing Officer

THE STATE OF TEXAS

COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared C. Gregory Freeman of the City of Houston, known to me to be the person whose name is subscribed to the foregoing Order of the Hearing Officer, and acknowledged to me that he executed the same in the capacity therein stated and for the purposes and consideration therein expressed.

SWORN TO AND SUBSCRIBED BY ME on this 19th day of December, 1994.



[Signature]
Notary Public, State of Texas

I have received a copy of the Order on this date 12-19, 1994.

[Signature]
SIGNATURE

Freddie B. Samuel
(PRINTED NAME)

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

DEC 22 1994



[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED
94 DEC 22 AM 9:22
COUNTY CLERK
HARRIS COUNTY, TEXAS
[Signature]



S034595

509-32-2743 1

CITY OF HOUSTON

Post Office Box 1562 Houston, Texas 77251-1562

Bob Lanier, Mayor

July 22, 1996

CITY COUNCIL MEMBERS: Helen Huey Michael J. Yarbrough Martha J. Wong Jew Don Boney Rob Todd Roy F. Driscoll John Kelley Felix Fraga
John Castillo Gracie Guzman Saenz Joe Roach Orlando Sanchez John W. Peevy, Jr. Judson W. Robinson III CITY CONTROLLER: Lloyd Kelley

07/25/96 300061681 S034595 \$9.00

NOTICE OF PUBLIC HEARING

THE CITY OF HOUSTON'S PUBLIC WORKS AND ENGINEERING DEPARTMENT will hold a public hearing on 8-12-96, at 10:30 a.m., at 1801 Main Street, Hearing Room. The Hearing Officer will hear and consider testimony and evidence concerning alleged violation(s) of the City of Houston's Code of Ordinances pertaining to the following property:

Property Address: 2942 Lavender Street

Legal Description: Lot Eleven (11), in Block One (1), of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in Deed recorded under Clerk's File Number H-753541 of the Real Property Records of Harris County, Texas

Owner(s) Name(s) and Address(es):

Freddie B. Samuel, 2942 Lavender, Houston, TX 77026; Mary Elizabeth Samuel, 2942 Lavender, Houston, TX 77026; Freddie B. Samuel, 6518 Lavender, Houston, TX 77028; Mary Elizabeth Samuel, 6518 Lavender, Houston, TX 77028;

THE FILING OF THIS NOTICE IS BINDING ON SUBSEQUENT GRANTEES, LIENHOLDERS, OR OTHER TRANSFEREES OF AN INTEREST IN THE PROPERTY WHO ACQUIRE SUCH INTEREST AFTER THE FILING OF THIS NOTICE AND CONSTITUTES NOTICE OF THE PROCEEDING ON ANY SUBSEQUENT RECIPIENT OF ANY INTEREST IN THE PROPERTY WHO ACQUIRES SUCH INTEREST AFTER THE FILING OF THIS NOTICE.

Beatrice J. Link

Beatrice J. Link
Assistant Director
Public Works and Engineering Department

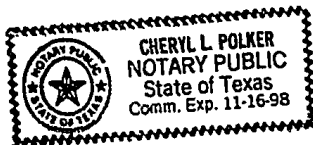
RETURN TO:

CITY OF HOUSTON
DANGEROUS BUILDINGS
P. O. BOX 801307
HOUSTON, TX 77280-1307

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 24th day of July, 1996.



Cheryl L. Polker
Notary Public for the State of Texas

509-32-2744 1

FILED
96 JUL 25 AM 9:48
Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, PERIOD, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on:

JUL 25 1996



01152139 31-0207781 8001002
Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY TEXAS

2824302

S074415

509-66-1023

ORDER OF THE HEARING OFFICIAL
OF THE PUBLIC WORKS AND ENGINEERING DEPARTMENT
OF THE CITY OF HOUSTON, TEXAS

08/19/96 300067229 S074415 \$21.00

On the 12th day of August, 1996, a hearing was held pursuant to Chapter 10 of the Code of Ordinances of the City of Houston, Texas, to determine whether the building(s) described in this order is/are dangerous building(s) as that phrase is defined in Section 10-361 of the Code of Ordinances, Houston, Texas, and if so, whether or not such building(s) must be vacated, secured, and/or repaired or demolished.

The building(s) which was/were the subject of this hearing is/are located on the following described property:

Lot Eleven (11), in Block One (1), of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in Deed recorded under Clerk's File Number H-753541 of the Real Property Records of Harris County, Texas,

and has/have the street address(es) of 2942 Lavender Street, (Project #96037678), in Houston, Texas.

The hearing was held in the Hearing Room, 1801 Main Street, Houston, Texas. C. Gregory Freeman presided as Hearing Officer. The persons appearing at the hearing are listed on Exhibit A which is attached hereto and incorporated herein.

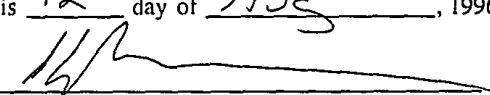
All witnesses were sworn in and the Hearing Officer heard the evidence presented by all parties.

The Hearing Officer, having considered all of the evidence, hereby duly makes the findings and conclusions set out in Exhibit B, which is attached hereto and incorporated herein.

It is therefore ORDERED by the Hearing Officer of the City of Houston, Texas, that:

- Yes No this matter be dismissed.
- Yes No this matter shall be reset for a hearing.
- Yes No the owner of the property take the action set out in Exhibit C, which is attached hereto and incorporated herein.

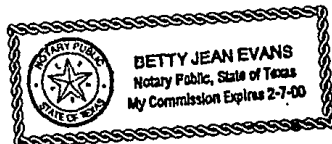
SIGNED, on this 12 day of Aug, 1996.

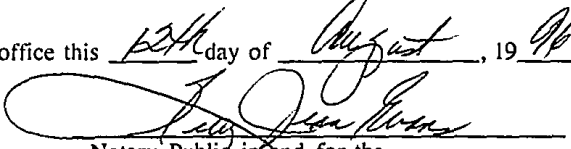

C. Gregory Freeman
Hearing Officer

THE STATE OF TEXAS, COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared C. Gregory Freeman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein expressed.

Given under my hand and seal of office this 12th day of August, 1996.




Notary Public in and for the
State of TEXAS

I have received a copy of the Order on this date _____, 19____.

SIGNATURE

(PRINTED NAME)

RETURN TO:
CITY OF HOUSTON
DANGEROUS BUILDINGS
P. O. BOX 801307
HOUSTON, TX 77280-1307

EXHIBIT A

Hearing for: 2942 Lavender Street

The following persons appeared for the City in their official capacities:

A Chief or Assistant Chief of the Neighborhood Protection Division, Department of Public Works and Engineering, presenting the conditions from the files related to this address; representatives from the Neighborhood Protection Division, Department of Public Works and Engineering, who inspected for code violations; a representative from the Fire Department; an Assistant City Attorney from the City Legal Department; and representatives from the Hearing Section, Assisting the Hearing Officer.

The following persons claiming an interest in the property appeared at this hearing:

NONE

In addition the following persons appeared in regard to the subject of this hearing:

NONE

EXHIBIT B

1. The official records of the county in which the property is situated indicate that the following persons are owners of the property described in this Order:

Freddie B. Samuel, Mary Elizabeth Samuel

and that the following persons are mortgagees or lienholders on the said property:

Texas Guaranteed Student Loan Corporation

In addition, the following persons may have or claim to have an ownership interest in the property:

None

and the following persons may have or claim to have a lien or mortgage on the property:

None

The following persons, although listed in the records, state that they no longer have an interest in the property:

None

2. Yes No Notice was given pursuant to Chapter 10 of the Code of Ordinances, Houston, Texas.
3. The building(s) on the property described in this order which is/are the subject of this hearing is/are:
- (a) 2942 Lavender Street-One story wood frame duplex on concrete blocks
(address-description)
-
- (i) Yes No The building is dilapidated, substandard, or unfit for human habitation.
- (ii) Yes No The building constitutes a hazard to the health, safety or welfare of its occupants and/or the citizens.
- (iii) Yes No The building is a dangerous building within the terms of Section 10-361 of the Code of Ordinances.

SECURE AND EITHER REPAIR OR DEMOLISH

PAGE 1 of EXHIBIT C
FOR ADDRESS

509-66-1026

2942 Lavender

WHICH IS DESCRIBED UNDER ITEM 39 OF EXHIBIT B.

THE FOLLOWING ACTION SHALL BE TAKEN IN REGARD TO THIS BUILDING OR STRUCTURE:

1. The building or structure shall be posted immediately as a dangerous building in accordance with the Code of Ordinances, Houston, Texas.
2. The owner must immediately insure that the building or structure will not be entered or utilized by vagrants, children or other unauthorized persons until such time that the building or structure is repaired and occupied or demolished and a Certificate of Compliance issued showing compliance with all applicable Laws, Ordinances and Codes of the City of Houston. The owner may choose the method to insure this (see item 3 for permit requirements) with the understanding that proof of unauthorized entry will be evidence of failure to comply with this order under the Code of Ordinances, Houston, Texas, in which case the City of Houston may cause such building to be vacated, secured, repaired and/or demolished, pursuant to this Order.
3. The City of Houston Building Code requires a permit for buildings or structures to be repaired or demolished.

The City of Houston Building Code provides for penalties and fines for violating provisions of the Building Code.

The Electrical Code of the City of Houston requires electrical permits to install, remove, alter, repair, replace, or remodel any electrical system or equipment.

The Electrical Code of the City of Houston requires an electrical contractor properly registered by the City of Houston to obtain permits and perform any electrical work.

The Electrical Code of the City of Houston provides for penalties and fines for violating provisions of the Electrical Code.

The City of Houston Mechanical Code requires mechanical permits to install, alter, repair, replace, or remodel, any heating, ventilating, cooling, refrigeration system, incinerator, or other heat-producing appliances.

The City of Houston Mechanical Code requires a mechanical contractor properly registered by the City of Houston to obtain permits and perform any mechanical work.

The City of Houston Mechanical Code provides for penalties and fines for violating provisions of the Mechanical Code.

The City of Houston Plumbing Code requires plumbing permits to install, remove, alter, repair or replace any plumbing, gas, drainage piping, fixtures, water heating equipment, or water treating equipment.

Note
Permit
Orders
Same
Prop.

SECURE AND EITHER REPAIR OR DEMOLISH

PAGE 2 of EXHIBIT C
FOR ADDRESS

509-66-1027

2942 Lavender

WHICH IS DESCRIBED UNDER ITEM 39 OF EXHIBIT B.

The City of Houston Plumbing Code requires a plumbing contractor properly registered by the City of Houston to obtain permits and perform any plumbing work or plumbing disconnect.

The City of Houston Plumbing Code requires a plumbing disconnect permit to be purchased and finalized before issuing a demolition permit.

The City of Houston Plumbing Code provides for penalties and fines for violating provisions of the Plumbing Code.

The Code of Ordinances, Houston, Texas, require a permit to secure a vacant building or structure within the City Limits of Houston, Texas.

The Code of Ordinances, Houston, Texas, prohibits the occupancy of a dangerous building or structure and states that only inspectors of the City of Houston and persons authorized by the owner to correct the hazardous conditions may enter the building or structure.

The Code of Ordinances, Houston, Texas, provides for penalties and fines for violating, disregarding or failing to comply with this Order.

Therefore it is ordered that:

All persons must vacate this building or structure no later than forty-eight (48) hours from the time of posting and shall not re-enter the building until a Certificate of Compliance is issued by the City of Houston showing that the building or structure is in compliance with all applicable Laws, Ordinances, and Codes of the City of Houston.

If the owner intends to secure and repair the building or structure the owner has until the 10th day following the date of this Order to obtain the appropriate City of Houston permits and secure the building or structure in accordance with the Building Official's specifications adopted pursuant to the Code of Ordinances, which are filed in the Office of the City Secretary of Houston. The building or structure must remain so secured until such time that the building or structure is repaired and occupied or demolished, and a Certificate of Compliance issued showing compliance with all applicable Laws, Ordinances and Codes of the City of Houston.

The owner has until the 30th day following the date of this Order to apply for the appropriate City of Houston permits to repair or demolish (at the owners option) the building or structure.

If the owner intends to secure and repair the building or structure the owner has until the 30th day following the date of this order to remove or repair any conditions that are dangerous to the life, safety, morals, general health, and/or welfare of the people of this city.

SECURE AND EITHER REPAIR OR DEMOLISH

PAGE 3 of EXHIBIT C
FOR ADDRESS

2942 Lavender

509-66-1028

WHICH IS DESCRIBED UNDER ITEM 39 OF EXHIBIT B.

If the owner intends to demolish the building or structure the owner has until the 30th day following the date of this order to have the building or structure completely demolished.

If the owner intends to demolish the building or structure the owner has until the 30th day following the date of this order to have the following items completed:

- (a) All debris must be removed from the property.
 - (b) All holes or depressions in the ground must be filled to grade level.
 - (c) All lumber, pipes and all other building materials must be removed from the property or stored in such a manner that they are not a hazard to safety and do not create a conditions where rats are likely to live or mosquitoes likely to breed.
 - (d) All pipes and conduits must be removed from above grade and must be removed or sealed below grade.
 - (e) All piers, pilings, steps and other appurtenances must be removed above grade.
4. A copy of this Order shall be delivered or mailed by certified mail, return receipt requested, to each owners, and (if applicable) to each mortgagee and each lien holder. A copy of this Order shall also be posted on the building or structure. Such mailing and posting will serve as notice to all interested parties of the requirements to comply with this Order. The owners will be given the time periods specified in items 2 and 3 of exhibit C to comply with this Order. If the owners fail to comply with any provisions of this Order, and any of the mortgagees/lien holders (if applicable) choose to comply with this Order then the mortgagees/lien holders shall be given the same number of days allowed to the owner for completion of the work. Such time periods to commence on the first date after the date that the owner fails to comply with this Order.

NO FURTHER NOTICE NEED BE GIVEN to any interested parties other than mailing a copy of this Order by certified mail and posting a copy of the Order on the building or structure.

Upon the earliest date of any failure by the owner to timely comply with this Order, or upon the earliest date of any failure by the mortgagees/lien holders to comply with the Order (if applicable), the City of Houston shall be authorized to:

- (a) Disconnect or remove the water, sewer, electricity, gas or any other utilities connected to the building or structure.
- (b) Secure and/or completely demolish and remove said building or structure.

SECURE AND EITHER REPAIR OR DEMOLISH

**PAGE 4 of EXHIBIT C
FOR ADDRESS**

2942 Lavender

509-66-1029

WHICH IS DESCRIBED UNDER ITEM 39 OF EXHIBIT B.

- (c) Place a lien on such property for all administrative expenses and demolition costs incurred by reason of such securing and/or demolishing together with interest as provided by law.
- 5. It has been found that this building or structure is a dangerous and unsafe structure in accordance with the Code of Ordinances, Houston, Texas, the City of Houston Building Code, the Electrical Code of the City of Houston, the City of Houston Mechanical Code, and/or the City of Houston Plumbing Code.

Therefore at the discretion of the Building Official all Applications, Plans, Specifications and/or Permits which have been submitted, approved and/or issued to, for or by the City of Houston may be invalid in accordance with the City of Houston Building Code, the Electrical Code of the City of Houston, the City of Houston Mechanical Code, and/or the City of Houston Plumbing Code, and therefore may be revoked and considered VOID.

In all cases any and all permits will be revoked and considered VOID upon the earliest date of any failure by the owner to timely comply with this Order, or upon the earliest date of any failure by the mortgagees/lien holders to comply with the Order (if applicable) in accordance with the City of Houston Building Code, the Electrical Code of the City of Houston, the City of Houston Mechanical Code, and/or the City of Houston Plumbing Code.

NOTE!

A COPY OF THIS ORDER should be presented when applying for all permits to insure valid permits.

NO FEES WILL BE REFUNDED for any permits which are revoked, canceled, suspended or declared void due to this Order.

A COPY OF THIS ORDER WILL BE FILED AT THE COUNTY OR RECORD and will remain on file until a Certificate of Compliance is issued by the City of Houston showing that the property is in compliance with all applicable Laws, Ordinances and Codes of the City of Houston and evidence is presented that all liens, fees and charges that are due the City of Houston have been paid.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number _____ Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

AUG 19 1996



Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY TEXAS

HARRIS COUNTY, TEXAS

96 AUG 19 AM 9:31

FILED



CITY OF HOUSTON

Public Works and Engineering Department
Post Office Box 1562 • Houston, Texas 77251-1562

Lee P. Brown, Mayor

May 16, 2001

CITY COUNCIL MEMBERS: Bruce Tatro Carol Mims Galloway Mark Goldberg Jew Don Boney Rob Todd Mark Ellis Bert Keller Gabriel Vasquez
John E. Castillo Annise D. Parker Gordon Quan Orlando Sanchez Chris Bell Carroll G. Robinson CITY CONTROLLER: Sylvia R. Garcia
05/18/01 300544257 V059256 \$9.00

NOTICE OF PUBLIC HEARING

THE CITY OF HOUSTON'S PUBLIC WORKS AND ENGINEERING DEPARTMENT will hold a public hearing on 6-5-2001, at 10:30 a.m., at 3333 Fannin, Suite 107, Houston, Texas 77004. The Hearing Officer will hear and consider testimony and evidence concerning alleged violation(s) of the City of Houston's Code of Ordinances pertaining to the following property:

Property Address: 2942 Lavender (77028/Proj#-00115544)

Legal Description: Lot Eleven (11), in Block One (1) of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in instrument recorded under Clerk's File Number H-753541 of the Real Property Records in Harris County, Texas

Owner(s) Name(s) and Address(es):

Freddie B. Samuel, 2942 Lavender, Houston, TX 77026-5212; Mary Elizabeth Samuel, 2942 Lavender, Houston, TX 77026-5212; Freddie B. Samuel, 6518 Lavender, Houston, TX 77028-4116; Mary Elizabeth Samuel, 6518 Lavender, Houston, TX 77028-4116;

THE FILING OF THIS NOTICE IS BINDING ON SUBSEQUENT GRANTEEES, LIENHOLDERS, OR OTHER TRANSFEREES OF AN INTEREST IN THE PROPERTY WHO ACQUIRE SUCH INTEREST AFTER THE FILING OF THIS NOTICE AND CONSTITUTES NOTICE OF THE PROCEEDING ON ANY SUBSEQUENT RECIPIENT OF ANY INTEREST IN THE PROPERTY WHO ACQUIRES SUCH INTEREST AFTER THE FILING OF THIS NOTICE.

Todd Cooper, Acting Deputy Director
Public Works and Engineering Department

FILED

2001 MAY 18 AM 9:40

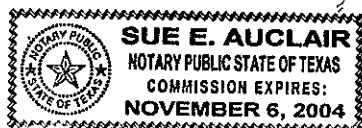
RETURN TO:
City of Houston
Dangerous Buildings
P O Box 19529
Houston, TX 77224-9529

THE STATE OF TEXAS §

COUNTY OF HARRIS §

Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

This instrument was acknowledged before me on the 17 day of May, 2001.



Sue E. Auclair
Notary Public for the State of Texas

546-14-0288

542-14-0281

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in FF's Number Sequence on the date and at the time
stamped herein by me; and was duly RECORDED in the Official Public Records of Real Property of Harris
County, Texas on

MAY 18 2001



Dorely B. Kaufman

COUNTY CLERK
HARRIS COUNTY, TEXAS

ORDER OF THE HEARING OFFICIAL
OF THE PUBLIC WORKS AND ENGINEERING DEPARTMENT
OF THE CITY OF HOUSTON, TEXAS

101

06/18/01 300556818 V109259 \$13.00

Order

13

On the 5th day of June, 2001, a hearing was held by the Hearing Official pursuant to Chapter 10 of the Code of Ordinances of the City of Houston, Texas, to determine whether the building(s), structure(s), or premises described in this order has/have/had violations of one or more of the provisions of Chapter 10 of the Code of Ordinances of the City of Houston, Texas, and if so what action(s) must be taken to abate the condition(s) and/or resolve the violations of said Ordinances, and/or to determine whether the City of Houston, Texas will be entitled to recover expenses, fees, cost, and collect civil penalties as provided by law.

The building(s), structure(s), premises, condition(s) which was/were the subject of this hearing is/are located on the following described property:

Lot Eleven (11), in Block One (1) of Liberty Road Estates, an unrecorded subdivision in Harris County, Texas and being more particularly described by metes and bounds in instrument recorded under Clerk's File Number H-753541 of the Real Property Records in Harris County, Texas, D

and has/have the street address(es) of 2942 Lavender (77028), (Project# 00115544), in Houston, Texas.

The hearing was held at 3333 Fannin, Suite 107, Houston, Texas. C. Gregory Freeman presided as Hearing Officer. The persons appearing at the hearing are listed on Exhibit A which is attached hereto and incorporated herein.

All witnesses were sworn in and the Hearing Officer heard the evidence presented by all parties.

The Hearing Officer, having considered all of the evidence, hereby duly makes the findings and conclusions set out in Exhibit B, which is attached hereto and incorporated herein.

It is therefore ORDERED by the Hearing Officer of the City of Houston, Texas, that:

- Yes No this matter be dismissed. *Need proper posting notice*
- Yes No this matter shall be reset for a hearing.
- Yes No the owner of the property take the action set out in Exhibit C, which is attached hereto and incorporated herein.
- Yes No a civil penalty is hereby assessed: in the amount of \$ _____ per day, for _____ day(s) of violations, with a total of \$ _____.
- Yes No this matter shall be continued until _____ on the _____ day of _____, 20_____, at which time the property owner shall show that the item(s) on page _____ of this Order have been complied with.

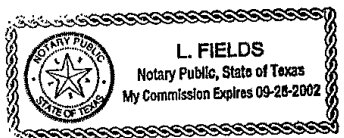
SIGNED, on this 5 day of June, 2001.

[Signature]
C. Gregory Freeman
Hearing Officer

THE STATE OF TEXAS, COUNTY OF HARRIS

Before me, the undersigned authority, on this day personally appeared C. Gregory Freeman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes therein expressed.

Given under my hand and seal of office this 5th day of June, 2001.



[Signature]
Notary Public in and for the State of TEXAS

RETURN TO:
CITY OF HOUSTON
DANGEROUS BUILDINGS
P. O. BOX 19529
HOUSTON, TX 77224-9529

EXHIBIT A

Page 1 of 1 EXHIBIT A
Hearing for: 2942 Lavender (77028)

The following persons appeared for the City in their official capacities:

A Chief or Assistant Chief of the Neighborhood Protection Division, Department of Public Works and Engineering, representatives from the Neighborhood Protection Division, Department of Public Works and Engineering, who inspected for code violations; a representative from the Fire Department; an Assistant City Attorney from the City Legal Department; and representatives from the Hearing Section, Assisting the Hearing Officer.

The following persons claiming an interest in the property appeared at this hearing:

NONE

In addition the following persons appeared in regard to the subject of this hearing:

NONE

5-48-96-1857

FILED
2001 JUN 18 AM 10:03
Betty S. Keenan
COUNTY CLERK
HARRIS COUNTY, TEXAS

NOTE! Unless a judicial review petition is timely filed as provided in the Texas Local Government Code, this Order shall in all things be final and binding after thirty (30) days from the date of this Order.

I have received a copy of the Order on this date _____, 20_____.

SIGNATURE

(PRINTED NAME)

EXHIBIT B

- The official records of the county in which the property is situated indicate that the following persons are owners of the property described in this Order:

Freddie B. Samuel, Mary Elizabeth Samuel

JU

and that the following persons are mortgagees or lienholders on the said property:

Houston Independent School District, etal

In addition, the following persons may have or claim to have an ownership interest in the property:

None

and the following persons may have or claim to have a lien or mortgage on the property:

None

The following persons, although listed in the records, state that they no longer have an interest in the property:

None

W. Need proper posting notice

- Yes No Notice was given pursuant to Chapter 10 of the Code of Ordinances, Houston, Texas.

- NOTE!** If one or more of the items in this Section (Section 3. inclusive of all parts and subparts) are marked yes, then the City of Houston, Texas shall be authorized to recover all expenses in connection with the enforcement of applicable Ordinances, including without limitation administrative expenses, attorneys fees and cost, the cost of abatement of any conditions that are in violation of Ordinances and any cost associated with the filing or releasing of Liens or Orders.

(a1) The premises described in this Order which is/are the subject of this Hearing is/are:

- Yes No A public nuisance within the terms of Section 10-451 of the Code of Ordinances.
- Yes No Substandard within the terms of Section(s) 10-341, 10-343 and/or 10-344 of the Code of Ordinances.
- Yes No In violation of the terms of Section 10-341 (e) and/or contains one or more junked vehicle(s) as defined in Section 10-531 of the Code or Ordinances.
- Yes No In violation of the terms of Section 10-542 and has visual blight as defined in Section 10-541 of the Code or Ordinances.

The building(s) on the property described in this Order which is/are the subject of this Hearing is/are:

- 2942 Lavender-Structure has collapsed to the ground
(address-description)

- Yes No The building is a public nuisance within the terms of Section 10-451 of the Code of Ordinances.
- Yes No The building is dilapidated, substandard, or unfit for human habitation.
- Yes No The building, structure or condition(s) constitutes a hazard to the health, safety or welfare of its occupants and/or the citizens.
- Yes No The building, structure or condition(s) is a substandard building within the terms of Sections 10-341 through 10-344 of the Code of Ordinances.
- Yes No The building is a dangerous building within the terms of Section 10-361 of the Code of Ordinances.

Reset

RECORDERS MEMORANDUM
ALL BLACKOUTS, ADDITIONS AND CHANGES
WERE PRESENT AT THE TIME THE INSTRUMENT
WAS FILED AND RECORDED.

5-18-96-1058

540-96-1059

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

JUN 18 2001



Dorely B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

HARRIS COUNTY NO FEE

Deed under Re-sale Pursuant to Texas Tax Code §34.05

W386946

01/28/03 300054307

\$0.00

DEED

Date of Execution: December 3, 2002

Grantor: Harris County For itself and as Trustee for: Houston Independent School District, City of Houston, Houston Community College System

Grantee(s): Sandra Rena Thompson

Grantee(s) Mailing Address: 11311 Valardo Houston, TX 77066

Consideration/High Bid: Three Thousand Nine Hundred and 00/100 (\$3,900.00) Dollars

Land and Premises: LOT 11, BLOCK 1, LIBERTY ROAD ESTATES, AN UNRECORDED SUBDIVISION OF A 5 AND 1/40TH MORE TRACT OUT OF LOT 8, SECOND TIER FROM BUFFALO BAYOU OUT OF THE HARRIS AND WILSON TWO LEAGUE GRANT IN HARRIS COUNTY, TEXAS, BEING MORE PARTICULARLY DESCRIBED IN FILE NUMBER H753541 OF THE DEED AND PLAT RECORDS OF HARRIS COUNTY, TEXAS.

HCAD Number: 0402660100008

Constable: Constable Jack F. Abercia Precinct 1, Harris County, Texas

Newspaper: Daily Court Review

Date of Re-Sale: December 3, 2002

Order of Re-Sale: That resolution, order or ordinance dated July 24, 2001 and passed and adopted by Grantor's governing body at a regularly scheduled meeting and further authorizing the re-sale of the real property described herein, previously acquired by Grantor in the following described tax foreclosure proceeding:

Cause: That case bearing Cause No. 1998-61905 filed in the 269TH Judicial District Court of Harris County, Texas and styled HOUSTON INDEPENDENT SCHOOL DISTRICT, ET AL VS. FREDDIE B SAMUEL.

Date of Original Tax Foreclosure Sale: September 3, 2002

File Number of Original Tax Deed: W156859

202

1

D

102

That WHEREAS, Grantor's governing body requested by **Order of Re-Sale** that the **Constable** advertise for sale and sell said land and premises herein described, by having a notice of the sale published in the English language once a week for three consecutive weeks preceding the day of the sale, in the above-described **Newspaper**, a newspaper published in Harris County, Texas, and the first publication appearing not less than twenty-one days immediately preceding the day of the Re-Sale, containing a statement of the authority by virtue of which the re-sale is to be made, the time of levy, time and place of sale; also a brief description of the property to be sold by stating the number of acres and the original survey; if the property was located in a platted subdivision or addition the name by which the land is generally known with reference to that subdivision or addition; or by adopting the description of the land as contained in the judgment.

And WHEREAS, on the above-stated **Date of Re-Sale**, being the first Tuesday of the month, between the hours of ten o'clock a.m. and four o'clock p.m., I sold the above-described land and premises at public vendue in the County of Harris, State of Texas, at such place as approved by Commissioner's Court and the premises hereinafter described were sold to **Grantee** for the above-stated **Consideration**, said **Grantee** being the highest bidder.

To have and to hold the above described land and premises, together with all and singular the rights, privileges, and appurtenances thereto in any manner belonging unto the said **Grantee**, its successors, assigns forever, as fully and as absolutely as I, **Constable**, can convey by virtue of said **Order of Re-Sale**.

This conveyance is subject to any right of redemption remaining to the former owner at the time of the re-sale.

IN TESTIMONY WHEREOF, I have hereunto set my hand, this 15th day of January, 2003

Jack F. Abercia

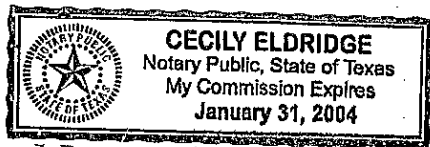
Constable Jack F. Abercia Precinct 1,
Harris County, Texas

102

THE STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned Notary Public in and for the State of Texas, on this day personally appeared Constable Jack F. Abercia Precinct 1, Harris County, Texas, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same as Constable Jack F. Abercia Precinct 1, Harris County, Texas, for the purposes and consideration, and in the capacity therein expressed.-

GIVEN under my hand and seal of office, this 15th day of January, 2003



[Signature]
NOTARY PUBLIC, State of Texas

Return to:

Linebarger Goggan Blair
& Sampson, LLP
1301 Travis Street, 3RD floor
Houston, Texas 77002
713/844-3590 / fax 713/844-3529
Attorney for Plaintiff(s), Harris County, et al.

Deed under order of Sale Cause No.1998-61905

Bonnie L. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

2003 JAN 28 AM 11:09

FILED

562-26-0402

JAN 17 2003

100-2-10-0001-0

562-26-0484

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stated herein by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

JAN 28 2003



Beverly L. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

OFFICE OF BEVERLY B. KAUFMAN, COUNTY CLERK, HARRIS COUNTY, TEXAS
COUNTY CIVIL COURTS DEPARTMENT

COUNTY CIVIL COURT
AT LAW NO. 4
HARRIS COUNTY,
TEXAS
NOV/DEC TERM, 2003

DOCKET NO. 792,381 - 001

5119746

COLONIAL COUNTY MUTUAL ET AL

PLAINTIFFS

VS

2474845
07/25/06 101193978

\$24.00

SANDRA THOMPSON

DEFENDANTS

ABSTRACT OF JUDGMENT

PLAINTIFFS IN JUDGMENT: COLONIAL COUNTY MUTUAL INSURANCE COMPANY

PLAINTIFFS ADDRESS: 4201 SPRING VALLEY RD
DALLAS, TX 75244

DEFENDANTS IN JUDGMENT: SANDRA THOMPSON
1419 FIELDSTONE DR.
MISSOURI CITY, TX 77489

DATE OF JUDGMENT: DECEMBER 19, 2003

AMOUNT OF JUDGMENT: \$ 7,453.99 ATTORNEYS FEES: \$.00 TOTAL: \$ 7,453.99

RATE OF INTEREST: 5% PER ANNUM ON \$7,453.99 FROM AUGUST 6, 2003 UNTIL DATE OF JUDGMENT; 5% PER ANNUM ON \$7,453.99 AND COURT COST OF \$140.00 FROM DATE OF JUDGMENT UNTIL PAID

FILED FOR RECORD
8:00 AM

AMOUNT OF COSTS: \$ 140.00 AMOUNT OF CREDITS: \$ N/A

BALANCE DUE ON JUDGMENT & COSTS: \$ FULL AMOUNT

DATE CITATION SERVED: JUNE 7, 2003

NAME SERVED: SANDRA THOMPSON

JUL 25 2006

Bevly B. Kaufman
County Clerk, Harris County, Texas

ADDRESS: 1511 5TH ST. #508

MISSOURI CITY, TX 77489

DRIVERS LICENSE NO: 009413587 DATE OF BIRTH: 08/09/60 SOCIAL SECURITY NO.: N/A

STATE OF TEXAS COUNTY OF HARRIS

THIS CERTIFIES that the above and foregoing is a true and correct Abstract of Judgment rendered in said term in said Styled and Numbered Case as appears from the minutes of said Court, under FILM CODE NO. 757-73-5667

WITNESS MY HAND AND SEAL OF COURT ON MARCH 10, 2006

Ret

NEIL S. LEVIN
50 BRIAR HOLLOW LN #505W
HOUSTON, TEXAS 77027

BEVERLY B. KAUFMAN, COUNTY CLERK
County Civil Court-at-Law No. 4
Harris County, Texas
Patricia Morales

PATRICIA MORALES

Deputy

Cause NO. 792381

COLONIAL COUNTY MUTUAL
INSURANCE COMPANY

VS.

SANDRA THOMPSON

§ IN THE COUNTY COURT
§
§
§ AT LAW NO. 4
§
§ HARRIS COUNTY, TEXAS

FINAL DEFAULT JUDGMENT

ON this day came on to be considered the above entitled and numbered cause wherein COLONIAL COUNTY MUTUAL INSURANCE COMPANY is Plaintiff and SANDRA THOMPSON is Defendant. The Plaintiff appeared by attorney of record and announced ready for trial. The Defendant, although having been duly and legally cited to appear and answer, failed to appear and answer, and wholly made default.

Citation was served according to law and returned to the Clerk where it remained on file for the time required by law. The Court has read the pleadings and the papers on file, arising out of or related to allegations that the Defendant was negligent in the operation of a motor vehicle in Texas, proximately causing damages complained of, and the Court hereby confirms its opinion and ruling that the allegations of Plaintiff's petition have been admitted.

The Court finds that damages are liquidated and Defendant is indebted to Plaintiff in the principal sum of \$7,453.99, as alleged in Plaintiff's Original Petition, together with pre-judgment interest and taxable costs, and it is therefore,

ORDERED, ADJUDGED AND DECREED that COLONIAL COUNTY MUTUAL INSURANCE COMPANY, Plaintiff, have and recover of and from SANDRA THOMPSON, Defendant, the sum of \$7,453.99, together with pre-judgment interest at the rate of five percent (5%) per annum from August 6, 2003 until date of judgment, all taxable costs in

A CERTIFIED COPY

DEC 21 2004

ATTEST

BEVERLY B. KAUFMAN, County Clerk
Harris County, Texas

Lonye Green
LONYE GREEN

Deputy

this behalf expended and incurred in the amount of \$140.00, and post-judgment interest on the above at the rate of five percent (5%) per annum from the date of judgment until paid.

Plaintiff is further allowed such writs and processes as may be necessary in the enforcement and collection of this Judgment.

All relief not granted herein is denied.

SIGNED this the 19th day of December, 2004

Ed Landry
JUDGE PRESIDING

FILED
2003 DEC 22 PM 2:55
HARRIS COUNTY CLERK
HARRIS COUNTY, TEXAS

APPROVED:

T. Fields
TIMOTHY L. FIELDS
SBN: 24034439
50 Briar Hollow Lane, Suite 505W
Houston, Texas 77027
Telephone: 832-675-0800
Facsimile: 832-675-0805
ATTORNEY FOR PLAINTIFF

FILED
2003 DEC 18 AM 11:06
HARRIS COUNTY CLERK
HARRIS COUNTY, TEXAS

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW, THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in its number Sequence on the date and at time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

JUL 25 2006

2



Beverly B. Kaufman
COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded.

A CERTIFIED COPY

DEC 21 2004

ATTEST:
BEVERLY B. KAUFMAN, County Clerk
Harris County, Texas

Loye Green
LOYE GREEN Deputy

221-51-528 PF

WARRANTY DEED

934841

STATE OF TEXAS |
COUNTY OF HARRIS |

KNOW ALL MEN BY THESE PRESENTS

That the Clark Investment Company, a body corporate, duly incorporated and doing business under the laws of the State of Texas, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations to it paid by Robert L. Jones and wife Leona Jones, has Granted, Sold and Conveyed and by these presents does Grant, Sell and Convey unto the said Robert L. Jones and wife Leona Jones, of the County of Harris, State of Texas, all that certain tract or parcel of land known as Lot No. 11, Block No. 1, Liberty Road Estates, an unrecorded subdivision of a 5 and 1/40th acre tract out of Lot Eight (8), Second Tier from Buffalo Bayou out of the Harris and Wilson Two League Grant in Harris County, Texas and being the same land conveyed to John Grado and V. Ellitt by Mary Alice Alexander, et vir, by Deed dated September 14, 1894, recorded in Volume 79 Page 242 of the Deed Records of Harris County, Texas, and said Lot 11, Block 1, Liberty Road Estates being more particularly described by metes and bounds as follows:

Beginning at the North west corner of said 5 and 1/40th acre tract; THENCE East 292 feet along the North line of said 5 and 1/40th acre tract for North west corner of tract to be conveyed; THENCE South 50 feet along the East line of Lavender Street for South west corner; THENCE East 106.3 feet along a line parallel to the North line of said 5 and 1/40th acre tract for South east corner; THENCE North 50 feet along the East line of said 5 and 1/40th acre tract for North east corner; THENCE West 106.3 feet along the North line of said 5 and 1/40th acre tract for North west corner and place of beginning.

It is agreed by the Grantees, their heirs and assigns, that all residence, outhouses or buildings of any other description are to be set back 20 feet from the front property line, and at least 3 feet from the property line on each side. The Grantee agrees and the Grantor excepts from this deed the following easements:

An easement right of 5 feet across the back end of the property herein conveyed for the use and benefit of any and all utility companies serving this area, and an easement of 6 feet across the front of said property for sidewalk purposes.

To Have and To Hold the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Robert L. Jones and wife Leona Jones, their heirs and assigns, forever, and the said Clark Investment Company does hereby bind itself, its successors and assigns to Warrant and Forever Defend all and singular the said premises unto the said Robert L. Jones and wife Leona Jones, their heirs

642
642

and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

In witness whereof the Clark Investment Company, afore-said has caused these presents to be signed by W. K. Chapman, its president, thereunto authorized by By-Laws of the said Clark Investment Company and its common seal to be hereunto affixed by James A. Clark, its secretary, this 28th day of September, 1951.

By W. K. Chapman
President



James A. Clark
Secretary

ACKNOWLEDGMENT

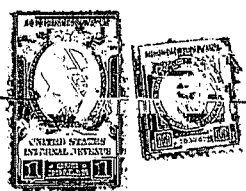
STATE OF TEXAS I
COUNTY OF HARRIS I

BEFORE ME, the undersigned authority, a Notary Public, in and for said County and State on this day personally appeared W. K. Chapman, president of Clark Investment Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said Clark Investment Company, a corporation and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and the capacity therein stated.

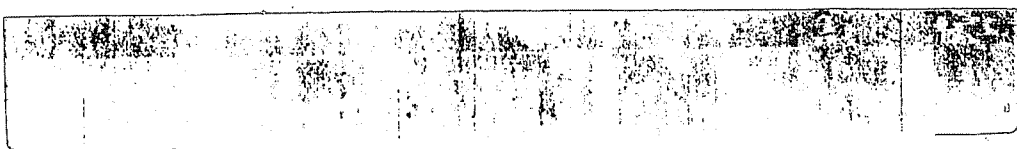
GIVEN UNDER MY HAND AND SEAL OF OFFICE THIS the 28th day of September, 1951.



Lucy J. Pilgrim
Notary Public in and for Harris County, Texas
LUCY J. PILGRIM



Filed for Record Oct. 24, 1951 at 4:00 o'clock P.M.
Recorded Dec. 6, 1951 at 8:58 o'clock A.M.
W. D. MILLER, Clerk County Court, Harris County, Texas.
BY Bessie Tuttle Deputy



MAP ID - 78

HCAD ID - 0522570000001

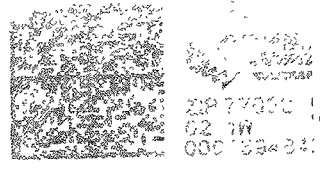
FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS



PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE
CERTIFIED MAIL™



7004 2510 0004 3684 2930

FIRST CLASS

FIRST CLASS

U.S. Postal Service™
CERTIFIED MAIL™ RECEIPT
(Domestic Mail Only; No Insurance Coverage Provided)

For delivery information visit our website at www.usps.com

OFFICIAL USE

7004 2510 0004 3684 2930

Postage \$		Postmark Here
Certified Fee		
Return Receipt Fee (Endorsement Required)		
Rest: Samuel J Schrinsky (Endo:)		
Total		
Sent: Milwaukee, WI 53203-2508		
Street or PO Box No.		
City, State, ZIP+4		

PS Form 3800, June 2002 See Reverse for Instructions

FIRST CLASS

FIRST CLASS

First Class Mail



CONNELLY · BAKER · WOTRING LLP

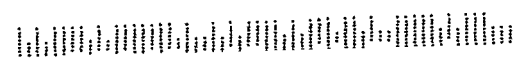
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Samuel J Schrinsky
152 W Wisconsin Ave
Milwaukee, WI 53203-2508

VTF

NIXIE 532032057-1N 09/03/14

RETURN TO SENDER
UNABLE TO FORWARD
UNABLE TO FORWARD
RETURN TO SENDER



First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p>	
	B. Received by (<i>Printed Name</i>)	C. Date of Delivery
<p>1. Article Addressed to:</p> <p style="padding-left: 40px;">Samuel J Schrinky</p> <p style="padding-left: 40px;">Leila St</p> <p style="padding-left: 40px;">Milwaukee, WI 53203-2508</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>	
	<p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail</p> <p><input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise</p> <p><input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p>	
	<p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	
<p>2. Article Number (<i>Transfer from service lab</i>)</p>	<p>7004 2510 0004 3684 2930</p>	

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Samuel J Schrinsky
152 W Wisconsin Ave
Milwaukee, WI 53203-2508

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on Leila St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Schrinsky:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

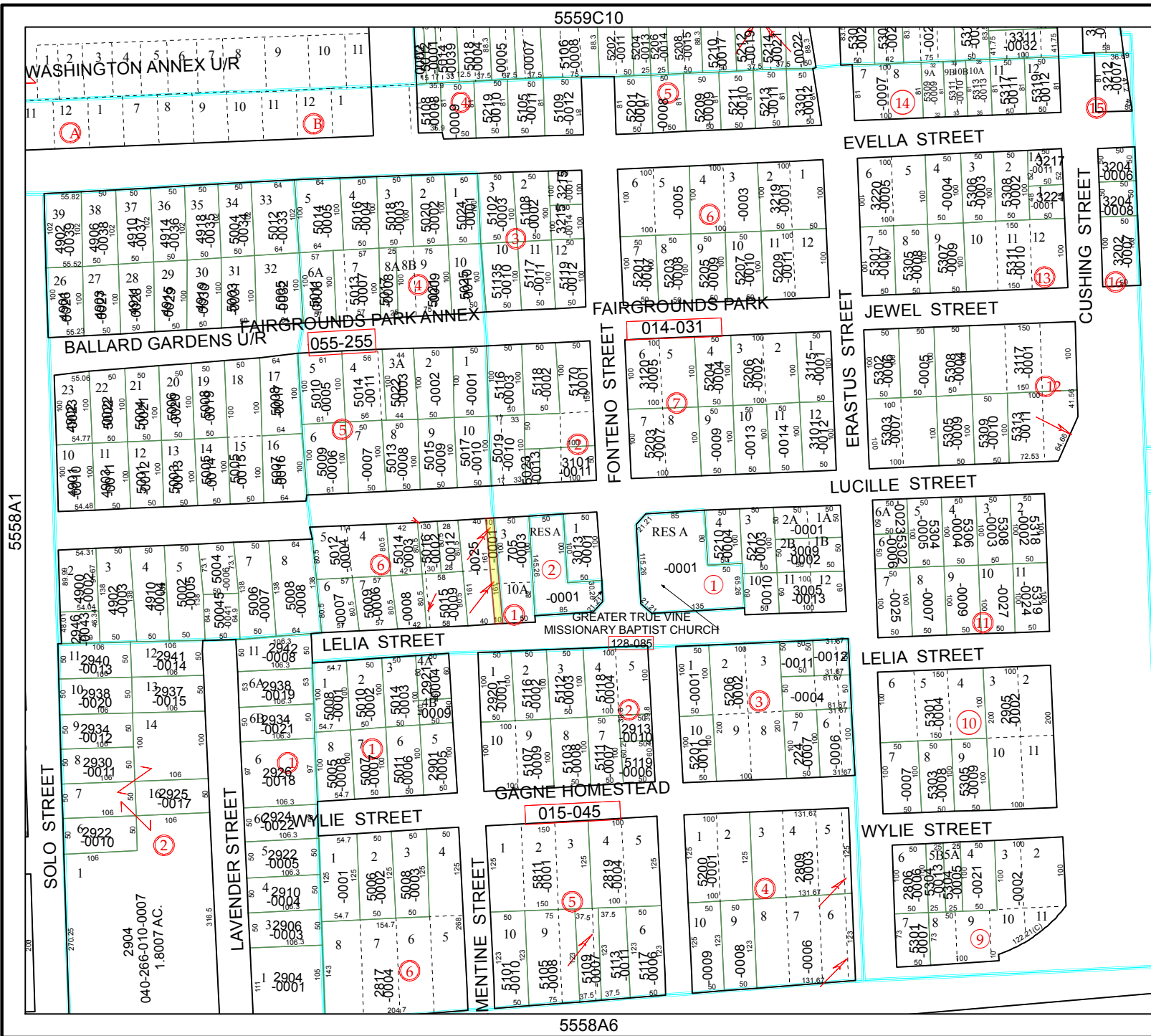
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



5558A1

5559C10

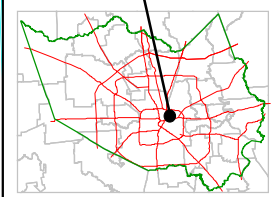
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0297

Date: January 23, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Frank Lippow (by Deed filed for record under Volume 2225, Page 72 of the Deed Records of Harris County, Texas) (See notes)

Property Description: (Map ID# 78) (Tax ID# 052-257-000-0001)

The East 10 feet of Lots One (1) and Ten (10), in Block Six (6), of Fairground Park Annex, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 499, Page 70 of the Deed Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's file No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lelia Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

- 1) We find reference to Cause No. 2012-54145, in the District Court of Harris County, Texas, styled Harris County, et al vs. Frank Lippow and Samuel J. Schrinsky. It is assumed that said cause of action is for delinquent taxes due on subject property.

Notes:

- We find no heirship/probate proceedings filed of record pertaining to Frank Lippow.
- Harris County Appraisal District reflects Samuel J. Schrinsky as the current tax payer of the subject property. However, we find no conveyance of record out of Frank Lippow or into Samuel J. Schrinsky.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

FILED

Chris Daniel
District Clerk

SEP 21 2012

Time: 2:47 PM
Harris County, Texas

By: [Signature]
Deputy

6

SUIT NO. 2012-54145

HARRIS COUNTY, ET AL

§
§
§
§
§

IN THE DISTRICT COURT

VS.

133 JUDICIAL DISTRICT

FRANK LIPPOW, ET AL

HARRIS COUNTY, TEXAS

ORIGINAL PETITION

TO THE HONORABLE JUDGE OF SAID COURT:

I.

PLAINTIFF(S)

This suit is brought for the recovery of delinquent ad valorem taxes under TEX. TAX CODE § 33.41 by the following named Plaintiff(s), whether one or more, each of which is a taxing unit and is legally constituted and authorized to impose and collect taxes on property:

HARRIS COUNTY, on behalf of itself and the following county-wide taxing authorities, the HARRIS COUNTY DEPARTMENT OF EDUCATION, the PORT OF HOUSTON AUTHORITY OF HARRIS COUNTY, the HARRIS COUNTY FLOOD CONTROL DISTRICT, the HARRIS COUNTY HOSPITAL DISTRICT (hereinafter Harris County), CITY OF HOUSTON, HOUSTON INDEPENDENT SCHOOL DISTRICT and HOUSTON COMMUNITY COLLEGE SYSTEM

The Plaintiff(s) intends discovery to be conducted under Level 2 of Rule 190, Texas Rules of Civil Procedure.

DEFENDANT(S)

The following are named as Defendant(s) in this suit, and they may be served with notice of these claims by service of citation at the address and in the manner shown as follows:

Frank Lippow (In Rem Only), Unknown Address;

Samuel J. Schrinisky, Unknown Address

if living, and if any or all of the above named Defendant(s) be deceased, the unknown heirs of each or all of the said above named deceased persons; and the unknown owner or owners of the following described property; and the executors, administrators, guardians, legal representatives, devisees or the above named persons; and any and all other persons, including adverse claimants, owning or having any legal or equitable interest or lien upon the below described property located in the county in which this suit is brought.

If any party is shown at an unknown address, the Defendant(s) include such person's unknown heirs, successors and assigns, whose identity and location are unknown, unknown owners, such unknown owner's heirs, successors and assigns, and any and all other persons, including adverse claimants, owning or having or claiming any legal or equitable interest in or lien upon the property which is the subject of the delinquent tax claim in this case.

The following taxing unit(s), whether one or more, is joined as a party herein as required by TEX. TAX CODE § 33.44(a) because it may have a claim and lien for delinquent taxes against all or part of the same property described below: NONE. The foregoing named taxing unit(s), if any, is invited to add its claim by intervening herein.

II.

Claims for all taxes becoming delinquent on said property at any time subsequent to the filing of this suit, up to the day of judgment, including all penalties, interest, attorney's fees, and costs on same, are incorporated in this suit, and Plaintiff(s) is entitled to recover the same, upon proper proof, without further citation or notice. Plaintiff(s) is further entitled to recover each penalty that is incurred and all interest that accrues on all delinquent taxes imposed on the property from the date of judgment to the date of sale.

III.

As to each separately described property shown below, there are delinquent taxes, penalties, interest, and costs justly due, owing and unpaid to Plaintiff(s) for the tax years and in the amounts as follows, if paid in September, 2012:

PROPERTY AND AMOUNTS OWED

ACCT. NO. 0522570000001; The East 10 feet of Lots 1 and 10 in Block 6 of Fairgrounds Park Annex, a subdivision in Harris County, Texas according to the map or plat thereof recorded in Volume 499, Page 70 of the Deed Records of Harris County, Texas and being that same property identified on Plaintiff's Tax Roll Account No. 052-257-000-0001.

HARRIS COUNTY

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$5.40	\$13.39	\$18.79
1993	\$5.41	\$12.77	\$18.18
1994	\$5.64	\$15.37	\$21.01
1995	\$5.62	\$14.54	\$20.16
1996	\$5.82	\$14.25	\$20.07
1997	\$20.74	\$47.94	\$68.68
1998	\$20.73	\$45.07	\$65.80
1999	\$20.73	\$42.21	\$62.94
2000	\$20.75	\$39.37	\$60.12
2001	\$20.68	\$38.89	\$59.57
2002	\$20.69	\$35.93	\$56.62
2003	\$20.69	\$32.94	\$53.63
2004	\$54.93	\$79.55	\$134.48
2005	\$54.92	\$71.60	\$126.52
2006	\$54.92	\$63.70	\$118.62
2007	\$50.86	\$51.68	\$102.54
2008	\$50.87	\$44.37	\$95.24
2009	\$50.88	\$37.05	\$87.93

	2010	\$50.92	\$29.73	\$80.65
	2011	\$50.92	\$22.42	\$73.34
TOTALS:		\$592.12	\$752.77	\$1,344.89

CITY OF HOUSTON

	Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
	1992	\$5.67	\$17.02	\$22.69
	1993	\$5.67	\$16.24	\$21.91
	1994	\$5.99	\$16.33	\$22.32
	1995	\$5.99	\$15.50	\$21.49
	1996	\$5.99	\$14.68	\$20.67
	1997	\$21.28	\$49.20	\$70.48
	1998	\$21.28	\$46.26	\$67.54
	1999	\$21.28	\$43.33	\$64.61
	2000	\$20.96	\$39.78	\$60.74
	2001	\$20.96	\$39.40	\$60.36
	2002	\$20.96	\$36.39	\$57.35
	2003	\$20.96	\$33.36	\$54.32
	2004	\$55.25	\$80.00	\$135.25
	2005	\$55.04	\$71.78	\$126.82
	2006	\$54.83	\$63.60	\$118.43
	2007	\$51.50	\$52.32	\$103.82
	2008	\$51.10	\$44.56	\$95.66
	2009	\$51.10	\$37.20	\$88.30
	2010	\$51.10	\$29.84	\$80.94
	2011	\$51.10	\$22.48	\$73.58
TOTALS:		\$598.01	\$769.27	\$1,367.28

HOUSTON INDEPENDENT SCHOOL DISTRICT

	Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
	1992	\$12.46	\$37.41	\$49.87
	1993	\$12.46	\$35.69	\$48.15
	1994	\$12.46	\$33.97	\$46.43
	1995	\$12.46	\$32.25	\$44.71
	1996	\$12.46	\$30.53	\$42.99
	1997	\$44.29	\$102.40	\$146.69
	1998	\$46.69	\$101.50	\$148.19
	1999	\$46.69	\$95.06	\$141.75
	2000	\$48.61	\$92.27	\$140.88
	2001	\$50.56	\$95.05	\$145.61
	2002	\$50.56	\$87.78	\$138.34
	2003	\$50.56	\$80.49	\$131.05

2004	\$135.92	\$196.82	\$332.74
2005	\$137.70	\$179.56	\$317.26
2006	\$125.43	\$145.49	\$270.92
2007	\$92.54	\$94.02	\$186.56
2008	\$92.54	\$80.69	\$173.23
2009	\$92.54	\$67.37	\$159.91
2010	\$92.54	\$54.04	\$146.58
2011	\$92.54	\$40.72	\$133.26

TOTALS: \$1,262.01 \$1,683.11 \$2,945.12

HOUSTON COMMUNITY COLLEGE SYSTEM

Tax Year(s)	Tax Amount	Penalties and Interest	Total Due
1992	\$.48	\$1.44	\$1.92
1993	\$.49	\$1.41	\$1.90
1994	\$.53	\$1.45	\$1.98
1995	\$.53	\$1.37	\$1.90
1996	\$.57	\$1.40	\$1.97
1997	\$2.12	\$4.91	\$7.03
1998	\$2.12	\$4.61	\$6.73
1999	\$2.23	\$4.54	\$6.77
2000	\$2.63	\$4.99	\$7.62
2001	\$2.60	\$4.89	\$7.49
2002	\$2.60	\$4.52	\$7.12
2003	\$2.60	\$4.14	\$6.74
2004	\$8.16	\$11.82	\$19.98
2005	\$8.14	\$10.62	\$18.76
2006	\$8.09	\$9.38	\$17.47
2007	\$7.39	\$7.51	\$14.90
2008	\$7.39	\$6.45	\$13.84
2009	\$7.38	\$5.38	\$12.76
2010	\$7.38	\$4.31	\$11.69
2011	\$7.78	\$3.43	\$11.21

TOTALS: \$81.21 \$98.57 \$179.78

TOTAL DUE \$5,837.07

The total aggregate amount of taxes, penalties, interest, and attorney's fees (if any) for which Plaintiff(s) sues is \$5,837.07, subject to additional taxes, penalties, interest, and attorney's fees that accrue subsequent to the filing of this petition.

IV.

All of the taxes were authorized by law and legally imposed in the county in which this suit is brought. The taxes were imposed in the amount(s) stated above on each separately described property for each year specified and on each person named, if known, who owned the property on January 1 of the year for which the tax was imposed. Plaintiff(s) now has and asserts a lien on each tract of real property and each item of personal property described herein to secure the payment of all taxes, penalties, interest and costs due. Pursuant to Rule 54 of the Texas Rules of Civil Procedure, Plaintiff(s) affirmatively avers that all things required by law to be done have been done properly by the appropriate officials and all conditions precedent have been met.

V.

All of the property described above was, at the time the taxes were assessed, located within the territorial boundaries of each taxing unit in whose behalf this suit is brought. All Defendants named in this suit either owned the property that is the subject of this suit on January 1 of the year in which taxes were imposed on said property, or owned or claimed an interest in or lien upon said property at the time of the filing of this suit. The value of any personal property that may be described above, and against which the tax lien is sought to be enforced, is in excess of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

VI.

The Law Firm represented by the attorney whose name is signed hereto is legally authorized and empowered to institute and prosecute this action on behalf of Plaintiff(s). Plaintiff(s) should recover attorney's fees as provided by law for the prosecution of this case, and such attorney's fees should be taxed as costs.

VII.

Plaintiff(s) may have incurred certain expenses in the form of abstractor's costs in procuring data and information as to the name, identity and location of necessary parties, and in procuring necessary legal descriptions of the property that is the subject of this suit. Said expenses, if incurred, are reasonable and are in the following amount: \$425.00. The abstractor's costs, if any be shown, should be taxed as costs herein.

PRAYER

WHEREFORE, PREMISES CONSIDERED, Plaintiff(s) requests that citation be issued and served upon each Defendant named herein, commanding them to appear and answer herein in the time and manner required by law. Plaintiff(s) further prays, upon final hearing in this cause, for foreclosure of its liens against the above-described property securing the total amount of all delinquent taxes, penalties and interest, including taxes, penalties and interest becoming delinquent during the pendency of this suit, costs of court, attorney's fees, abstract fees, and expenses of foreclosure sale. Plaintiff(s) further prays for personal judgment against Defendant(s) who owned the property on January 1 of the year for which the taxes were imposed for all taxes, penalties, interest, and costs that are due or will become due on the property, together with attorney's fees and abstractor's fees. Plaintiff(s) further

prays for: (1) the appropriate order of sale requiring the foreclosed property to be sold, free and clear of any right, title or interest owned or held by any of the named Defendants, at public auction in the manner prescribed by law, and (2) writs of execution, directing the sheriffs and constables for the State of Texas, to search out, seize, and sell sufficient property of the Defendant(s) against whom personal judgment may be awarded to satisfy the lawful judgment sought herein. Finally, Plaintiff(s) prays for such other and further relief, at law or in equity, to which it may show itself justly entitled. However, Plaintiff(s) do not pray for personal judgment against any defendant(s) identified in paragraph I as IN REM ONLY. Plaintiff(s) pray for costs of court and for such other and further relief, at law or in equity, to which they may show themselves justly entitled.

Respectfully submitted,

LINEBARGER GOGGAN
BLAIR & SAMPSON, LLP
1300 Main
Suite 300 (77002)
P.O. Box 3064
HOUSTON, TX 77253-3064
(713) 844-3580, (713) 844-3502 - Fax



Herbert "Trey" A. Stone, III
State Bar No. 24041980
Attorney for Plaintiff(s)

72/11

STATE OF TEXAS
COUNTY OF HARRIS

385104

KNOW ALL MEN BY THESE PRESENTS:

That I, Rose Fox, a feme sole, for and in consideration of the love, devotion and affection which I have and bear unto and towards my brother, Frank Lippow, a single man, of the County of Harris, State of Texas, have granted, given, confirmed, and conveyed, and by these presents do grant, give, confirm, and convey unto the said Frank Lippow, a single man, as his sole and separate property all that certain tracts or parcels of land situated in the City of Houston, Harris County, Texas, described as follows:

Lot one (1)- two (2)- three (3), Block two (two) thirty-seven (237), W. R. Baker Addition, NSEB, in the City of Houston, Harris County, Texas.

Lot ten (10), Block two (2), Fairground Park Addition, NSEB, in the City of Houston, Harris County, Texas, according to plat recorded in Vol. 499, page 70, of Deed Records of Harris County, Texas.

Lot ten (10), Block five (5), and Lots one (1)- two (2)- three (3)- eight (8)- nine (9)- ten (10), Block six (6), Fairground Park Annex Addition, in the City of Houston, Harris County, Texas, NSEB, save and except forty-two feet (42') by eighty feet (80') out of the Northwest corner of Lot three (3), in Block six (6) above described, according to plat recorded in Vol. 499, page 70 of the Deed Records of Harris County, Texas.

Part of Lot one (1) out of the P. Whitty Survey, Abstract No. 1126, lying east of Houston Humble Highway No. 35, about eight (8) miles from the City of Houston, more particularly described as follows: Beginning at the Southeast corner of said Lot one (1) of said P. Whitty Survey which corner is the Southeast corner of said Survey;

Thence, N 20 deg. 40' E, 175.95 to point in the center of Hall's Bayou;

Thence, S 27 deg. 33' W, along the East line of said Houston Humble Highway, to the South line of Lot one (1) of said P. Whitty Survey;

Thence, N 87 deg. 20' E, 103.66 feet to the place of beginning, same being a triangular parcel of land, containing 11/100 of an acre and being all of said Lot one (1) of said P. Whitty Survey, lying East of said Houston Humble Highway, according to plat recorded in Vol. 15, page 63 of the Map Records of Harris County, Texas.

Save and except to the North portion of tract 17 of the P. W. Survey, Abstract No. 1126, in Harris County, Texas, and said tract 17 being of record in Vol. 1213, page 78, in the Harris County Deed Records, which description is more specifically referred to as follows:

Beginning at a point for a corner, said point lying in the East line of the said tract 17 at a bearing of N 20 deg. 40' West and a distance of 130.95 feet from the Southeast corner of said tract 17.

Thence, N 20 deg. 40' West a distance of 45 feet to a point for a corner.

Thence, S 27 deg. 33' West a distance of 45 feet to a point for a corner.

Thence, in an Easterly direction to the point of beginning.

In that the said exception was an easement given on the 1st. day of March, A. D. 1948 to the Harris - County Flood Control District, as easement is still in force and effect.

To have and to hold the above described premises, together with all and singular, all the rights and appurtenances thereto in any wise belonging unto the said Frank Lippow, a single man, as his sole and separate property, and I do by these presents bind myself, my heirs and legal representatives to warrant and forever defend the same unto the said Frank Lippow, a single man, his heirs and assigns against the claim of any and all persons whomsoever, lawfully claiming or to claim the same or any part thereof.

WITNESS my hand on this the 3 day of January, A. D. 1950, at Houston, Harris County, Texas.

Rose Fox
Rose Fox, a feme sole.

STATE OF TEXAS
COUNTY OF HARRIS

BEFORE ME, the undersigned authority, a Notary Public, in and for Harris County, Texas, on this day personally appeared Rose Fox, a feme sole, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same for the purposes and considerations therein expressed.

GIVEN under my hand and seal of office this the 3 day of January, A. D. 1950.



Samuel Williamson
Notary Public in and for Harris County, Texas.
SAMUEL WILLIAMSON
Notary Public, in and for Harris County, Texas

Filed for Record Jan 23, 1951, at 1:00 o'clock P.M.

Recorded Feb 5, 1951, at 9:04 o'clock A.M.

W. D. MILLER, Clerk County Court, Harris County, Texas.

BY Gilman Bilsland Deputy

MAP ID - 79

HCAD ID - 0522570000006

FIRST CLASS

FIRST CLASS

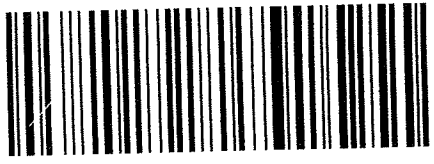
FIRST CLASS

FIRST CLASS

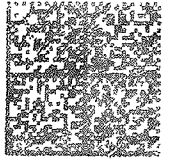
FIRST CLASS

PLACE STICKER AT TOP OF ENVELOPE TO THE RIGHT OF THE RETURN ADDRESS, FOLD AT DOTTED LINE

CERTIFIED MAIL™



7004 2510 0004 3684 2947



US PSN A-1
ZIP 77002
02 1W
000139464

UNC

First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

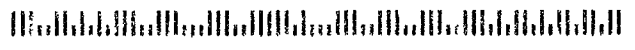
Clara C Humphrey
5009 Lelia St
Houston, TX 77026-5213

UNC

NIXIE 770262021-1N 09/22/14

RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER

UNC



FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY
<ul style="list-style-type: none"> ■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. ■ Print your name and address on the reverse so that we can return the card to you. ■ Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p> <p>X</p> <p>B. Received by (<i>Printed Name</i>) C. Date of Delivery</p> <hr/> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p>
<p>1. Article Addressed to:</p> <p style="text-align: center;">Clara C Humphrey 5009 Lelia St Houston, TX 77026-5213</p>	<p>3. Service Type</p> <p> <input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D. </p>
<p>2. Article Number <i>(Transfer from service label)</i></p>	<p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>
<p>7004 2510 0004 3684 2947</p>	





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Clara C Humphrey
5009 Lelia St
Houston, TX 77026-5213

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5009 Lelia St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Ms. Humphrey:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

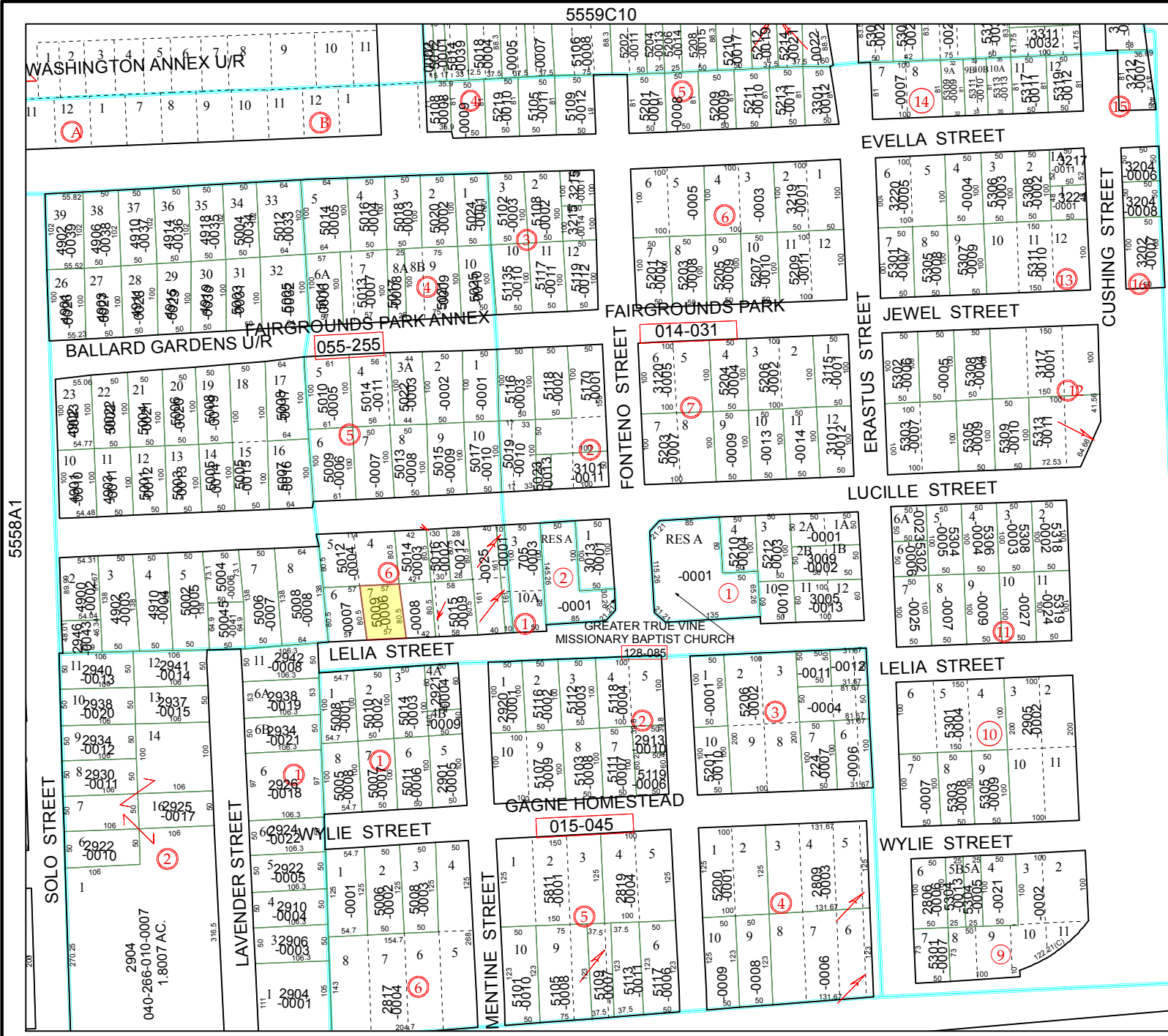
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



Harris County Appraisal District

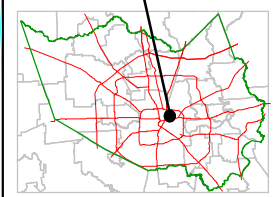


0 100 200

PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6



**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0302
Date: January 16, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Clara Christinar Humphrey (by Deed filed for record under Harris County Clerk's File No. V356410)

Property Description: (Map ID# 79) (Tax ID# 052-257-000-0006)

Lot Seven (7), in Block Six (6), of Fairground Park Annex, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 499, Page 70 of the Deed Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lelia Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

Deed
9
M

6472

V356410

DEED OF GIFT

STATE OF TEXAS 10/12/01 101670866 V356410 \$9.00

COUNTY OF HARRIS KNOWALL MEN BY THESE PRESENTS:

THAT I, Lillian Humphrey, a single person and a resident of Harris County, Texas ("Grantor"), for and in consideration of the love of, and affection for, my daughter, Clara Christinar Humphrey, have GIVEN, GRANTED and CONVEYED, and by these presents do GIVE, GRANT and CONVEY unto Clara Christinar Humphrey, a single person of Harris County, Texas, mailing address 5009 Lelia, Houston, Texas 77026 ("Grantee"), as her separate property, all of the following described real property in Harris County, Texas, to-wit:

Lot 7, Block 6 of the Fairground Park Annex, an addition to the City of Houston, Harris County, Texas, being the same land described in deed from Evelyn K. Moon, et vir, to Wesley Hobbs, et ux, dated March 11, 1960, recorded in Volume 3971, Page 453 of the Deed Records of Harris County, Texas, and said property being known as 5009 Lelia Street, Houston, Texas 77026.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, her heirs and assigns forever, without warranties expressed or implied.

EXECUTED this 5 day of Oct, 2001.

Lillian Humphrey
LILLIAN HUMPHREY

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me on the 5 day of Oct, 2001, by LILLIAN HUMPHREY.

Nancy S. [Signature]
Notary Public, State of Texas

Net

Sidney Levine
110 Main Street, Ste. 201
Sealy, Tx 77474

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS VOID AND UNENFORCEABLE UNDER FEDERAL LAW. THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

FILE FOR RECORD
8:00 AM

OCT 12 2001

OCT 12 2001

Beverly B. Kayman
County Clerk, Harris County, Texas



Beverly B. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 80

HCAD ID - 0522570000007

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.

1. Article Addressed to:

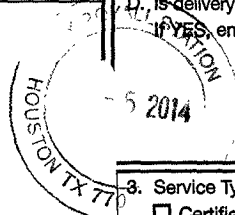
Johnnie M York
5007 Lelia St
Houston, TX 77078-4025

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
Johnnie York Addressee

B. Received by (Printed Name) C. Date of Delivery
Johnnie York

D. Is delivery address different from item 1? Yes
If YES, enter delivery address below: No



3. Service Type
 Certified Mail Express Mail
 Registered Return Receipt for Merchandise
 Insured Mail C.O.D.

4. Restricted Delivery? (Extra Fee) Yes

2. Article Number

(Transfer from service)

7004 2510 0004 3684 2954



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Johnnie M York
9231 Oak Knoll Ln
Houston, TX 77078-4025

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 5007 Lelia St for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. York:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

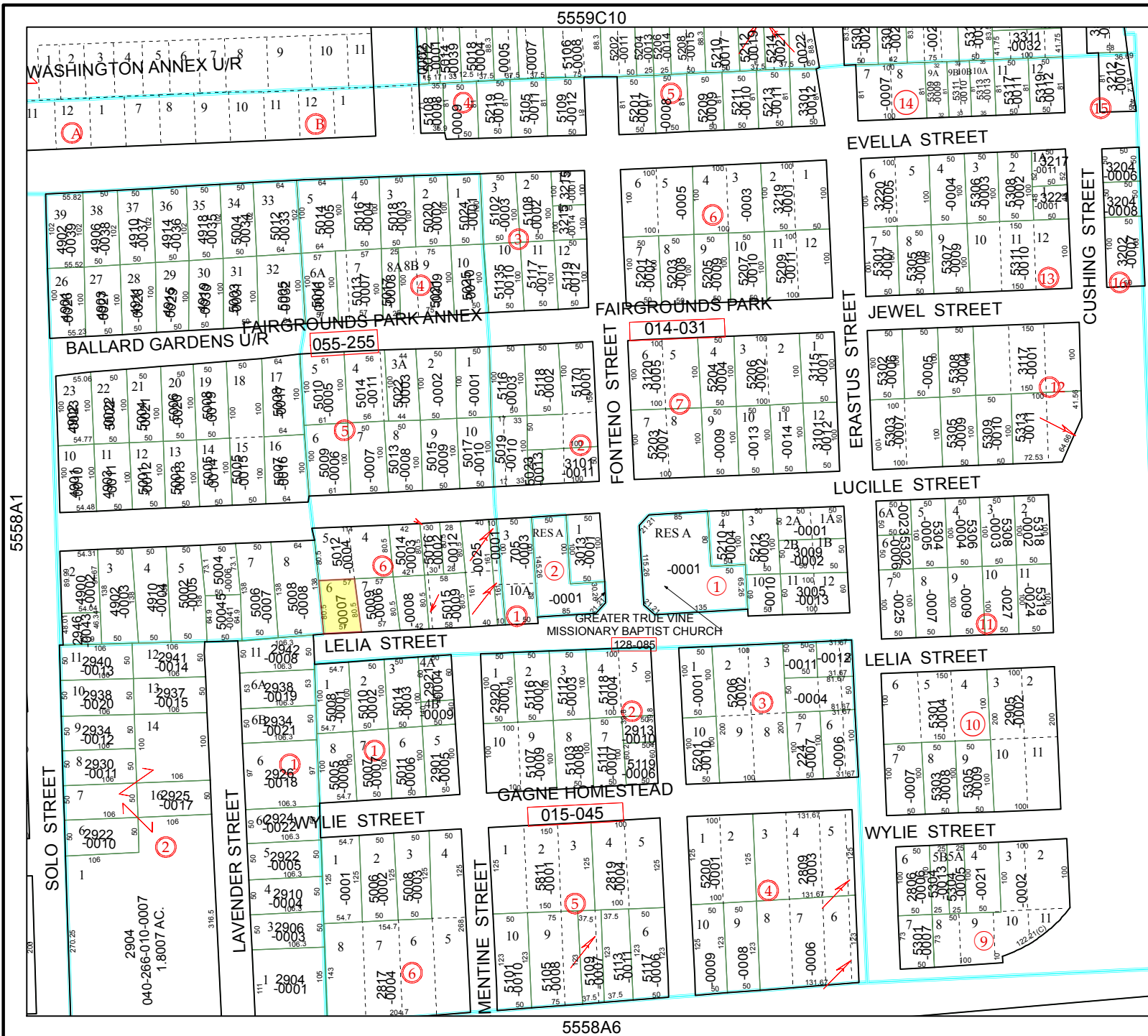
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



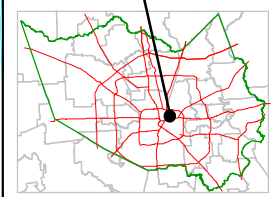
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A6

**Texas American Title Company
2000 Bering, Suite 1000
Houston, Texas 77057
713-988-9999**

Title Report

GF Number: 7910-13-0305
Date: January 16, 2013

Texas American Title Company ("Title Company") certifies that a diligent search of the real property records of Texas American Title Company's title plant has been made, as to the herein described property, and as of 8:00 AM on the 9th day of January, 2013, we find the following:

Title Vested In:

Johnnie M. York (by Deed filed for record under Harris County Clerk's File No. M287889)

Property Description: (Map ID# 80) (Tax ID# 052-257-000-0007)

Lot Six (6), in Block Six (6), of Fairground Park Annex, a subdivision in Harris County, Texas according to the map or plat thereof, recorded in Volume 499, Page 70 of the Deed Records of Harris County, Texas.

SUBJECT TO: Claims of present occupants; discrepancies in area and boundaries; unpaid bills for Labor or Material in connection with recent repairs or new improvements; Unpaid Taxes; changes in Marital or Corporate Status of owner(s) since date of purchase; Homestead Rights or Claims.

Restrictions:

None of record.

Exceptions:

- a) Subject property is located within the City of Houston or within its extra territorial jurisdiction (within 5 miles of the city limits but outside another municipality) and is subject to the terms, conditions, and provision of City of Houston Ordinance No. 85-1878 and 99-262, pertaining to, among other things the platting and re-platting of real property and to the establishment of building lines. A certified copy of said ordinance was filed of record on August 1, 1991, under Harris County Clerk's File No. N253886.

Property Liens:

- 1) Paving Lien Notice filed on January 31, 1977, (topping project no. 303), filed under Harris County Clerk's File No. F029142, (Film Code No. 157-20-1662), executed by the City of Houston, showing portions of Lelia Street, and assessing a portion of the cost thereof, against the owners of the property abutting thereon.

Involuntary Liens:

None of record.

CAUTION: PROTECTION IS AFFORDED ONLY UNDER THE TERMS OF THE PROPOSED TITLE INSURANCE POLICY. TEXAS AMERICAN TITLE COMPANY (AND ITS UNDERWRITERS OF TITLE INSURANCE) ASSUME NO LIABILITY FOR ERRORS OR OMISSIONS IN HIS REPORT OR FOR VERBAL STATEMENTS.

This is a copy of a preliminary report made for the use of Texas American Title Company only, to determine whether a title insurance policy can be issued. If a copy is furnished to the parties to the transaction, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the results of the Company's title search (upon which only the Company may rely.) None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company should not be liable by reason of furnishing this report or for any verbal statements related thereto. Neither the Company nor its underwriters shall be liable for any title defect unless a title insurance policy is issued by the Company insuring against such defect, and the applicable premium paid therefore. The liability shall then exist only under the terms of the policy (as prescribed by the State Board of Insurance of the State of Texas) and as measured and limited thereby.

Notice: Texas American Title Company disclaims any warranties, expressed or implied, concerning this information. This information is solely for the use of the party requesting it and no one else. Texas American Title Company liability for errors and/or omissions in this information shall be limited to the amount paid for this report. By accepting this form the party requesting the information agrees that the disclaimer of warranties, and liability limitation contained in this paragraph is a part of its contract with Texas American Title Company and shall cover all actions whether arising hereunder by statute, in contract, or in tort.

Texas American Title Company



Darrell Stone
Title Examiner

M287889

155-61-2034

File No. _____

(Deed of Gift - Christinar B. Hobbs
to Johnnie M. York)

08/24/89 00612678 M287889 \$ 5.00

STATE OF TEXAS

COUNTY OF HARRIS

KNOW ALL MEN BY THESE PRESENTS:

THAT I, Christinar B. Hobbs, a widow and a resident of Harris County, Texas, for and in consideration of the love and affection for which I bear my granddaughter, Johnnie M. York, have GIVEN, GRANTED and CONVEYED, and by these presents do GIVE, GRANT and CONVEY unto Johnnie M. York, of Harris County, Texas, as her separate property, all of the following described real property in Harris County, Texas, to-wit:

Lot 6, Block 6, Fairgrounds Park Annex, a subdivision in Houston, Harris County, Texas.

TO HAVE AND TO HOLD the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, her heirs and assigns forever, without warranties express or implied.

EXECUTED this 30th day of June, 1989.

Christinar B. Hobbs
CHRISTINAR B. HOBBS

STATE OF TEXAS

COUNTY OF HARRIS

This instrument was acknowledged before me on this the 30th day of June, 1989, by CHRISTINAR B. HOBBS.

Charlotte J. Merchant
Notary Public, State of Texas

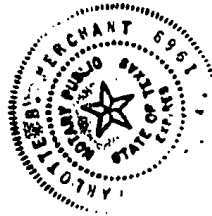
ADDRESS OF GRANTEE:

6727 Telephone Road, #299
Houston, Texas 77061

FILED FOR RECORD
8:30 A.M.

AUG 24 1989

Quinta Roddenberry
County Clerk, Harris County, Texas



155-61-2035

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS }
COUNTY OF HARRIS }
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

AUG 24 1989



Janice Reddeman
COUNTY CLERK,
HARRIS COUNTY, TEXAS

	<p style="text-align: center;"><u>DEED OF GIFT</u></p> <p style="text-align: center;">CHRISTINAR B. HOBBS</p> <p style="text-align: center;">TO</p> <p style="text-align: center;">JOHNNIE M. YORK</p>		<p><i>Reth</i></p>	<p>LAW OFFICES OF SIDNEY LEVINE ATTORNEY AT LAW P. O. BOX 592 SEALY, TEXAS 77474</p>
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MAP ID - 89

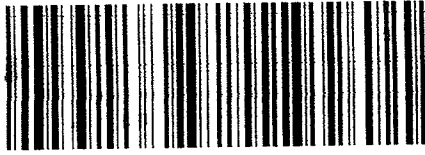
HCAD ID - 0522570000002

CERTIFIED MAIL

CLASS

FIRST CLASS

FIRST CLASS



9414 7266 9904 2016 6050 76

RETURN RECEIPT REQUESTED



HOUSTON TX 77002
03 14
00139464

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

ANK

First Class Mail



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

FROM THE DESK OF KAREN REYES

TO:



On Time LP
5016 Lucille Street
Houston, TX 77026-

ANK

NIXIE

770262023-1N

06/30/15

RETURN TO SENDER
ATTEMPTED - NOT KNOWN
UNABLE TO FORWARD
RETURN TO SENDER



First Class Mail

c

Thank you for using Return Receipt Service

RETURN RECEIPT REQUESTED
USPS® MAIL CARRIER
DETACH ALONG PERFORATION

2. Article Number



9414 7266 9904 2016 6050 76

3. Service Type **CERTIFIED MAIL®**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

On Time LP
5016 Lucille Street
Houston, TX 77026-

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

B. Date of Delivery

C. Signature

Agent
 Addressee

X

D. Is delivery address different from item 1?
If YES, enter delivery address below:

Yes
 No

Reference Information

1068-14 HWP

Thank you for using Return Receipt Service





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

June 10, 2015

Certified Article Number
9414 7266 9904 2016 6050 76
SENDERS RECORD

On Time LP
5016 Lucille Street
Houston, TX 77026

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

RE: Request for Agreement for Restrictive Covenant on 5016 Lucille Street for Union Pacific Railroad Company – Houston Wood Preserving Works Facility, 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to

prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting was held on September 11, 2014 at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street. There we provided more information and answered questions the residents had. Your property has been recently added to the affected area. If you have any questions for UPRR, please direct your questions to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, [\(281\) 350-7197](tel:2813507197), or to Paul A. Shanklin, Connelly Baker Wotring, 700 JPMorgan Chase Tower, 600 Travis, Houston, Texas 77002, 713-980-1737. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at [512-239-6363](tel:5122396363), or facsimile [512-239-6377](tel:5122396377), or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

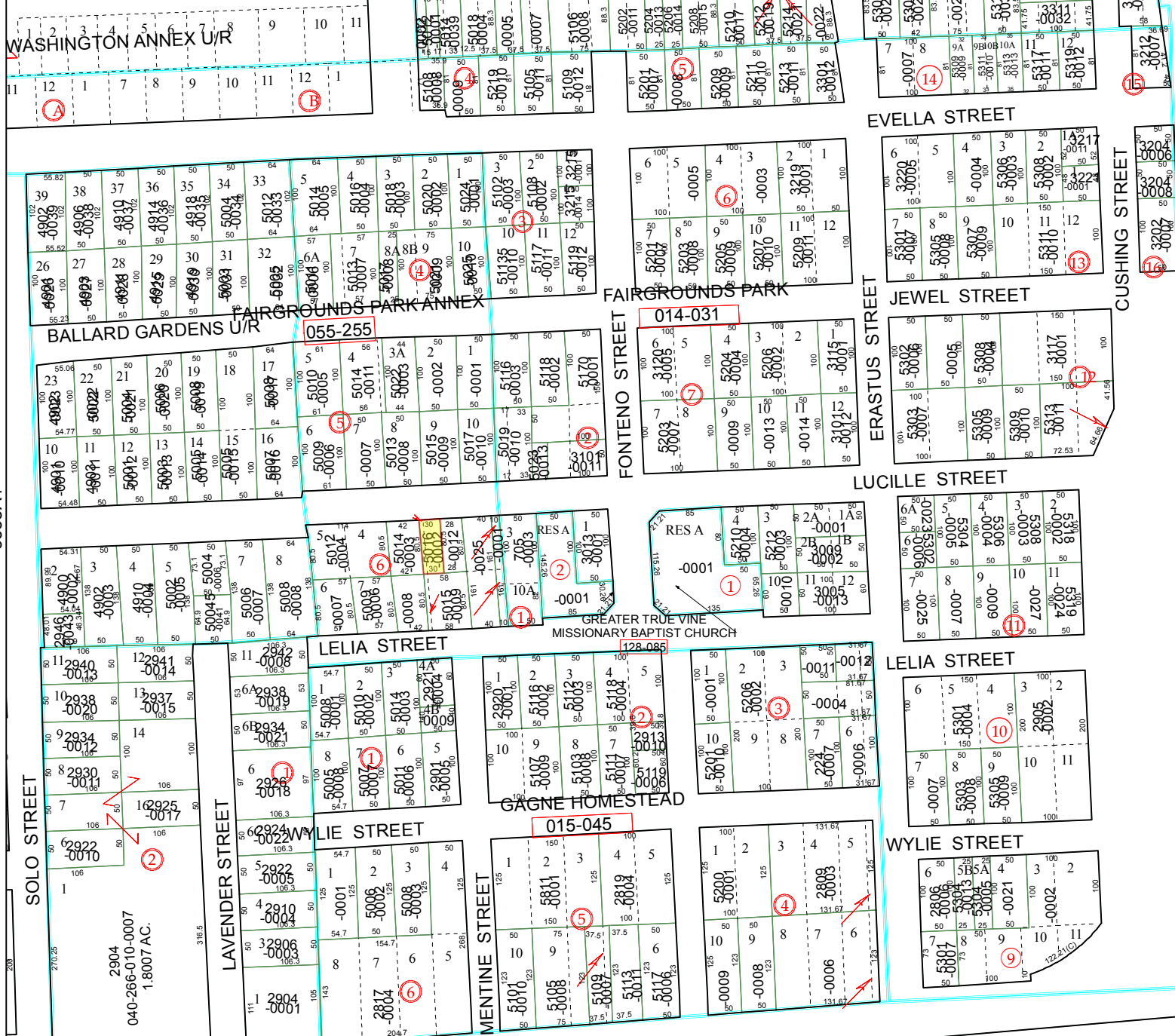


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



5558A6

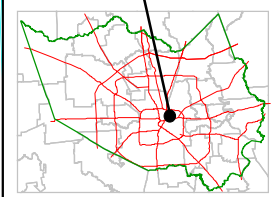
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

2904
040-266-010-0007
1.8007 AC.

STARTEX TITLE COMPANY
1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE
for
5016 Lucille St.

We have checked the records on the following property up through and including October 19, 2014, and find as follows:

PROPERTY:

The West 22 feet of Lot 2 and the East 8 feet of Lot 3, in Block 6, of Fairgrounds Park Annex, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 499, Page 70, of the Deed Records of Harris County, Texas.

TITLE VESTED IN:

On Time Limited Partnership by virtue of Deed filed for record under Harris County Clerk's File No. 20060185600.

LIENS:

Vendor's Lien retained in Deed dated March 26, 2004, filed for record under Harris County Clerk's File No(s). X505224, executed by Henry Martin, Sr. to Henry Martin, Jr., securing one promissory note of even date therewith in the principal amount of \$14,000.00, payable to Henry Martin, Sr., said note additionally secured by a Deed of Trust of even date therewith to Marc J. Magids, Trustee, and all terms conditions and stipulations contained therein, including any additional indebtedness secured thereby, filed for record under Harris County Clerk's File No(s). X505225. Notice of Trustee's Sale filed for record October 10, 2006, under Harris County Clerk's File No. 20060112810. (NO RELEASE OF LIEN HAS BEEN LOCATED)

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC.:

None of record.

NOTE: The description of property shown in the vesting deed filed for record under Harris County Clerk's File No. 20060185600, as Lot Two (2) and part of Lot Three (3), in Block 6 of Fairground Park Addition, to the City of Houston, Harris County, Texas, being more commonly known as 5016 Lucille Street. However, the description of

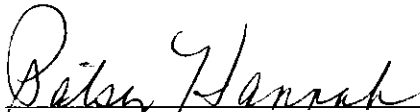
property shown above is the correct description. A correction Deed using this description of property should be obtained and filed for record in the Real Property Records of Harris County, Texas.

NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title research (upon which only the Company may rely). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report or for any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREOF.

WITNESS Our Hand this 23rd day of October, 2014.

STARTEX TITLE COMPANY

By: 
Patsy Hannah
Examiner

2
ND

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

F

ASSUMPTION WARRANTY DEED WITH VENDOR'S LIEN

20060185600
11/09/2006 RP1 \$20.00

DATE: November 6, 2006

GRANTOR: Henry Martin, Jr.

GRANTOR'S MAILING ADDRESS (INCLUDING COUNTY):

12402 Green Canyon
Houston, Harris County, Texas 77044

GRANTEE: On Time Limited Partnership

GRANTEE'S MAILING ADDRESS (INCLUDING COUNTY):

2141 West Governors Circle
Houston, Harris County, Texas 77092

CONSIDERATION:

Ten and 00/100 Dollars (\$10.00) and the assumption of a Note dated March 26, 2004 in the principal amount of Fourteen Thousand 00/100 Dollars (\$14,000.00) and executed by Henry Martin, Jr., payable to the order of Henry Martin, Sr. It is secured by a Vendor's Lien retained in favor of Henry Martin, Sr., in a Deed dated March 26, 2004 from Henry Martin, Sr. To Henry Martin Jr., and by a Deed of Trust dated March 26, 2004 from Henry Martin, Jr. to Marc J. Magids, Trustee.

PROPERTY (INCLUDING ANY IMPROVEMENTS):

Lot Two (2) and part of Lot Three (3), in Block Six (6), Fairground Park Addition to the City of Houston, Harris County, Texas being more commonly referred to as 5016 Lucille St., Houston, Texas 77026.

RESERVATIONS FROM AND EXCEPTIONS TO CONVEYANCE AND WARRANTY:

Subject to any and all valid and subsisting restrictions, easements, rights of way, mineral and royalty reservations, maintenance charges, zoning laws, ordinances of municipal and/or other governmental authorities, conditions and covenants, if any, applicable to and enforceable against the above described property legally and properly of record in the office of the County Clerk of Harris County, Texas.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells and conveys to Grantee the property, together with all and singular rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor hereby binds said property to Grantee and Grantee's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

Grantor is selling said property to Grantee in an "as-is" condition and Grantor hereby expressly disclaims any and all warranties as to the subject property, express and implied.

G:\M\MAR35\02945\Dee001.wpd

RECORDED

WD
HK

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER

WARRANTY DEED WITH VENDOR'S LIEN

DATE: March 26, 2004 **X505224**
04/02/04 300381472 \$11.00

GRANTOR: Henry Martin, Sr.

GRANTOR'S MAILING ADDRESS (INCLUDING COUNTY):

9522 Fairbanks North Houston
Houston, Harris County, Texas 77064

hee

GRANTEE: Henry Martin, Jr.

GRANTEE'S MAILING ADDRESS (INCLUDING COUNTY):

5016 Lucille St.
Houston, Harris County, Texas 77026

CONSIDERATION:

Ten and 00/100 Dollars (\$10.00) and a Note of even date that is in the principal amount of Fourteen Thousand 00/100 Dollars (\$14,000.00) and is executed by Grantee, payable to the order of Grantor. It is secured by a Vendor's Lien retained in favor of Henry Martin, Sr., in this Deed and by a Deed of Trust of even date from Grantee to Marc J. Magids, Trustee.

PROPERTY (INCLUDING ANY IMPROVEMENTS):

Lot Two (2) and part of Lot Three (3), in Block Six (6), Fairground Park Addition to the City of Houston, Harris County, Texas being more commonly referred to as 5016 Lucille St., Houston, Texas 77026. D

RESERVATIONS FROM AND EXCEPTIONS TO CONVEYANCE AND WARRANTY:

Subject to any and all valid and subsisting restrictions, easements, rights of way, mineral and royalty reservations, maintenance charges, zoning laws, ordinances of municipal and/or other governmental authorities, conditions and covenants, if any, applicable to and enforceable against the above described property legally and properly of record in the office of the County Clerk of Harris County, Texas.

Grantor, for the consideration and subject to the reservations from and exceptions to conveyance and warranty, grants, sells and conveys to Grantee the property, together with all and singular rights and appurtenances thereto in any wise belonging, to have and hold it to Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever. Grantor hereby binds said property to Grantee and Grantee's heirs, executors, administrators, and successors to warrant and forever defend all and singular the property to Grantee and Grantee's heirs, executors, administrators, successors, and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof.

Grantor is selling said property to Grantee in an "as-is" condition and Grantor hereby expressly disclaims any and all warranties as to the subject property, express and implied.

G:\M\MAR35\02945\Dee001.wpd

governmental authorities, conditions and covenants, if any, applicable to and enforceable against the above described property legally and properly of record in the office of the County Clerk of Harris County, Texas.

For value received and to secure payment of the Note, Grantor conveys the property to Trustee in trust. Grantor warrants and agrees to defend the title to the property. If Grantor performs all the covenants and pays the note according to its terms, this Deed of Trust shall have no further effect, and Beneficiary shall release it at Grantor's expense.

GRANTOR'S OBLIGATIONS:

Grantor agrees to:

1. keep the property in good repair and condition;
2. pay all taxes and assessments on the property when due;
3. preserve the Lien's priority as it is established in this Deed of Trust;
4. maintain, in a form acceptable to Beneficiary, an insurance policy that:
 - a. covers all improvements for their full insurable value as determined when the policy is issued and renewed, unless Beneficiary approves a smaller amount in writing;
 - b. contains an 80% coinsurance clause;
 - c. provides fire and extended coverage, including windstorm coverage;
 - d. protects Beneficiary with a standard mortgage clause;
 - e. provides flood insurance at any time the property is in a flood hazard area; and
 - f. contains such other coverage as Beneficiary may reasonably require.
5. comply at all times with the requirements of the 80% coinsurance clause;
6. deliver the insurance policy to Beneficiary and deliver renewals to Beneficiary at least ten (10) days before expiration;
7. keep any buildings occupied as required by the insurance policy; and
8. if this is not a first lien, pay all prior lien notes that Grantor is personally liable to pay and abide by all prior lien instruments.

BENEFICIARY'S RIGHTS:

1. Beneficiary may appoint in writing a substitute or successor trustee, succeeding to all rights and responsibilities of Trustee.
2. If the proceeds of the Note are used to pay any debt secured by prior liens, Beneficiary is subrogated to all of the rights and liens of the holders of any debt so paid.
3. Beneficiary may apply any proceeds received under the insurance policy either to reduce the Note or to repair or replace damaged or destroyed improvements covered by the policy.
4. If Grantor fails to perform any of Grantor's obligations, Beneficiary may perform those obligations and be reimbursed by Grantor on demand at the place where the Note is payable for any sums so paid, including attorney's fees, plus interest on those sums from the dates of payment at the rate stated in the Note for matured, unpaid amounts. The sum to be reimbursed shall be secured by this Deed of Trust.
5. If Grantor defaults on the Note or fails to perform any of Grantor's obligations or if default occurs on a prior lien note or other instrument, Beneficiary may:

- a. declare the unpaid principal balance and earned interest on the Note immediately due;
- b. request Trustee to foreclose this Lien, in which case Beneficiary or Beneficiary's agent shall give notice of the foreclosure sale as provided by the Texas Property Code as then amended; and
- c. purchase the property at any foreclosure sale by offering the highest bid and then have the bid credited to the Note.

TRUSTEE'S DUTIES:

If requested by Beneficiary to foreclose this Lien, Trustee shall:

1. either personally or by agent give notice of the foreclosure sale as required by the Texas Property Code as then amended;
2. sell and convey all or part of the property to the highest bidder for cash with a general warranty binding Grantor, subject to prior liens and to other exceptions to conveyance and warranty; and
3. from the proceeds of the sale, pay, in this order:
 - a. expenses of foreclosure, including a commission to Trustee of 5% of the bid;
 - b. to Beneficiary, the full amount of principal, interest, attorney's fees, and other charges due and unpaid;
 - c. any amounts required by law to be paid before payment to Grantor; and
 - d. to Grantor, any balance.

GENERAL PROVISIONS:

1. If any of the property is sold under this Deed of Trust, Grantor shall immediately surrender possession to the purchaser. If Grantor fails to do so, Grantor shall become a tenant at sufferance of the purchaser, subject to an action for forcible detainer.
2. Recitals in any Trustee's deed conveying the property will be presumed to be true.
3. Proceeding under this Deed of Trust, filing suit for foreclosure, or pursuing any other remedy will not constitute an election of remedies.
4. This lien shall remain superior to liens later created even if the time of payment of all or part of the Note is extended or part of the property is released.
5. If any portion of the Note cannot be lawfully secured by this Deed of Trust, payments shall be applied first to discharge that portion.
6. Grantor assigns to Beneficiary all sums payable to or received by Grantor from condemnation of all or part of the property, from private sale in lieu of condemnation, and from damages caused by public works or construction on or near the property. After deducting any expenses incurred, including attorney's fees, Beneficiary may release any remaining sums to Grantor or apply such sums to reduce the Note. Beneficiary shall not be liable for failure to collect or to exercise diligence in collecting any such sums.
7. Grantor assigns to Beneficiary absolutely, not only as collateral, all present and future rent and other income and receipts from the property. Leases are not assigned. Grantor warrants the validity and enforceability of the assignment. Grantor may as Beneficiary's licensee collect rent and other income and receipts as long as Grantor is not in default under the Note or this Deed of Trust. Grantor will apply all rent and other income and receipts to payment of the Note and performance of this Deed of Trust, but if the rent and other income and receipts exceed

the amount due under the Note and Deed of Trust, Grantor may retain the excess. If Grantor defaults in payment of the Note or performance of this Deed of Trust, Beneficiary may terminate Grantor's license to collect and then as Grantor's agent may rent the property if it is vacant and collect all rent and other income and receipts. Beneficiary neither has nor assumes any obligations as lessor or landlord with respect to any occupant of the property. Beneficiary may exercise Beneficiary's rights and remedies under this paragraph without taking possession of the property. Beneficiary shall apply all rent and other income and receipts collected under this paragraph first to expenses incurred in exercising Beneficiary's rights and remedies and then to Grantor's obligations under the Note and this Deed of Trust in the order determined by Beneficiary. Beneficiary is not required to act under this paragraph, and acting under this paragraph does not waive any of Beneficiary's other rights or remedies. If Grantor becomes a voluntary or involuntary bankrupt, Beneficiary's filing a proof of claim in bankruptcy will be tantamount to the appointment of a receiver under Texas law.

8. Interest on the debt secured by this Deed of Trust shall not exceed the maximum amount of nonusurious interest that may be contracted for, taken, reserved, charged, or received under law; any interest in excess of that maximum amount shall be credited on the principal of the debt, or, if that has been paid, refunded. On any acceleration or required or permitted prepayment, any such excess shall be canceled automatically as of the acceleration or prepayment or, if already paid, credited on the principal of the debt or, if the principal of the debt has been paid, refunded. This provision overrides other provisions in this and all other instruments concerning debt.

9. When context requires, singular nouns and pronouns include the plural.

10. The term "Note" includes all sums secured by this Deed of Trust.

11. This Deed of Trust shall bind, inure to the benefit of, and be exercised by successors in interest of all parties.

12. If Grantor and Maker are not the same person, the "Grantor" shall include Maker.

13. Said aforementioned Note is made and accepted with the express understanding that if at any time Maker hereof should sell the property given as security for said Note, that said Note may not be assumed, assigned, or wrapped around, but must be paid in full.

14. As evidence of the discharge of Grantor's responsibility to pay all taxes and assessments and to keep said premises insured, Grantor shall deliver to any holder of the indebtedness the official receipts for said taxes and assessments before the same shall become delinquent and shall deliver to any holder of the indebtedness receipts showing said insurance premiums as having been paid in advance for each succeeding year for any and all parcels of secured property named herein.

15. Beneficiary may remedy any default without waiving it and may waive any default without waiving any prior or subsequent default.

16. Grantor reserves the right of prepayment of any portion or all of the outstanding principal balance on any installment payment date, without penalty.

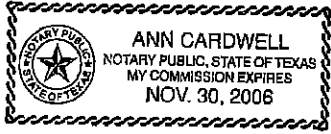
17. The debt evidenced by the Note is in part payment of the purchase price of the property; the debt is secured by this Deed of Trust and by a Vendor's Lien on the property, which is expressly retained in Deed of even date given by Henry Martin, Sr. to Henry Martin, Jr. This Deed of Trust does not waive the Vendor's Lien, and the two (2) liens and the rights created by this instrument shall be cumulative. Beneficiary may elect to foreclose under either of the liens without waiving the other and may foreclose under both. The Deed is incorporated into this Deed of Trust.

18. If Grantor fails to pay any part of principal or interest secured by a prior lien or liens on the property, if any, when it becomes payable or defaults on any prior lien instrument, if any, the debt secured by this Deed of Trust shall immediately become payable at the option of Beneficiary.

Henry Martin Jr.
HENRY MARTIN, JR.

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on this 1st day of April, 2004, by HENRY MARTIN, JR.



Ann Cardwell
Notary Public in and for the State of TEXAS

PREPARED IN THE OFFICE OF:

Marc J. Magids
Attorney at Law
1177 West Loop South, Suite 1100
Houston, Texas 77027

AFTER RECORDING PLEASE RETURN TO:

MARC J. MAGIDS
ATTORNEY AT LAW
1177 WEST LOOP SOUTH, SUITE 1100
HOUSTON, TEXAS 77027

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Succession on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

APR - 2 2004



Concetta L. Kayman
COUNTY CLERK
HARRIS COUNTY, TEXAS

TR
Sale

NOTICE OF TRUSTEE'S SALE

20060112810
10/10/2006 RP1 \$0.00

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

THAT, pursuant to the authority conferred upon me by that certain Deed of Trust executed by HENRY MARTIN, JR., of Harris County, Texas, dated March 26, 2004, and duly recorded under File No. X505225, Film Code No. 583-83-2266, of the Real Property Records of Harris County, Texas; and

lee

WHEREAS, default has occurred in the payment of said indebtedness, and the same is now wholly due, and the owner and holder of said debt has requested the undersigned to sell said property to satisfy said indebtedness;

NOW THEREFORE, I will, as Trustee under said Deed of Trust, in order to satisfy the indebtedness secured thereby and at the request of the holder of said indebtedness, default having been made in the payment thereof, sell on Tuesday, November 7, 2006 (that being the first Tuesday of said month), at public auction to the highest bidder for cash before the courthouse door of Harris County, Texas, in Houston, Texas, between the hours of ten o'clock a.m. (10:00 a.m.) and four o'clock p.m. (4:00 p.m.) of that day and beginning not earlier than ten o'clock a.m. (10:00 a.m.) or not later than three (3) hours thereafter. The sale will be conducted in the area of the courthouse designated by the Commissioners' Court, of said County, pursuant to Section 51.002 of the Texas Property Code as amended; said area being more fully set out in Exhibit "A" attached hereto and incorporated herein for all purposes.

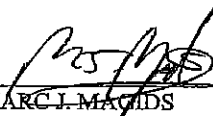
Said Real Property is described as follows:

Lot Two (2) and part of Lot Three (3), in Block Six (6), Fairground Park Addition to the City of Houston, Harris County, Texas, being more commonly referred to as 5016 Lucille St., Houston, Texas 77026.

D

EXECUTED this 6th day of October, 2006.

624



MARC J. MAGIDS
Trustee
1177 West Loop South, Suite 1100
Houston, Texas 77027
Telephone: (713) 965-9969
Telefax: (713) 963-9169

102

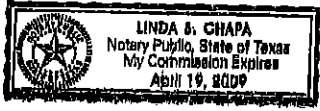
HARRIS COUNTY CLERK
FILED
OCT 10 AM 10:13

G:\M\MAR35\02945\Ntc001.wpd

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

BEFORE ME, the undersigned authority, on this day personally appeared MARC J. MAGIDS, Trustee, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN under my hand and seal of office this 6th day of October, 2006.



Linda Chapa

Notary Public in and for the State of TEXAS

REP 030-88-1015

EXHIBIT "A"

HARRIS COUNTY COMMISSIONERS COURT ORDER DESIGNATING 10,455 SQUARE FEET OF AREA OF THE COURTHOUSE WHERE SALES OF REAL PROPERTY UNDER A POWER OF SALE AT PUBLIC AUCTION ARE TO TAKE PLACE

Being 1,925 square feet out of the First Floor Lobby and 8,530 square feet of the contiguous covered area outside of the First Floor Lobby, Harris County Family Law Center Building, 1115 Congress St., City of Houston, Harris County Texas, more fully particularly described as follows:

BEGINNING at the Northwest corner of the First Floor Lobby of said Harris County Family Law Center, in the interior of the Building's glass wall;

Thence Southeasterly along the Northeast wall of said Lobby a distance of 35 feet to a point for a corner;

Thence Southwesterly along a line being an extension of the protective rail of a stairwell, along said protective rail and an extension of that line, a total distance of 55 feet to a point for a corner in the Southwest wall of said Lobby;

Thence Northwesterly along the Southwest wall, a distance of 35 feet to the Southwest corner of said Lobby;

Thence Northeasterly along the Northwest wall of said Lobby, a distance of 55 feet to the POINT OF BEGINNING at the Northwest corner of said Lobby for a total of 1,925 square feet more or less of floor area;

AND THEN BEGINNING AND RESUMING at the Northwest Corner of the Lobby of said Family Law Center Building, but on the exterior of the Building's glass wall;

Thence Southeasterly along the Northeast glass wall of the Building a distance of 98 feet to a point for a corner at the Northeast wall of said Lobby;

Thence Northeasterly along a line, such line being perpendicular to the Northeast glass wall of the Building and along an extension of a protective wall of a stairwell, a distance of 29 feet to a point for a corner;

Thence Northwesterly along a line, being an extension of the Northeast Protective Wall of the Building's contiguous covered area and including the northwest stairwell of the Building, a distance of 120 feet to a point for a corner;

Thence Southwesterly along the Northwest Protective Wall of the Building's contiguous covered area, a distance of 116 feet to a point for a corner;

Thence Southeasterly along a line, being an extension of the Southwest Protective Wall of the Building's contiguous covered area, a distance of 120 feet to a point for a corner;

Thence Northeasterly along a line perpendicular to the Southwest Protective Wall of the Building's contiguous covered area a distance of 32 feet to a point located at the door frame of the Southeast entrance to said Lobby;

Thence Northwesterly along the Southwest glass wall of said Building a distance of 98 feet to a point for a corner;

Thence Northeasterly along the Northwest glass wall of said Building a distance of 55 feet or a sufficient number of feet to reach the point of BEGINNING at the Northwest corner of said Lobby on the exterior of the glass wall under the Building's contiguous covered area, for a total of 8,530 square feet more or less of exterior contiguous covered area.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE HEREIN, ON USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS UNLAWFUL AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS COUNTY OF HARRIS I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me, and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

OCT 10 2006



Dorothy L. Keyman
COUNTY CLERK
HARRIS COUNTY, TEXAS

G:\M\MAR35\02945\Ntc001.wpd

3

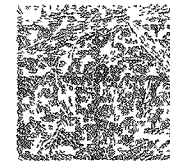
MAP ID - 90

HCAD ID - 0522570000012

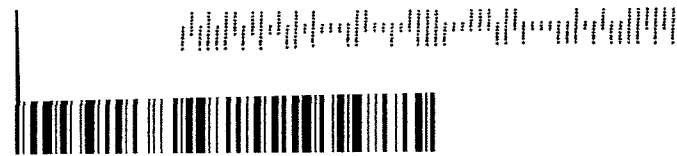
CERTIFIED MAIL

FIRST CLASS

FIRST CLASS



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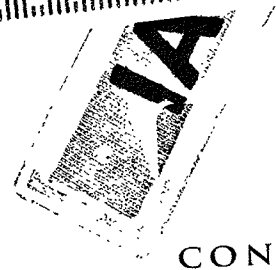
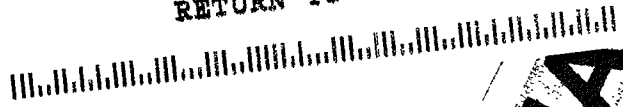


9414 7266 9904 2016 6050 83

RETURN RECEIPT REQUESTED

NIXIE 770262110-1N 300 06/17/15

RETURN TO SENDER
INSUFFICIENT ADDRESS
UNABLE TO FORWARD
RETURN TO SENDER



First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

FROM THE DESK OF KAREN REYES

TO:

Fajer Properties
LLC
0 Lucille Street
Houston, TX 77026-

FIRST CLASS

FIRST CLASS

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FIRST CLASS

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FIRST CLASS

First Class Mail



HDPE

DuPont™ Tyvek®
Protect What's Inside.™

c

Thank you for using Return Receipt Service

RETURN RECEIPT REQUESTED
USPS® MAIL CARRIER
DETACH ALONG PERFORATION

2. Article Number



9414 7266 9904 2016 6050 83

3. Service Type **CERTIFIED MAIL®**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

Fajer Properties
LLC
0 Lucille Street
Houston, TX 77026-

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)	B. Date of Delivery
C. Signature X	
<input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
D. Is delivery address different from item 1? If YES, enter delivery address below.	
<input type="checkbox"/> Yes <input type="checkbox"/> No	

Reference Information

1068-14 HWP

Thank you for using Return Receipt Service

Made in USA

PS Form 3811, January 2005

Domestic Return Receipt

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

Certified Article Number
9414 7266 9904 2016 6050 83
SENDERS RECORD

June 10, 2015

Fajer Properties, LLC
0 Lucille Street
Houston, TX 77026

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

RE: Request for Agreement for Restrictive Covenant on 0 Lucille Street for Union Pacific Railroad Company – Houston Wood Preserving Works Facility, 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to

prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting was held on September 11, 2014 at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street. There we provided more information and answered questions the residents had. Your property has been recently added to the affected area. If you have any questions for UPRR, please direct your questions to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, [\(281\) 350-7197](tel:2813507197), or to Paul A. Shanklin, Connelly Baker Wotring, 700 JPMorgan Chase Tower, 600 Travis, Houston, Texas 77002, 713-980-1737. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at [512-239-6363](tel:5122396363), or facsimile [512-239-6377](tel:5122396377), or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

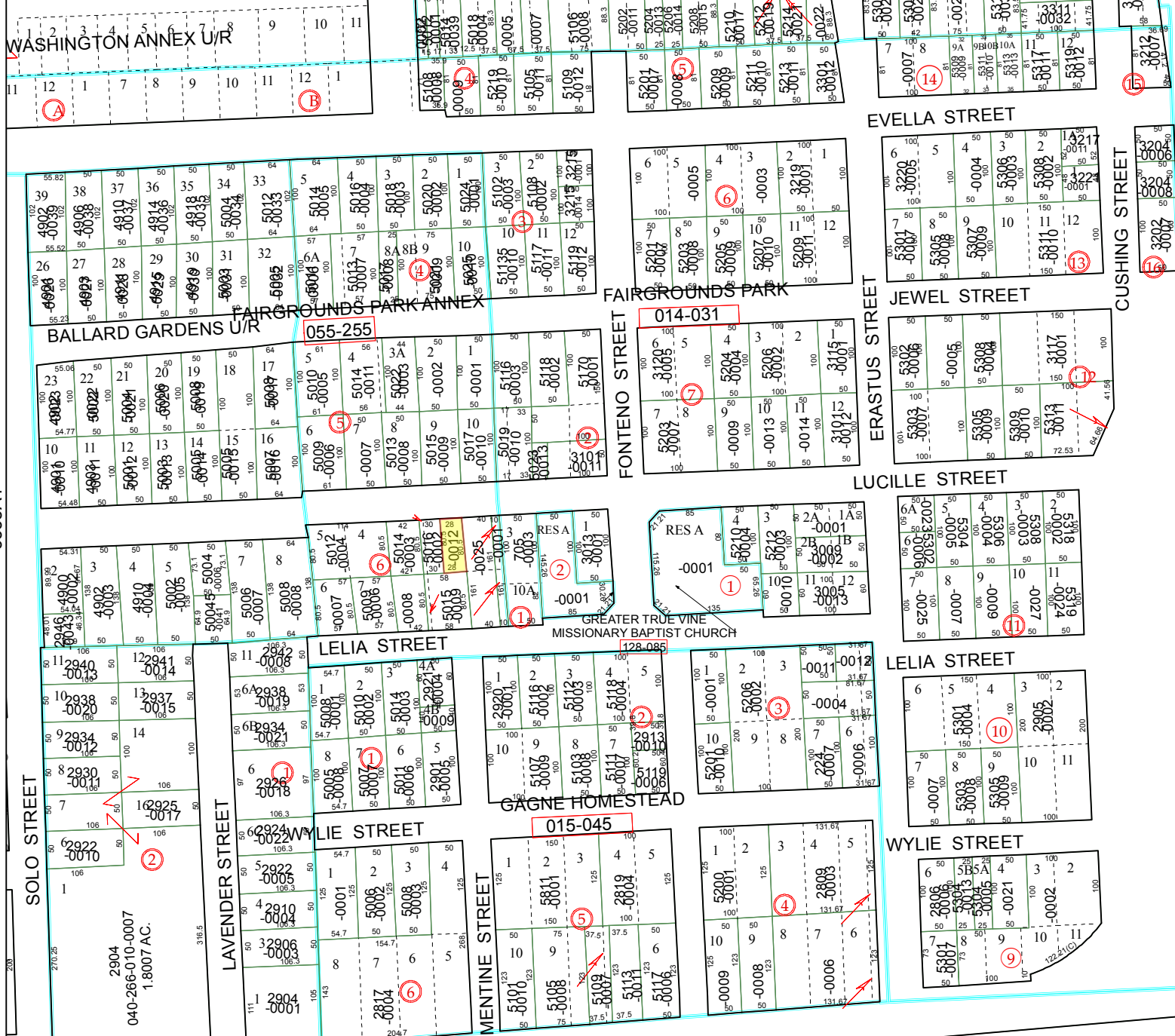


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

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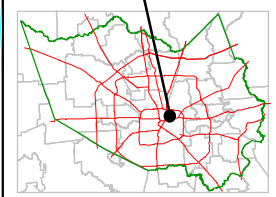
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

2904
040-266-010-0007
1.8007 AC.



STARTEX TITLE COMPANY
1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE
for
0 Lucille St.

We have checked the records on the following property up through and including October 14, 2014, and find as follows:

PROPERTY:

The East 28 feet of Lot 2, in Block 6, of Fairgrounds Park Annex, an addition in Harris County, Texas, according to the map or plat thereof recorded in Volume 499, Page 70, of the Deed Records of Harris County, Texas.

TITLE VESTED IN:

Fajer Properties LLC by virtue of Deed under Re-sale Pursuant to Texas Tax Code S34.05 filed for record under Harris County Clerk's File No. 20110322159.

LIENS:

None of record.

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC.:

None of record.

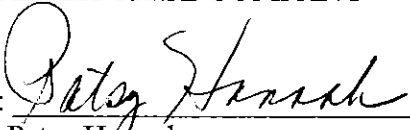
NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title research (upon which only the Company may rely). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report

or for any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREFOR.

WITNESS Our Hand this 23rd day of October, 2014.

STARTEX TITLE COMPANY

By: 
Patsy Hannah
Examiner

2
Deed

20110322159
08/03/2011 RP1 \$20.00

Deed under Re-sale Pursuant to Texas Tax Code §34.05

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

(Language pursuant Section 11.008 of the Texas Property Code)

Date of Execution: June 7, 2011

Grantor: HARRIS COUNTY for itself and as Trustee for: CITY OF HOUSTON, HOUSTON INDEPENDENT SCHOOL DISTRICT and HOUSTON COMMUNITY COLLEGE SYSTEM

Grantee(s): Fajer Properties LLC

Grantee(s) Mailing Address: 2525 Old Farm #2217, Houston, TX 77065

Consideration/High Bid: One Thousand And 00/100 (\$1,000.00) Dollars

Land and Premises: THE EAST 28 FEET OF LOT 2 IN BLOCK 6 OF FAIRGROUNDS PARK ANNEX ADDITION, A SUBDIVISION IN HARRIS COUNTY, TEXAS ACCORDING TO THE MAP OR PLAT THEREOF RECORDED IN VOLUME 499, PAGE 70 OF THE DEED RECORDS OF HARRIS COUNTY, TEXAS.

WCAD Number: 0522570000012

Constable: Constable Jack F. Abercia Precinct 1, Harris County, Texas

Newspaper: Daily Court Review

Date of Re-Sale: June 7, 2011

Order of Re-Sale: That resolution, order or ordinance dated July 24, 2001 and passed and adopted by Grantor's governing body at a regularly scheduled meeting and further authorizing the re-sale of the real property described herein, previously acquired by Grantor in the following described tax foreclosure proceeding:

Suit: That case bearing Suit No. 2009-56208 filed in the 113th Judicial District of Harris County, Texas and styled HARRIS COUNTY, ET AL VS. HENRY MARTIN.

Date of Original Tax Foreclosure Sale: August 03, 2010

File Number of Original Tax Deed: 20100522176

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Hm

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fan

That WHEREAS, Grantor's governing body requested by **Order of Re-Sale** that the **Constable** advertise for sale and sell said land and premises herein described, by having a notice of the sale published in the English language once a week for three consecutive weeks preceding the day of the sale, in the herein-described **Newspaper**, a newspaper published in Harris County, Texas, and the first publication appearing not less than twenty-one days immediately preceding the day of the Re-Sale, containing a statement of the authority by virtue of which the re-sale is to be made, the time of levy, time and place of sale; also a brief description of the property to be sold by stating the number of acres and the original survey; if the property was located in a platted subdivision or addition the name by which the land is generally known with reference to that subdivision or addition; or by adopting the description of the land as contained in the judgment.

And WHEREAS, on the stated **Date of Re-Sale**, being the first Tuesday of the month, between the hours of ten o'clock a.m. and four o'clock p.m., I sold the herein-described land and premises at public venue in the County of Harris, State of Texas, at

REF 07B-41-0021

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time
stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris
County, Texas.

AUG - 3 2011



Stan Stewart
COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 93

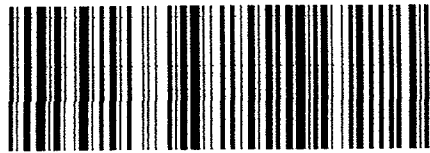
HCAD ID - 0140340000010

FIRST

CERTIFIED MAIL

FIRST CLASS

FIRST CLASS



9414 7266 9904 2016 6051 13
RETURN RECEIPT REQUESTED



First Class Mail



CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

NOT
6-12

Herbert L. Stewart
5019 Lucille Street
Houston, TX 77026-

UNCLAIMED
06/30/15

NIXIE
770262023-1N
RETURN TO SENDER
UNCLAIMED
UNABLE TO FORWARD
RETURN TO SENDER



FIRST CLASS

FIRST CLASS

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FIRST CLASS

FIRST CLASS

First Class Mail

C

Thank you for using Return Receipt Service

RETURN RECEIPT REQUESTED
USPS® MAIL CARRIER
DETACH ALONG PERFORATION

2. Article Number



9414 7266 9904 2016 6051 13

3. Service Type **CERTIFIED MAIL®**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

Herbert L. Stewart
5019 Lucille Street
Houston, TX 77026-

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly)

B. Date of Delivery

C. Signature

X

Agent
 Addressee

D. Is delivery address different from item 1?
If YES, enter delivery address below:

Yes
 No

Reference Information

1068-14 HWP

Thank you for using Return Receipt Service

PS Form 3811, January 2005

Domestic Return Receipt

Made in USA



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

June 10, 2015

Certified Article Number
9414 7266 9904 2016 6051 13
SENDERS RECORD

Herbert L. Stewart
5019 Lucille Street
Houston, TX 77026

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

RE: Request for Agreement for Restrictive Covenant on 5019 Lucille Street for Union Pacific Railroad Company – Houston Wood Preserving Works Facility, 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to

prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting was held on September 11, 2014 at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street. There we provided more information and answered questions the residents had. Your property has been recently added to the affected area. If you have any questions for UPRR, please direct your questions to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197, or to Paul A. Shanklin, Connelly Baker Wotring, 700 JPMorgan Chase Tower, 600 Travis, Houston, Texas 77002, 713-980-1737. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

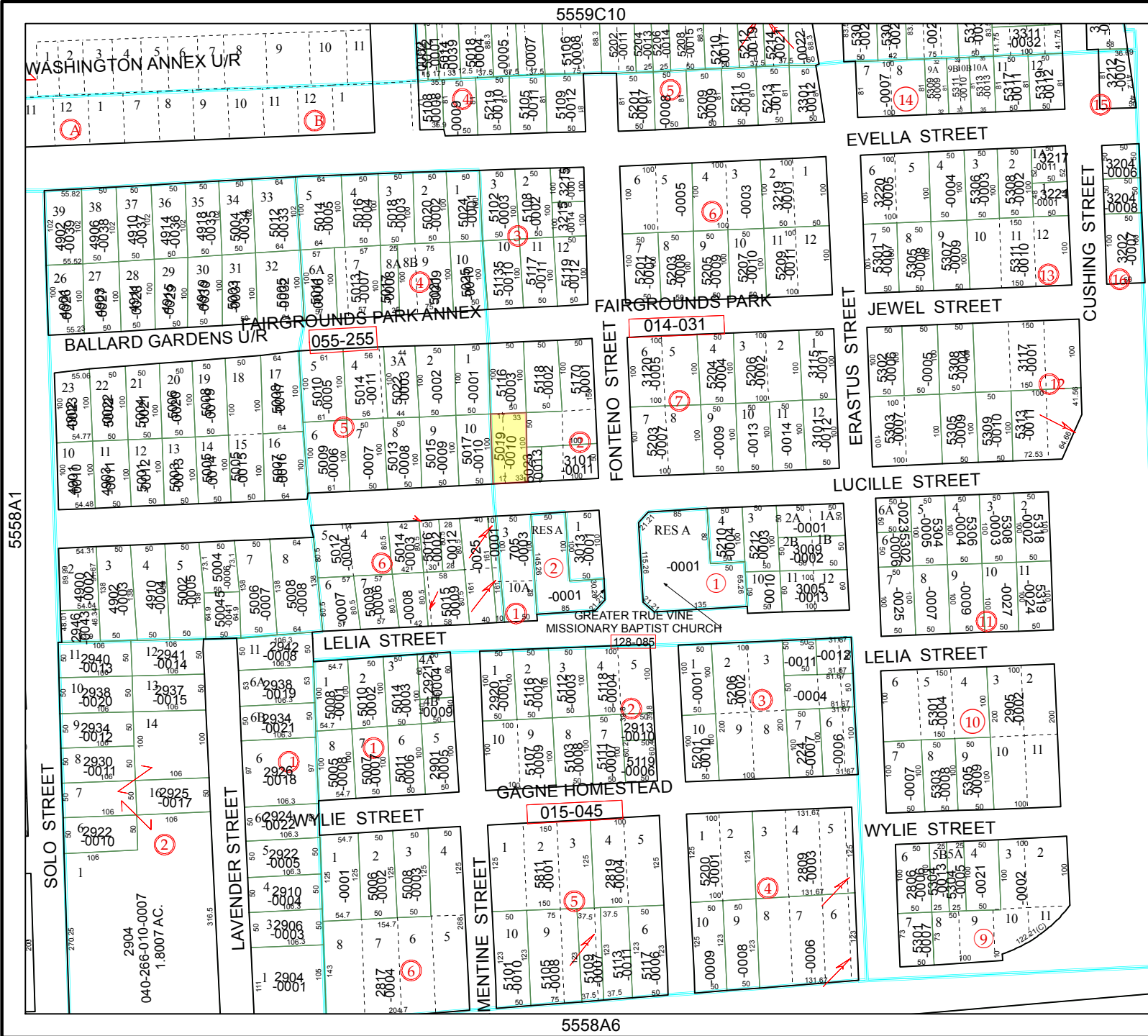
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



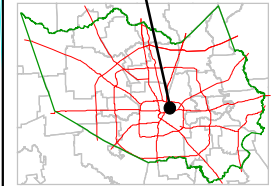
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

STARTEX TITLE COMPANY
1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE
for
5019 Lucille St.

We have checked the records on the following property up through and including October 21, 2014, and find as follows:

PROPERTY:

Lot Ten (10), in Block Two(2), of Fairground Park Addition, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 81, Page 460, of the Deed Records of Harris County, Texas.

TITLE VESTED IN:

Herbert L. Stewart by virtue of Deed filed for record under Harris County Clerk's File No. Y863285.

LIENS:

None of record.

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC.:

None of record.

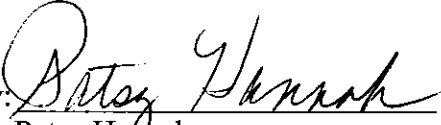
NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title research (upon which only the Company may rely). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report

or for any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREOF.

WITNESS Our Hand this 27th day of October, 2014.

STARTEX TITLE COMPANY

By: 
Patsy Hannah
Examiner

7	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12
3	2	1				5	4	3	2	1		6	5	4	3	2	1
10	11	12				7	8	9	10	11	12	7	8	9	10	11	12
3	2	1				6	5	4	3	2	1	6	5	4	3	2	1
10	11	12				7	8	9	10	11	12	7	8	9	10	11	12
3	2	1				6	5	4	3	2	1	6	5	4	3	2	1
10	11	12				7	8	9	10	11	12	7	8	9	10	11	12
3	2	1				6	5	4	3	2	1	6	5	4	3	2	1
10	11	12				7	8	9	10	11	12	7	8	9	10	11	12
3	2	1				6	5	4	3	2	1	6	5	4	3	2	1
10	11	12				7	8	9	10	11	12	7	8	9	10	11	12

Map of town Ground Park addition
 showing subdivisions of town by town
 road in Harold Nelson's
 signature being lots 7 & 8



County Road

Harold Nelson

Witness my hand at Houston Texas this 23rd day of
 January 1895 I have authorized the foregoing
 appearing this 23rd day of January 1895 Harold Nelson
 of the State of Texas County of Harris in and for
 the County of Harris a Notary Public in and for the
 State of Texas on this day personally appeared
 and J. M. Nelson his husband and wife Thomas M. Nelson
 the person whose name is subscribed to the foregoing
 instrument and personally acknowledged to me that they
 executed the same for the purposes and considerations therein
 expressed. And she said that she being the wife of
 the said J. M. Nelson having been advised by me and
 the said J. M. Nelson and being fully informed of
 the contents of the said instrument and of the
 legal effect thereof and that she had not been
 coerced or otherwise induced to execute the same.

Hold

582948-C

WD
20
C

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

GENERAL WARRANTY DEED

STATE OF TEXAS §
COUNTY OF HARRIS §

Y863285
10/31/05 200990022 \$20.00

Date: October 27, 2005
Grantor: SWIFT INVESTMENTS, a Texas corporation
Grantor's Mailing Address:

SWIFT INVESTMENTS
2328 SWIFT
Houston TX 77030
HARRIS County

Grantee: HERBERT L. STEWART, a single person
Grantee's Mailing Address:

HERBERT L. STEWART
4029 Melbourne
Houston, TX 77026
HARRIS County

Consideration:
TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration.

Property (including any improvements):

Lot 10, in Block 2, of FAIRGROUNDS PARK SUBDIVISION, a subdivision in HARRIS County, Texas, according to the map or plat thereof, recorded in Volume 81, Page 460 of the Deed Records of Harris County, Texas.

Reservations from Conveyance: None

Exceptions to Conveyance and Warranty:

This conveyance is made and accepted subject to all reservations, covenants, conditions, rights of way, easements, maintenance charges, assessments and previously conveyed mineral interest, if any, applicable and enforceable against the above described property to the extent and only to the extent the same may be validly of record, insofar as the same presently affect the above described property.

EST-1-0153

Grantor, for the Consideration and subject to the Reservations from Conveyance and the Exceptions to Conveyance and Warranty, grants, sells, and conveys to Grantee the Property, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold it to Grantee and Grantee's heirs, successors, and assigns forever. Grantor binds Grantor and Grantor's heirs and successors to warrant and forever defend all and singular the Property to Grantee and Grantee's heirs, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, except as to the Reservations from Conveyance and the Exceptions to Conveyance and Warranty.

As a material part of the Consideration for this deed, Grantor and Grantee agree that Grantee is taking the Property "AS IS" with any and all latent and patent defects and that there is no warranty by Grantor that the Property has a particular financial value or is fit for a particular purpose. Grantee acknowledges and stipulates that Grantee is not relying on any representation, statement, or other assertion with respect to the Property condition but is relying on Grantee's examination of the Property. Grantee takes the Property with the express understanding and stipulation that there are no express or implied warranties.

When the context requires, singular nouns and pronouns include the plural.

SWIFT INVESTMENTS, a Texas corporation, W

BY: [Signature]
Printed Name: WAYNE DONOWHO
Title: Treas

STATE OF TEXAS §

COUNTY OF HARRIS §

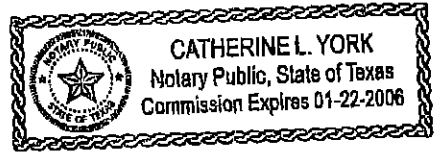
Before me, the undersigned notary, on this day personally appeared WAYNE DONOWHO TREASURER of SWIFT INVESTMENTS, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that (s)he executed the same as the act of SWIFT INVESTMENTS, a Texas corporation, as its authorized officer and for the purposes and consideration therein expressed.

Given under my hand and seal of office this 27TH day of OCTOBER, 2005.

[Signature]
Notary Public, State of Texas
My commission expires: _____

After Recording Return To: ~~X~~

FILED
2005 OCT 31 AM 10:08
[Signature]
COUNTY CLERK
HARRIS COUNTY, TEXAS



SEP 13 4 10 PM '05

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED. In the Official Public Records of Real Property of Harris County Texas on

OCT 31 2005



Candice B. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

MAP ID - 96

HCAD ID - 0140340000001

CERTIFIED MAIL

CLASS

FIRST CLASS

FIRST CLASS



9414 7266 9904 2016 6051 44

RETURN RECEIPT REQUESTED

\$ 007.19⁰
0849 JUN 10 2015



U.S. POSTAGE
ZIP 77002-1
02 1W
0001394848

First Class Mail

NIXIE 770262110-1N 300 06/17/15

RETURN TO SENDER
VACANT
UNABLE TO FORWARD
RETURN TO SENDER



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002



Arditha Morris Woods
5120 Jewel Street
Houston, TX 77026-

Handwritten initials: VAC

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS


FIRST CLASS

First Class Mail

c

Thank you for using Return Receipt Service

RETURN RECEIPT REQUESTED
USPS® MAIL CARRIER
DETACH ALONG PERFORATION

2. Article Number	
	
9414 7266 9904 2016 6051 44	
3. Service Type CERTIFIED MAIL®	
4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes	
1. Article Addressed to: Arditha Morris Woods 5120 Jewel Street Houston, TX 77026-	
COMPLETE THIS SECTION ON DELIVERY	
A. Received by (Please Print Clearly)	B. Date of Delivery
C. Signature X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee	
D. Is delivery address different from item 1? If YES, enter delivery address below: <input type="checkbox"/> Yes <input type="checkbox"/> No	
Reference Information 1068-14 HWP	

Thank you for using Return Receipt Service

PS Form 3811, January 2005

Domestic Return Receipt

96



Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

June 10, 2015

Certified Article Number
9414 7266 9904 2016 6051 44
SENDERS RECORD

Arditha Morris Woods
5120 Jewel Street
Houston, TX 77026

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

RE: Request for Agreement for Restrictive Covenant on 5120 Jewel Street for Union Pacific Railroad Company – Houston Wood Preserving Works Facility, 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to

prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting was held on September 11, 2014 at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street. There we provided more information and answered questions the residents had. Your property has been recently added to the affected area. If you have any questions for UPRR, please direct your questions to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, [\(281\) 350-7197](tel:2813507197), or to Paul A. Shanklin, Connelly Baker Wotring, 700 JPMorgan Chase Tower, 600 Travis, Houston, Texas 77002, 713-980-1737. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at [512-239-6363](tel:5122396363), or facsimile [512-239-6377](tel:5122396377), or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

Sincerely,

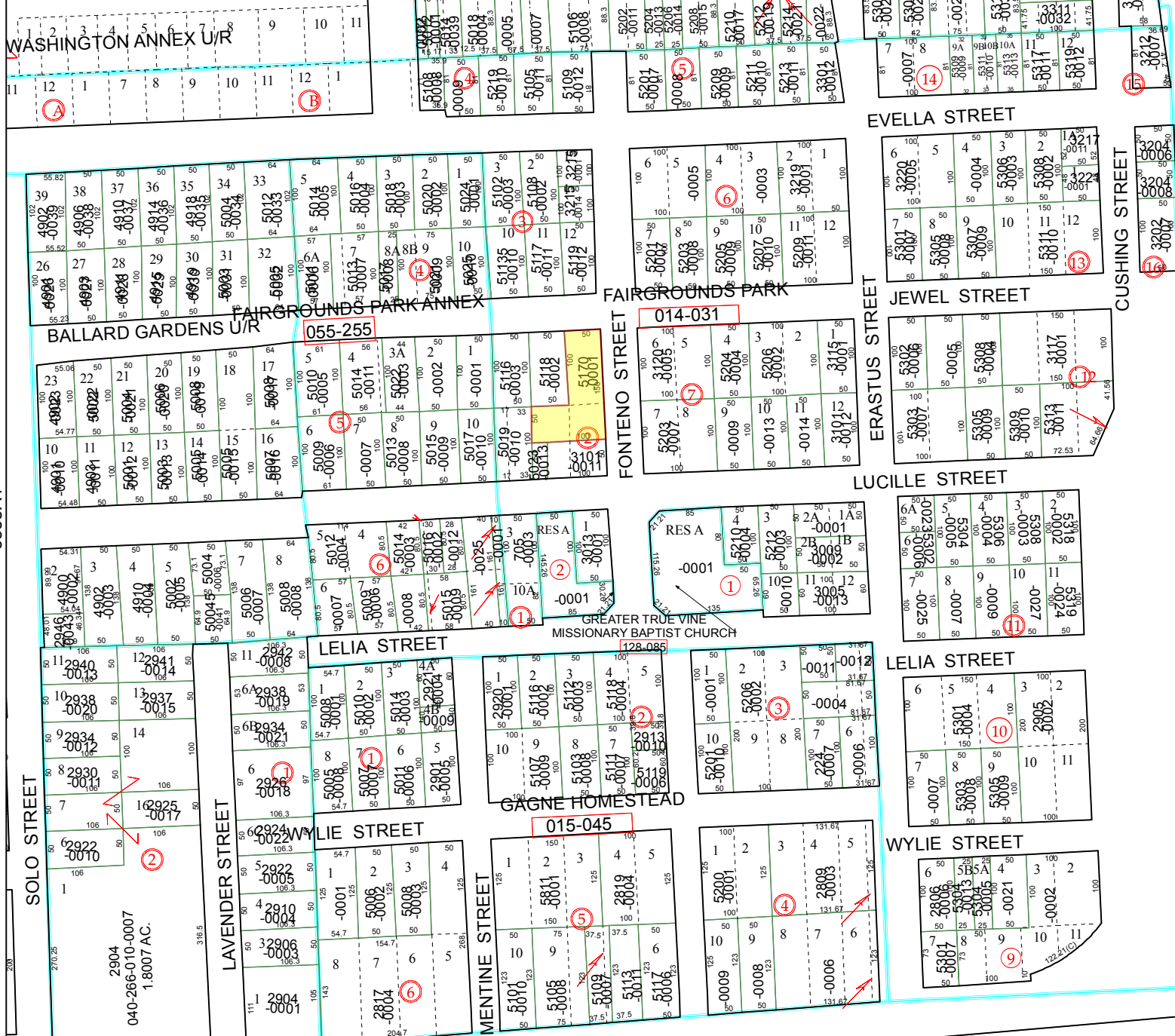


Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1

5559C10



5558A6

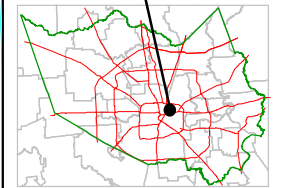
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3



STARTEX TITLE COMPANY

1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE

for

5120 Jewel St. (4508O&E)

We have checked the records on the following property up through and including November 25, 2014, and find as follows:

PROPERTY:

Lot One (1) and the North One-Half (N. ½) of each of Lots Eleven (11) and Twelve (12), Block Two (2) of Fairground Park Addition, an addition in Harris County, Texas, according to the map thereof recorded in Volume 81, Page 461 of the Deed Records of Harris County, Texas.

TITLE VESTED IN:

Arditha Woods, whose maiden name was Arditha Crue Morris by virtue of Deed filed for record under Harris County Clerk's File No. E423831.

LIENS:

None of record.

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC:

None of record.

NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title search (upon which on the Company may reply). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report or any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREFOR.

STARTEX TITLE COMPANY:

BY: Paige Ervin
Paige Ervin – Customer Service

MAP ID - 97

HCAD ID - 0140390000005

CERTIFIED MAIL

CLASS

FIRST CLASS

FIRST CLASS



U.S. POSTAGE
ZIP 77002
02 14
000132484



9414 7266 9904 2016 6051 51

RETURN RECEIPT REQUESTED

First Class Mail

✓
NIXIE

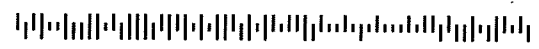
770262110-1N 300 06/17/15

RETURN TO SENDER
VACANT
UNABLE TO FORWARD
RETURN TO SENDER



CONNELLY · BAKER · WOTRING LLP

700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002



Estate of Thelma Mae Lee
3120 Fontinot Street
Houston, TX 77026-

WAC

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

FIRST CLASS

First Class Mail

C

Thank you for using Return Receipt Service

RETURN RECEIPT REQUESTED
USPS® MAIL CARRIER
DETACH ALONG PERFORATION

2. Article Number



9414 7266 9904 2016 6051 51

3. Service Type **CERTIFIED MAIL®**

4. Restricted Delivery? (Extra Fee) Yes

1. Article Addressed to:

Estate of Thelma Mae Lee
3120 Fontinot Street
Houston, TX 77026-

COMPLETE THIS SECTION ON DELIVERY

A. Received by (Please Print Clearly) B. Date of Delivery

C. Signature Agent
X Addressee

D. Is delivery address different from item 1?
If YES, enter delivery address below: Yes
 No

Reference Information

1068-14 HWP

Thank you for using Return Receipt Service





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

June 10, 2015

Certified Article Number
9414 7266 9904 2016 6051 51
SENDERS RECORD

Estate of Thelma Mae Lee
3120 Fontinot Street
Houston, TX 77026

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

RE: Request for Agreement for Restrictive Covenant on 3120 Fontinot Street for Union Pacific Railroad Company – Houston Wood Preserving Works Facility, 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Sir or Madam:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to

prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting was held on September 11, 2014 at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street. There we provided more information and answered questions the residents had. Your property has been recently added to the affected area. If you have any questions for UPRR, please direct your questions to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, [\(281\) 350-7197](tel:2813507197), or to Paul A. Shanklin, Connelly Baker Wotring, 700 JPMorgan Chase Tower, 600 Travis, Houston, Texas 77002, 713-980-1737. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at [512-239-6363](tel:5122396363), or facsimile [512-239-6377](tel:5122396377), or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

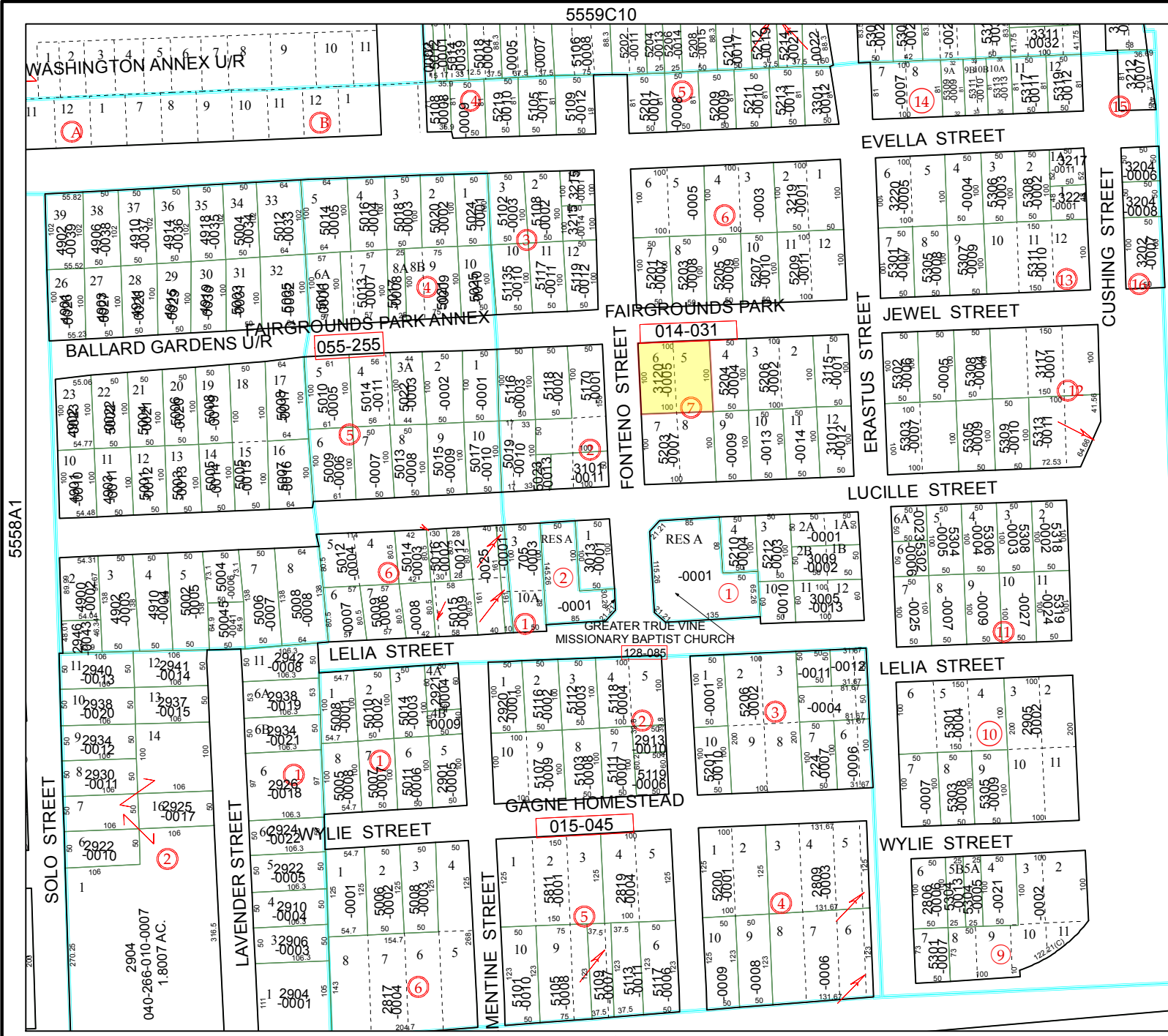
Sincerely,



Geoffrey Reeder, P.G.

Enclosure

EXHIBIT 1



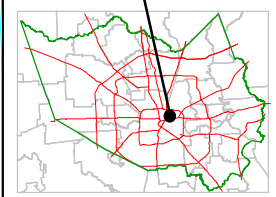
Harris County Appraisal District



0 100 200
PUBLICATION DATE:
 1/29/2014

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.

MAP LOCATION



FACET 5558A

1	2	3	4
5	6	7	8
9	10	11	12

5558A1

5558A3

5558A6

STARTEX TITLE COMPANY
1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE
for
3120 Fontinot St.

We have checked the records on the following property up through and including October 20, 2014, and find as follows:

PROPERTY:

Lots Five (5) and Six (6), in Block Seven (7), of Fairground Park Addition Subdivision, a subdivision in Harris County, Texas, according to the map or plat thereof recorded in Volume 81, Page 460, of the Deed Records of Harris County, Texas.

TITLE VESTED IN:

Renee Spivey-Frazier by the Estate of Thelma Mae Lee, Deceased, Probated under Cause No. 411,287, of Probate Court No. 4, Harris County, Texas.

LIENS:

None of record.

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC.:

None of record.

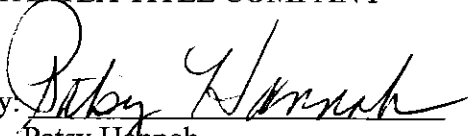
NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title research (upon which only the Company may rely). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report

or for any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREFOR.

WITNESS Our Hand this 27th day of October, 2014.

STARTEX TITLE COMPANY

By: 
Patsy Hannah
Examiner

7	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12	7	8	9	10	11	12
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1	2	3	4	5	6	1	2	3	4	5	6	1	2	3	4	5	6	1	2	3	4	5	6

Map of Texas Land and Caddo
 and admission of County Caddo
 in Harris Nelson's
 League being late 788



County Road

I have my hand at Houston Texas this 13th day of January 1895
 I have authorized the foregoing
 this 13th day of January 1895
 before the State of Texas County of Harris
 Mrs. [Name] a Notary Public in and for Harris
 State of Texas on this day personally appeared [Name]
 and [Name] his husband and wife known to me
 the person whose name are subscribed to the foregoing
 and personally acknowledged to me that they had
 signed for the purpose and consideration therein
 contained and the said [Name] being the wife of [Name]
 and [Name] being her husband and having the said [Name]
 to be the said [Name] being the [Name]
 and [Name] being the [Name]
 and [Name] being the [Name]

bargained, granted, sold and conveyed and by these presents does bargain, grant, sell and convey unto the said Jackson Miller of the County of Harris and State of Texas, the following described property: Known and designated as Lot No. Twelve (12) in Block No. Forty-one (41) of the subdivision of Lots Nos. Two, Three and Four (4) of the East one half of the H. Bierwester one-quarter league survey in the City of Houston, Harris County, Texas, the plat of which is recorded in Vol. 3, page 57 of the Map Records of Harris County, Texas, together with all improvements thereon.

To have and to hold the above described premises, together with all and singular the rights and appurtenances thereto in any wise belonging unto the said Jackson Miller, his heirs or assigns forever. And the said The Wilson Company does hereby bind itself and its successors to warrant and forever defend all and singular the said premises unto the said Jackson Miller, his heirs and assigns, against every person whomsoever lawfully claiming or to claim the use or any part thereof, except as to taxes which the grantee herein agrees to pay for the year 1926 and all subsequent years.

Of the consideration hereinbefore mentioned, the sum of Two Hundred eighty-seven and 13/100 Dollars (\$287.13) has been paid in cash upon the delivery of these presents, the receipt of which is hereby acknowledged, and the remainder of the purchase money, amounting to Six Hundred Sixty-two and 87/100 Dollars (\$662.87) is evidenced by a certain promissory note of the said Jackson Miller of even date herewith, described as follows:

One Note for \$662.87 payable to the order of The Wilson Company in monthly installments of not less than Ten Dollars (\$10.00) per month, the first payment being due September 10, 1926 and an installment being due on the 10th day of each and every month thereafter, with interest thereon from date at the rate of seven (7) per cent per annum, interest payable monthly and being included in said \$10.00 and providing for ten per cent (10%) attorney's fees in the event of collection by suit. To secure the prompt payment of the above mentioned purchase money note, the Vendor's Lien is expressly retained upon the property herein conveyed until all of said note is fully paid according to its face, tenor, and effect, said note being further secured by a deed of trust of even date herewith, drawn in favor of Cyrus S. Gentry, Trustee, for the use of the holder of said notes.

Witness the hands of William A. Wilson, President, and R. F. George, Secretary, and the seal of said corporation on this 10th day of August, 1926.

The Wilson Company, By Wm. A. Wilson, President.

Attest: R. F. George, Secretary. (Seal)

The State of Texas, County of Harris Before me, the undersigned authority, on this day personally appeared William A. Wilson and R. F. George, President and Secretary respectively, of The Wilson Company, known to me to be the persons whose names are subscribed to the foregoing instrument of writing, and severally acknowledged to me that they executed the same in the capacities stated, as the act and deed of the said The Wilson Company for the purposes and consideration therein expressed.

Given under my hand and seal of office this the 28th day of August, A.D. 1926.

Dorothy Luke, Notary Public, Harris County, Texas. (Seal)

Filed for record Dec. 20, 1926 at 9:10 O'Clock A.M. Recorded Dec. 22, 1926 at 10:20 O'Clock A.M.

Albert Townsland, Clerk County Court, Harris County, Texas. By A. Beck Deputy

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No. 265589.

H. W. Carothers, et al -To- John Lowe, et ux

General Warranty Deed.

The State of Texas, County of Harris. Know all men by these presents: That we, H. W. Carothers and Walter F. Brown, of Harris County, Texas, for and in consideration of the sum of Three Hundred and Seventy-five (\$375.00) Dollars to us in hand paid by John Lowe and wife,

Sarah Lowe, the receipt whereof is hereby acknowledged have granted, sold and conveyed, and do by these presents grant, sell and convey unto the said John Lowe and Sarah Lowe, of Harris County, Texas, the following described property, to-wit:

Lots Five (5) and Six (6) in block seven (7) of the Fairground Park Addition Subdivision of Twenty-five acres out of Lots seven (7) and eight (8) Second Tier of the Harris and Wilson two-league grant in Harris County, Texas, the plat of said Subdivision being of record in the Deed Records of Harris County, Texas, Vol. 81, page 460.

To have and to hold the above described premises, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said John Lowe and Sarah Lowe, their heirs and assigns forever. And, except as against taxes from

July 31, 1923 to the close of the year 1923, and taxes for subsequent years on the said property, we hereby bind ourselves, our heirs, executors and administrators, to warrant and forever defend, all and singular, the said premises unto the said John Lowe and Sarah Lowe, their heirs and assigns, against every person whomsoever lawfully claiming or to claim the same, or any part thereof.

Witness our hands this 23rd day of March, A.D. 1926. H. W. Carothers Walter F. Brown. The State of Texas, County of Harris. Before me, the undersigned authority, on this day personally appeared H. W. Carothers and Walter F. Brown, both known to me to be the person whose names are subscribed to the foregoing instrument, and severally acknowledged to me that they executed the same for the purposes and consideration therein expressed. Given under my hand and seal of office this 24th day of March, A. D. 1926.

Ina Mae Tawell, Notary Public, Harris County, Texas. (Seal)

Filed for record Dec. 20, 1926 at 9:10 O'Clock A.M. Recorded Dec. 22, 1926 at 10:35 O'Clock A.M. Albert Townsend Clerk County Court, Harris County, Texas, By G. Peck Deputy

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No. 265624.

Helen E. Peters, -To- H. E. Peters

General Warranty Deed.

State of Texas, County of Harris. Know all men by these presents: That I, Helen E. Peters, a feme sole, of Harris County, Texas, for and in consideration of the sum of Twenty-seven Hundred Fifty (\$2750.00) Dollars cash to me in hand paid by H. E. Peters, the receipt of which is hereby acknowledged, and the assumption by the said H. E. Peters of those certain four promissory notes dated the 31st day of March, 1926, aggregating the sum of Thirty-six Hundred & no/100 (\$3600.00) Dollars, executed by Helen E. Peters and H. E. Peters and payable to the order of Houston Land & Trust Company, and fully described in deed of trust of even date therewith, recorded in Vol. 306, Page 59 of the Record of Deed of Trusts of Harris County, Texas, have granted, bargained, sold and conveyed and by these presents do grant, bargain, sell and convey unto the said H. E. Peters of Harris County, Texas, the following described land and premises, to-wit:

An undivided one-half interest in and to Lot Fourteen (14) in Block "A" of subdivision of ten acre Lot Twenty (20) of J. S. Holman Survey, in the City of Houston, Harris County, Texas. It being my intention to herein convey all my interest in and to said property.

To have and to hold the above described premises, together with all and singular, the rights and appurtenances thereto in anywise belonging unto the said H. E. Peters, his heirs and assigns forever; and I do hereby bind myself, my heirs, executors and administrators to warrant and forever defend all and singular the said premises unto the said H. E. Peters, his heirs and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof.

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PROBATE COURT 4

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04/18/2012 RPI \$36.00

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A235-10
R235-04

LAST WILL AND TESTAMENT

BE IT KNOWN that I, Thelma Mae Lee, a resident of
Houston, County of Harris, in the State of
TEXAS, being of sound mind, do make and declare this to be my Last Will and
Testament expressly revoking all my prior Wills and Codicils at any time made.

low

I. PERSONAL REPRESENTATIVE:

I appoint ANNIE MAE SPIVEY of Houston,
TEXAS, as Personal Representative of this my Last Will and Testament and pro-
vide if this Personal Representative is unable or unwilling to serve then I appoint Benee Spivey-
Frazier of Portsmouth, Virginia
as alternate Personal Representative. My Personal Representative shall be authorized to carry out all pro-
visions of this Will and pay my just debts, obligations and funeral expenses. I further provide my Personal
Representative shall not be required to post surety bond in this or any other jurisdiction, and direct that no expert
appraisal be made of my estate unless required by law.

II. GUARDIAN:

In the event I shall die as the sole parent of minor children, then I appoint
as Guardian of said minor children. If this named Guardian is
unable or unwilling to serve, then I appoint
as alternate Guardian.

III. BEQUESTS:

I direct that after payment of all my just debts, my property be bequeathed in the manner following:

3.1 I give, devise and bequeath
my entire estate of whatso-
ever nature and where so ever
situated unto BENE E SPIVEY-
FRAZIER of Portsmouth,
Virginia in entirety. ll

FILED
2012 FEB 27 AM 10:48
St. ...
SPIVEY, BENE E
FRAZIER
HARRIS COUNTY TEXAS

RECORDER'S MEMORANDUM:
At the time of recording, the instrument was
found to be inadequate for the best photographic
reproduction because of legibility, carbon or
photo copy, discolored paper, etc. All blockouts,
additions and changes were present at the time
the instrument was filed and recorded.

T. M. L.
Testator's Initials

Page 1 of 2



Execute and attest before a notary. Caution: Louisiana residents should
consult an attorney before preparing a will. (Rev. 12/98)

APAA

Confidential information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas

Patricia Suastegui Lepe
Deputy
Patricia Suastegui Lepe



04102012:1509:00035

02262012:922:G0086

IN WITNESS WHEREOF, I have hereunto set my hand this 25 day of July 2000 (year), to this my Last Will and Testament.

Thelma M. Lee
Testator Signature

JV. WITNESSED:

The testator has signed this will at the end and on each other separate page, and has declared or signified in our presence that it is his/her last will and testament, and in the presence of the testator and each other we have hereunto subscribed our names this 25 day of July 2000 (year).

Larry O Bush
Witness Signature

201 GEORGIA ST
Address

Joe H. Bush
Witness Signature

201- GEORGIA ST
Address

Eva Shelton
Witness Signature

201 Georgia St
Address

ACKNOWLEDGMENT

State of TEXAS
County of HARRIS
We, Larry O. Bush, Joe H. Bush,
Eva Shelton and Thelma Lee

the testator and the witnesses, respectively, whose names are signed to the attached and foregoing instrument, were sworn and declared to the undersigned that the testator signed the instrument as his/her Last Will and that each of the witnesses, in the presence of the testator and each other, signed the will as a witness.

Testator: Thelma M. Lee Witness Larry O Bush
Witness Joe H. Bush
Witness Eva Shelton

On July 25, 2000 before me, Robiland Lemond
appeared Thelma M. Lee
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged in me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.
Signature Robiland Lemond
Signature of Notary

Affiant Known Produced ID
Type of ID TEX. DL # 04881206
(Seal)



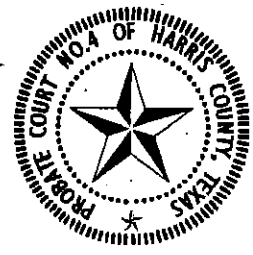
Page 2 of 2

RECORDER'S MEMORANDUM:
All the time of recording, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, surface of photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

Confidential information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas

Patricia Suastegui Lepe Deputy
Patricia Suastegui Lepe



DROP

PROBATE COURT #4

NO. 411,287

IN THE ESTATE OF
THELMA MAE LEE,
DECEASED

IN THE PROBATE COURT
NO. FOUR (4) OF
HARRIS COUNTY, TEXAS

**ORDER ADMITTING WILL TO PROBATE
AS MUNIMENT OF TITLE**

On this day came to be heard the Application for Probate of Will as Muniment of Title filed by RENEE FRAZIER A/K/A/ RENEE SPIVEY-FRAZIER ("Applicant") in the ESTATE OF THELMA MAE LEE, DECEASED ("Decedent").

The Court, having heard the evidence and having reviewed the Will and the other documents filed herein, finds that the allegations set forth in the Application are true; that notice and citation have been given in the manner and for the length of time required by law; that Decedent died at Houston, Harris County, Texas on March 14, 2008; that Decedent is dead and four (4) years did not elapse between Decedent's death and the filing of the application for probate of Decedent's Will; that four (4) years have elapsed since the date of Decedent's death; that Applicant is not in default for failing to present the Will for probate within four (4) years of the date of Decedent's death; that this Court has jurisdiction and venue over the Estate; that Decedent left a Will dated July 25, 2000, executed with the formalities and solemnities and under the circumstances required by law to make it a valid Will; that the proof required by probate of said Will has been made; that from the sworn testimony in open Court of one of the subscribing witnesses to the Will, Decedent declared said Will to be her Will, and that on the date said Will was

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Stan Stanart
COUNTY CLERK
HARRIS COUNTY, TEXAS

Confidential information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas



Patricia Suastegui Lepe Deputy
Patricia Suastegui Lepe

04102012:1508:PO03B

made, Decedent had attained the age of eighteen (18) years and was of sound mind; that said Will was not revoked by Decedent; that no objection to or contest of the probate of said Will has been filed; that all of the necessary proof required for the probate of said Will has been made; that no marriage of the Decedent was dissolved after the making of the Will, whether by divorce, annulment, or a declaration that the marriage was void; that after the date of the Will, no child was born to or adopted by Decedent; that no state, or governmental agency of the state nor charitable organization is named by the Will as a devisee; that the appointment of an Appraiser is not necessary; that said Will is entitled to probate; that Decedent did not apply for and receive Medicaid benefits on or after March 1, 2005; that there are no unpaid debts owing by this Estate, exclusive of any debt secured by liens on real estate; that there is no necessity for administration of this Estate; that said Will should be admitted to probate as a muniment of title; and that the affidavit required by Texas Probate Code Section 89C(d) is not necessary in this Estate.

IT IS THEREFORE ORDERED AND DECREED by the Court that the Will of THELMA MAE LEE is hereby proved and established and admitted to probate as a Muniment of Title only, and that the Clerk of this Court record said Will, together with the Application of Renee Frazier A/K/A RENEE SPIVEY-FRAZIER in the minutes of this Court; and, that this Order shall constitute sufficient legal authority to all persons owing money to Decedent, having custody of any property, or acting as registrar or transfer agent of any evidence of interest, indebtedness, property, or right belonging to the Estate of THELMA MAE LEE, Deceased, and to persons purchasing from or otherwise dealing with the Estate of THELMA MAE LEE, Deceased, for payment or transfer without liability, to the persons described in said Will to receive the particular

Confidential Information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas

Patricia Suastegui Lepe
Patricia Suastegui Lepe Deputy



04102012:1508:PO039

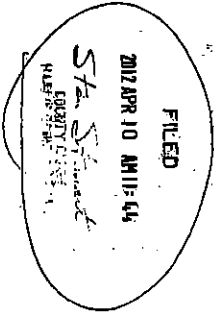
asset without administration; and further, that the person or persons entitled to property under provisions of said Will shall be entitled to deal with and treat the properties to which they are so entitled in the same manner as if the record title thereof were vested in their names.

IT IS FURTHER ORDERED AND DECREED that the filing of an Affidavit of Fulfillment of Terms of Will required by Section 89C(d) of the Texas Probate Code is waived.

SIGNED this 10 day of April, 2012.

Christine Brown
JUDGE PRESIDING

[Signature]
Attorney for Renee Frazier



04102012:1508:PO039

Confidential information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas

Patricia Suastegui Lepe Deputy
Patricia Suastegui Lepe



04102012:1508:PO040

Approved as to form:

MATTHEW BRANDON MAGGIORE
Attorney for Applicant
State Bar No. 24078901
1001 Texas Ave., Ste. 1400
Houston, TX 77002
Telephone: (713) 239-3347
Facsimile: (713) 581-1894

Not

W

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in File Number [blank] on the [blank] day of [blank] 2012, at the time stamped herein by me and was duly RECORDED, in the Official Public Records of Harris County, Texas.

APR 18 2012



Stan Stanart
COUNTY CLERK
HARRIS COUNTY, TEXAS

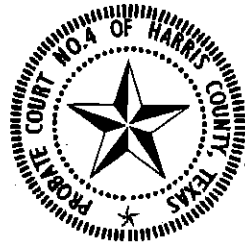
RECORDER'S MEMORANDUM:

At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts, additions and changes were present at the time the instrument was filed and recorded.

Confidential information may have been redacted from the document in compliance with the Public Information Act.

A Certified Copy
Attest: 4/18/2012
Stan Stanart, County Clerk
Harris County, Texas

Patricia Suastegui Lepe Deputy
Patricia Suastegui Lepe



MAP ID - 100

HCAD ID - 0651290800938

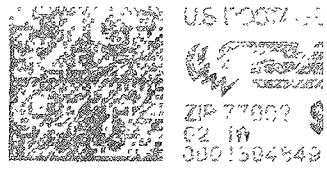
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CERTIFIED MAIL™



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CONNELLY · BAKER · WOTRING LLP
700 JPMORGAN CHASE TOWER, 600 TRAVIS STREET
HOUSTON, TEXAS 77002

Robert Damian
7938 Capitol St
Houston, TX 77012-1649

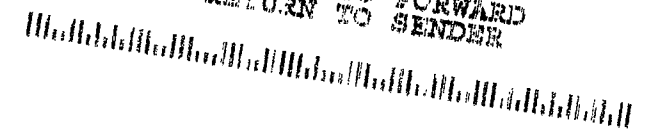
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RETURN TO SENDER
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RETURN TO SENDER



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Protect What's Inside.™

SENDER: COMPLETE THIS SECTION	COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired. Print your name and address on the reverse so that we can return the card to you. Attach this card to the back of the mailpiece, or on the front if space permits. 	<p>A. Signature</p> <p>X <input type="checkbox"/> Agent <input type="checkbox"/> Addressee</p>	
<p>1. Article Addressed to:</p> <p>Robert Damian 3300 E Lockwood Dr Houston, TX 77026-1811</p>	<p>B. Received by (<i>Printed Name</i>)</p>	<p>C. Date of Delivery</p>
<p>2. Article N (<i>Transfer</i>)</p>	<p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes If YES, enter delivery address below: <input type="checkbox"/> No</p> <hr/> <p>3. Service Type</p> <p><input type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail <input type="checkbox"/> Registered <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (<i>Extra Fee</i>) <input type="checkbox"/> Yes</p>	
<p>7004 1160 0007 3772 1851</p>		

PS Form 3811, February 2004

Domestic Return Receipt

102595-02-M-1540

Made in USA





Geoffrey Reeder, P.G.
Manager, Environmental Site Remediation

Union Pacific Railroad
24125 Aldine Westfield Rd., Spring, TX 77373
Ph. 281 350 7197 fax 402 233 2351
gbreeder@up.com

August 29, 2014

Robert Damian
7938 Capitol St
Houston, TX 77012-1649

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
AND REGULAR MAIL

Re: Request for Agreement for Restrictive Covenant on 3300 E Lockwood Dr for Union Pacific Railroad Company – Houston Wood Preserving Works Facility 4910 Liberty Road, Houston, TX, Post-Closure Care Permit No. HW-50343, TCEQ SWR No. 31547

Dear Mr. Damian:

As you may know, the Union Pacific Railroad Company (“UPRR”) has been conducting on-going environmental investigations at the Former Houston Wood Preserving Works Facility (“HWPW”) located at 4910 Liberty Road in Houston, Texas. UPRR has previously provided information to landowners that it could identify in the vicinity of the HWPW about the work being performed, including information regarding chemicals of concern (“COCs”) identified in the groundwater under or near their properties.

It is important to note that no groundwater drinking wells have been identified in the area and *none* of the properties in the area use the groundwater for drinking or irrigation. All of the properties receive drinking water provided by the City of Houston from water supplies outside the area.

Laboratory analytical data of groundwater samples have revealed concentrations of COCs in the shallow groundwater under the Site, and other properties in the area, in excess of the Texas Commission on Environmental Quality (“TCEQ”) Human Health Tier 1 Protective Concentration Levels (“PCLs”) for Residential Land Use. Data from a groundwater monitoring well near the HWPW indicates that your property is one of the properties in the area. In order to ensure that the shallow groundwater is not used in the future, we are contacting you and other landowners in the area to request that you execute a document called a restrictive covenant which would prohibit use of the shallow groundwater on your property.

This restrictive covenant would be filed in the property records as part of planned work at the Site to institute a Plume Management Zone (“PMZ”). The purpose of the

PMZ is to manage the COCs in the shallow groundwater (between 10 and 80 feet below the ground surface) to prevent human exposure and to protect other groundwater resources. In order to institute the PMZ, notice must be placed in the county deed records of a restriction from use of this shallow groundwater.

A copy of the restrictive covenant form is attached as Exhibit A to this letter. The purpose of this restrictive covenant is to give notice to anyone purchasing the property in the future of the restriction on the use of the shallow groundwater located beneath your property. As noted, your property currently receives water service from the City of Houston. This will not change. The groundwater beneath your property which will be restricted under this covenant is not currently being used, nor is there a likely use for it in the future. Therefore, the requested covenant will not affect the current or expected future use of the property.

In appreciation of your willingness to enter the restrictive covenant, UPRR intends to offer appropriate compensation for the agreement to file the restrictive covenant.

Someone from UPRR will be contacting you in the near future to discuss the proposed restrictive covenant and to answer any questions you may have about the procedure. A public meeting has also been scheduled for September 11, 2014 at 7 p.m. at the Greater True Vine Missionary Baptist Church at 3010 Fontinot Street to provide more information and to answer any questions you may have. In the meantime, any questions you have for UPRR should be directed to Mr. Geoffrey Reeder, UPRR Environmental Site Remediation Manager, 24125 Aldine Westfield Road, Spring, Texas 77373, (281) 350-7197. If you have any other questions regarding the request for a restrictive covenant, you may also contact the TCEQ Office of the Public Interest Counsel by phone at 512-239-6363, or facsimile 512-239-6377, or write to Office of Public Interest Counsel, MC 105, TCEQ, P.O. Box 13807, Austin, TX 78711-3087.

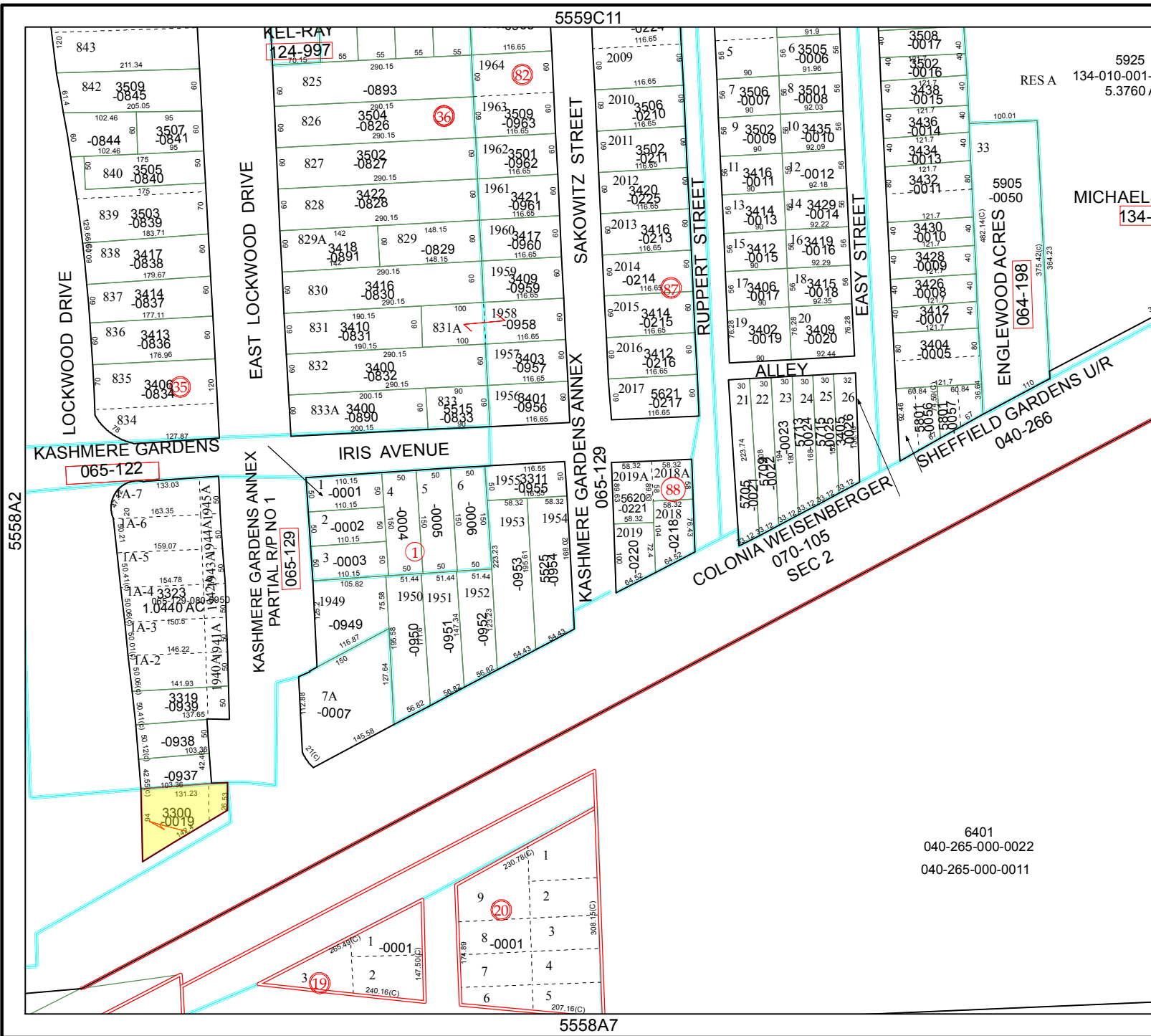
Sincerely,

A handwritten signature in blue ink that reads "Geoffrey Reeder". The signature is written in a cursive style with a large initial "G".

Geoffrey Reeder, P.G.

Enclosure

5559C11



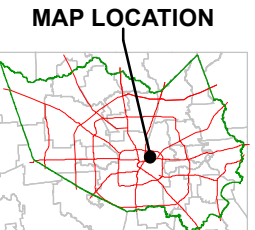
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Harris County Appraisal District



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 PUBLICATION DATE:
 7/31/2015

Geospatial or map data maintained by the Harris County Appraisal District is for informational purposes and may not be suitable for legal, engineering, or surveying purposes. It does not represent an on-the-ground survey and only represents the approximate location of property boundaries.



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ENGLWOOD ACRES
 064-198

COLONIA WEISENBERGER
 070-105 SEC 2

SAKOWITZ STREET

RUPPERT STREET

EASY STREET

SHEFFIELD GARDENS UIR
 040-266

EAST LOCKWOOD DRIVE

LOCKWOOD DRIVE

IRIS AVENUE

KASHIMERE GARDENS ANNEX
 PARTIAL R/P NO 1
 065-129

KASHIMERE GARDENS ANNEX
 065-129

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174.89

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STARTEX TITLE COMPANY
1177 West Loop South, Suite 1475
Houston, Texas 77027

ABSTRACTORS CERTIFICATE
for
3300 E. Lockwood Dr.

We have checked the records on the following property up through and including October 15, 2014, and find as follows:

PROPERTY:

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty-seven (1937) and One Thousand Nine Hundred Thirty-eight (1938) in Block Eighty (80) of Kashmere Gardens Annex, an addition in Harris County, Texas, being more particularly described by metes and bounds attached hereto.

TITLE VESTED IN:

Michael Farias being the heir of Olivia Damian Farias, Deceased; Brenda Louise Wilkerson being the devisee under the Will of Johnny Damian, Sr.; Helen Damian Reyes; Martin Damian, Jr.; Francisco Damian; Eliuth Jimenez Damian, being the devisee under the Will of Robert Damian, Deceased; and Barbara Damian Sanchez, all being the heirs of Martin Damian, Deceased as set forth in Affidavit of Heirship filed for record under Harris County Clerk's File No. 20060033190. (As to an undivided ½ interest);

Eliuth Jimenez Damian by virtue of Deed filed for record under Harris County Clerk's File No. 20090055035. (As to an undivided ½ interest);

LIENS:

Vendor's Lien retained in Deed dated August 30, 1979, filed for record under Harris County Clerk's File No(s). G222792, executed by Larry Edward Hughes, Larry Wayne Hughes and Ronald Edward Hughes to Martin Damian, Jr. and Robert Damian, securing one promissory note of even date therewith in the principal amount of \$25,000.00, payable to Larry Edward Hughes, Larry Wayne Hughes and Ronald Edward Hughes, said note additionally secured by a Deed of Trust of even date therewith to George L. Houghton, Trustee, and all terms conditions and stipulations contained therein, including any additional indebtedness secured thereby, filed for record under Harris County Clerk's File No(s). G221557.

ABSTRACTS OF JUDGMENT, FEDERAL TAX LIENS, ETC.:

Abstract of Judgment filed for record on October 4, 2001, filed for record under Harris County Clerk's File No(s). V341205, in favor of United States of America against Martin Damian, Jr., in the principal amount of \$6,290.00, plus costs and interest (and attorney's fees).

Federal Tax Lien filed for record on September 18, 2012, filed for record under Harris County Clerk's File No(s). 20120428881, against R. Damian, in the principal amount of \$17,452.92.

NOTICE: STARTEX TITLE COMPANY ASSUMES NO LIABILITY FOR ERRORS OR OMISSIONS IN THIS REPORT OR FOR VERBAL STATEMENTS. THIS IS A COPY OF A PRELIMINARY REPORT MADE FOR STARTEX TITLE COMPANY ONLY, FOR SPECIFIC PURPOSES, AND IT MAY OR MAY NOT BE COMPLETE FOR THE PURPOSE OF OTHERS. If a copy is furnished to other parties, it is to facilitate preparation of the necessary instruments, to point out curative requirements, if any, and to show the result of the Company's title research (upon which only the Company may rely). None of the information contained herein, or the absence of other information, constitutes a representation to any party, other than the Company, as to the status of the title. If a title defect or encumbrance should exist which is not disclosed hereon, the Company shall not be liable by reason of furnishing this report or for any verbal statements related thereto. This shall in no way be construed as Commitment for Title Insurance.

THIS CERTIFICATE SHALL NOT CONSTITUTE A COMMITMENT TO ISSUE TITLE INSURANCE, AND THE LIABILITY HEREUNDER IS LIMITED TO THE CONSIDERATION PAID HEREOF.

WITNESS Our Hand this 22nd day of October, 2014.

STARTEX TITLE COMPANY


By: 
Patsy Hannah
Examiner

EXHIBIT A

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty-seven (1937) and One Thousand Nine Hundred Thirty-eight (1938) in Block Eighty (80) of KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and, a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, a 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

No. 998-606

J. C. Hutcheson, Jr., et al,
By Agt. & Atty. in Fact

No. 230155
To
Dedication & Map

MAP OF
KASHMERE GARDENS ANNEX
IN THE
HARRIS & WILSON SURVEY,
HARRIS COUNTY, TEXAS.
SCALE 1"=200' T.C. EDMINSTER,
ENGINEER. AUG. 1939

KASHMERE GARDENS 1ST SEC.

MAKEIG AVE
N. 89° 30' E. 60' 116.63 293.3 116.63 18.44

FIRST SEC.

OCTAVIA AVE

AVE

GARDENS

ST

J.S. SAUNDERS TR.
(ACREAGE)

SALINA

DRIVE

KASHMERE

SAKOWITZ

AVE

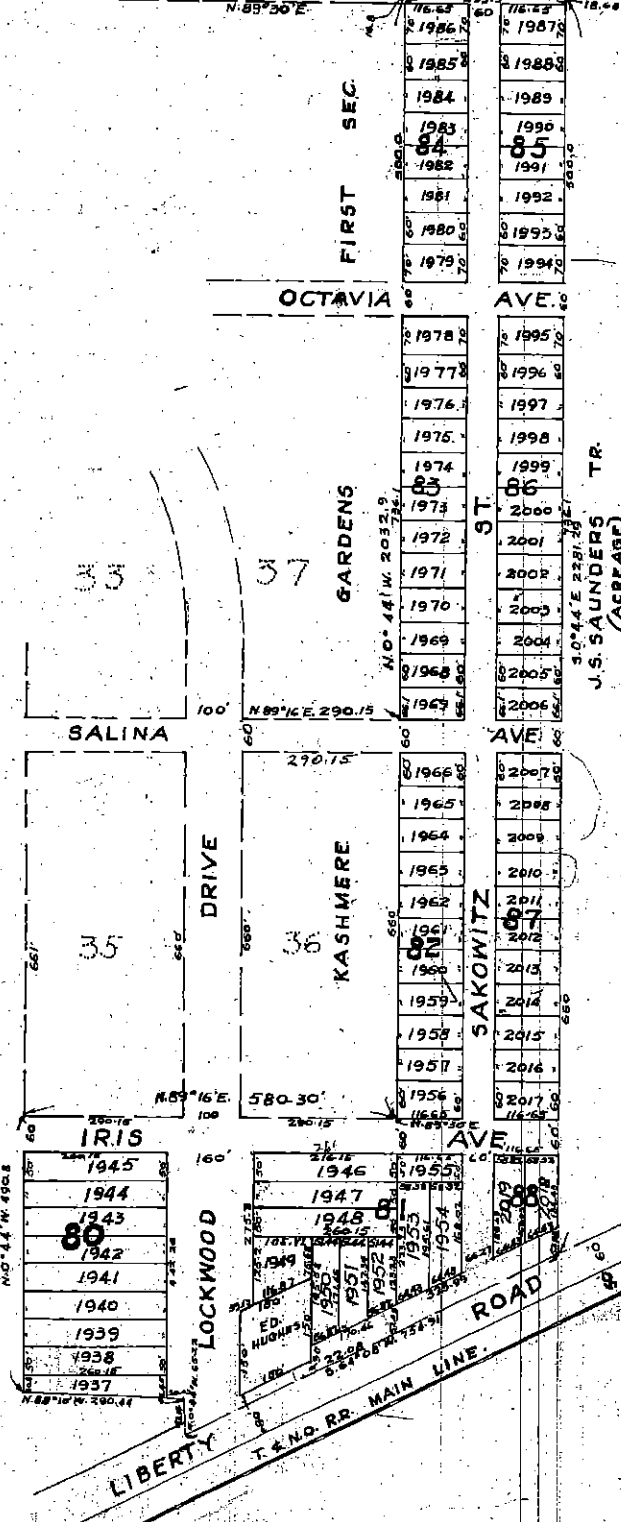
IRIS

LOCKWOOD

ED. HUGHES

AVE

LIBERTY T. & N.O. RR. MAIN LINE ROAD



2

abbt

AFFIDAVIT OF HEIRSHIP CONCERNING THE IDENTITY OF HEIRS OF
OLIVIA PONCE DAMIAN, Deceased and MARTIN DAMIAN, Deceased

Before me, the undersigned authority, on this day personally appeared JOHNNY DAMIAN, Sr.,
Affiant who, being first duty sworn, upon her oath states:

JG

2
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ll

1. My name is JOHNNY DAMIAN, Sr., and I live at 7411 Corpus Christi, Houston, Harris County,
Texas. I am personally familiar with the family and marital history of OLIVIA PONCE DAMIAN and
MARTIN DAMIAN and I have personal knowledge of the facts stated in this affidavit. I am their eldest
son.

2. I knew OLIVIA PONCE DAMIAN, Decedent, from my birth on February 27, 1936 until the date
of her death. Decedent OLIVIA PONCE DAMIAN died on June 19, 1991. Decedent's place of death
was Houston, Texas. At the time of her death, Decedent's residence was 7423 Corpus Christi, Houston,
Harris County, Texas.

3. I knew MARTIN DAMIAN, Decedent, from my birth on February 27, 1936 until the date of his
death. Decedent MARTIN DAMIAN died on April 29, 1992. Decedent's place of death was Houston,
Texas. At the time of his death, Decedent's residence was 7423 Corpus Christi, Houston, Harris County,
Texas.

4. To the best of my knowledge, OLIVIA PONCE DAMIAN was born on September 15, 1919, and
MARTIN DAMIAN was born on November 15, 1915; OLIVIA PONCE DAMIAN and MARTIN
DAMIAN were married to each other in a civil ceremony on January, 1935 and by the church on March
31, 1939, in Harris County, Texas; that was the only marriage of each and neither was ever divorced.

5. OLIVIA PONCE DAMIAN and MARTIN DAMIAN had the following children:

- a. JOHNNY DAMIAN, Sr., son, born February 27, 1936, currently residing at 7411 Corpus Christi, Houston, Harris County, Texas 77020;
- b. OLIVIA DAMIAN FARIAS, daughter, born July 7, 1937, currently residing at 5538 Farmer, Houston, Harris County, Texas 77020;
- c. HELEN DAMIAN REYES, daughter, born January 15, 1939, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- d. MARTIN DAMIAN, Jr., Son, born January 16, 1942, currently residing at 7425 Corpus Christi, Houston, Harris County, Texas 77020;
- e. FRANCISCO DAMIAN, son, born February 5, 1944, currently residing at 7423 Corpus Christi, Houston, Harris County, Texas 77020;
- f. ROBERT DAMIAN, son, born September 29, 1946, currently residing at 7938 Capitol, Houston, Harris County, Texas 77012; and
- g. BARBARA DAMIAN SANCHEZ, daughter, born August 30, 1948, currently residing at 6500 W. 43rd Street, Apt. 1810, Houston, Harris County, Texas 77092.

6. Neither OLIVIA PONCE DAMIAN nor MARTIN DAMIAN had or adopted any other children
and did not take any other children into Decedents' home or raise any other children, other than those
identified above.

RECORDED

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS
I hereby certify that this instrument was FILED in the number Section on the date and at the place stamped herein by me; and was duly RECORDED in the Official Public Records of said Property of Harris County, Texas on

SEP - 8 2006

7. Both Decedents died without leaving a written will.
8. There has been no administration of either Decedent's estate.
9. To the best of my knowledge, Decedents have no debts that are unpaid.
10. To the best of my knowledge, there are no unpaid estate or inheritance taxes.
11. To the best of my knowledge, Decedents owned an interest in the following real property:
 - a. Lots Twenty-Nine (29) and Thirty (30) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition to the City of Houston, in Harris County, Texas, according to the map thereof recorded in Volume 3, Page 64, of the Map Records of said County, together with all improvements thereon; also known as 7423 Corpus Christi, Houston, Texas 77020;
 - b. Lot thirty one (31) in Block Thirty one (31) of Houston Harbor Addition, an Addition to the City of Houston, in Harris County, Texas; also known as 7423 1/2 Corpus Christi, Houston, Texas 77020;
 - c. Lots Thirty-Two (32), Thirty-Three (33), and Thirty-Four (34) in Block Thirty-One (31), of HOUSTON HARBOR ADDITION, an Addition in Harris County, Texas, according to the map or plat thereof, recorded in Volume 3, Page 64, of the Map Records of Harris County, Texas; also known as 7425 Corpus Christi, Houston, Texas 77020;
 - d. Lots Thirteen (13) and Fourteen (14), Block Thirty-Five (35) in HOUSTON HARBOR ADDITION, an addition to the City of Houston, Harris County, Texas, also known as 7426 Corpus Christi, Houston, Texas 77020; and
 - e. Part of Lots 1937 and 1938, Block 80, KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, reflected by plat recorded in Volume 998, Page 606, of the Deed Records and a tract of land in the Harris & Wilson Survey A-32, Harris County, Texas, also known as 3300 E. Lockwood Dr., Houston, Texas 77026.



Brenda L. Keyman
COUNTY CLERK
HARRIS COUNTY, TEXAS

J

12. The individuals identified in paragraph 5 above were the heirs of Decedents, OLIVIA PONCE DAMIAN and MARTIN DAMIAN.

13. The approximate value of Decedents' estate is \$180,484.50.

Signed this 7th day of September, 2006.

Johnny Damian
JOHNNY DAMIAN, Sr.

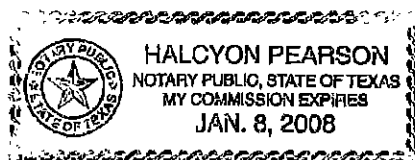
2006 SEP - 8 PM 2:37
FILED
102
COUNTY CLERK
HARRIS COUNTY, TEXAS
Brenda L. Keyman

STATE OF TEXAS
COUNTY OF HARRIS

§
§

Sworn to and subscribed to before me on September 7, 2006, by JOHNNY DAMIAN, Sr.

Halcyon K. Pearson
Notary Public, State of Texas
My commission expires:



Return to:
Hysinger + Pearson
1100 Lealand
Houston TX 77002
713 650 0255

✓✓

4
WD
#

20090055035
02/12/2009 8:00 AM \$28.00

SPECIAL WARRANTY DISTRIBUTION DEED

THE STATE OF TEXAS)

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF HARRIS)

WHEREAS, Robert Damian (the "Decedent") died on April 9, 2008, and Eliuth Jimenez Damian is the duly appointed and acting Independent Executrix under the Last Will and Testament of Robert Damian, Deceased (the "Will") which was probated under Cause Number 381,100 , in Probate Court Number Three of Harris County, Texas; and

WHEREAS, administration of the Robert Damian Estate is now complete and the three properties owned by the Decedent described on Exhibit "A", attached hereto and incorporated herein for all purposes, (the "Property") are to be distributed to Eliuth Jimenez Damian under Article Three of the Will of Robert Damian.

NOW, THEREFORE, Eliuth Jimenez Damian, acting in her capacity as Independent Executrix under the Will ("Grantor"), in order to effect distribution of the Property owned by the Decedent to the beneficiary under the terms of the Will, has GRANTED and CONVEYED and by these presents does HEREBY GRANT and CONVEY the Property unto Eliuth Jimenez Damian, 7938 Capitol St. Houston, TX 77012.

ll

This Special Warranty Distribution Deed is made expressly subject to all valid and existing reservations, covenants, conditions, easements, rights-of-way, mineral reservations, and royalty reservations, and any other instruments of record affecting the Property or any part thereof, and all oil, gas and mineral leases of record affecting the Property or any part thereof, but Grantor does hereby ASSIGN unto Grantee, her heirs, successors and assigns, all of Grantor's rights in and under any such lease or leases..

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto in anywise belonging unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns forever, and Grantor hereby binds herself and her successors and assigns to warrant and forever defend all and singular the said Property unto the said Grantee, Grantee's heirs, executors, administrators, successors, or assigns, against every person whosoever lawfully claiming or to claim the same or any part thereof, by, through, or under the Grantor, but not otherwise. However, it is understood that Grantor is acting in this conveyance solely as Independent Executrix of the Estate of Robert Damian and not in her individual capacity.

FILED FOR RECORD
8:00 AM

FEB 12 2009

David A. [Signature]
County Clerk, Harris County, Texas

6960-29-290 RP 062-62-0369

EXECUTED this 03 day of FEBRUARY, 2009.

ESTATE OF ROBERT DAMIAN,
DECEASED

201

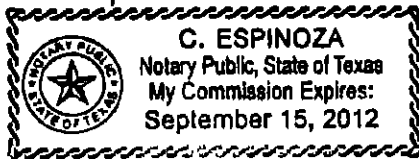
By: 
ELIUTH JAMENEZ DAMIAN,
Independent Executrix


THE STATE OF TEXAS)

COUNTY OF HARRIS)

BEFORE ME, the undersigned authority, on this day personally appeared ELIUTH JAMENEZ DAMIAN, Independent Executrix of the Estate of ROBERT DAMIAN, Deceased, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that she executed the same for the purposes and considerations therein expressed and in the capacity as therein stated.

GIVEN UNDER MY HAND AND SEAL of office this the 03 day of February, A.D. 2009.




Notary Public, State of Texas

//

AFTER RECORDING, PLEASE RETURN TO:

William T. Snypes
Attorney at Law
4801 Woodway, Suite 360W
Houston, Texas 77056

RR 062-62-0070

EXHIBIT "A"

Property 1.

A one half (1/2) undivided interest in a tract of land being parts of Lots 1937 and 1938 in Block 80 of KASHMERE GARDENS ANNEX, and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, all in Harris County, Texas, and all being described as a 16,509 square foot tract, more or less, by metes and bounds in the attached and incorporated herein rider:

Dt

A certain tract of land being parts of Lots One Thousand Nine Hundred Thirty-seven (1937) and One Thousand Nine Hundred Thirty-eight (1938) in Block Eighty (80) of KASHMERE GARDENS ANNEX, an addition in Harris County, Texas, as reflected by plat recorded in Volume 998 at Page 606 of the Deed Records of Harris County, Texas; and a tract of land out of the HARRIS & WILSON SURVEY, Abstract 32, Harris County, Texas, lying South of and adjacent to the said part of the said Lot 1937; all of the said property being described by metes and bounds as follows:

Commencing for locative purposes at the Northeast corner of said Block 80, said point being located at the intersection of the South line of Iris Avenue, 60 feet wide, and the West line of Lockwood Drive, 160 feet-wide;

Thence S 00° 44' W along the West line of Lockwood Drive, a distance of 350.00 feet to a 5/8" iron rod marking the Northeast corner and PLACE OF BEGINNING of the herein described tract; said point also being the Northeast corner of the said Lot 1938;

THENCE S 00° 44' W continuing along the West line of Lockwood Drive, at 50.00 feet passing the Southeast corner of said Lot 1938, continuing in all a distance of 92.45 feet to a 3/4" iron pipe for corner;

THENCE S 88° 10' E a distance of 30.03 feet to a 5/8" iron rod for corner;

THENCE S 00° 44' W a distance of 20.77 feet to a 5/8" iron rod marking the Southeast corner of the herein described tract;

THENCE S 64° 08' W along the Northerly line of Liberty Road, a distance of 145.33 feet to a 5/8" iron rod marking the Southwest corner of the herein described tract;

THENCE North, a 88.22 feet passing the South line of said Lot 1937, continuing in all a distance of 101.22 feet to a 3/4" iron rod for corner;

RR 062-67-0371

THENCE N 04° 10' 30" W a distance of 75.21 feet to a 5/8" iron rod marking the Northwest corner of the herein described tract;

THENCE N 89° 16' E a distance of 107.65 feet to the PLACE OF BEGINNING of the herein described tract of land and containing 16,509 square feet, more or less, or 0.3790 acres.

Property 2.

A one half (1/2) undivided interest in Lots Forty-Four (44), Forty-Five (45) and Forty-Six (46) in Block Two Hundred Twenty-Two (222) of Magnolia Park, an Addition in Harris County, Texas, according to the Map or Plat thereof recorded in Volume 4, Page 69 of the Map Records of Harris County, Texas.

Property 3.

A one half (1/2) undivided interest in Lots Twenty-Three (23) and Twenty-Four (24) in Block Eighty-Two (82) of Manchester Subdivision, an Addition in Harris County, Texas, according to the Map or plat thereof recorded in Volume 6, Page 26 of the Map Records of Harris County, Texas.

RP 062-67-0372

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time set out hereon by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris County, Texas on

FEB 12 2009



Dorely B. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

RESPONSE TO COMMENT T41(2)
RESPONSE ACTION COMPLETION REPORT
INCLUDED AS ATTACHMENT A

RESPONSE TO COMMENT T47(2)

**PERMIT SECTION XI.A – C COMPLIANCE PLAN
AND COMPLIANCE PLAN ATTACHMENT A FIGURES**

A. SITE SPECIFIC INFORMATION

1. General Site Information (provide the following information):

- a. An overall plan view map of the entire facility delineating the facility’s property boundary, Facility Operations Area (FOA) boundaries, as applicable, and the plume management zone (PMZ) boundaries as applicable;

See CP Attachment A, Sheet 2 of 7 – Solid Waste Management Units (SWMUs)/Area of Concern (AOCs) Location Map

- b. A 7.5 minute U.S.G.S. quadrangle topographic map showing the entire facility;

See CP Attachment A, Sheet 1 of 7 – Facility Site Map

- c. All oversized (larger than 8.5” by 11”) drawings submitted in accordance with a and b, above, should be accompanied with legible photocopies of the reduced drawing on 8.5” by 11” sheet(s) of paper which shall be used as “CP Attachment A” maps in the final draft Permit/Compliance Plan. The applicant should title the map(s) accordingly as “CP Attachment A, Sheet 1 of xx – Facility Site Map”; “CP Attachment A, Sheet xx of xx, FOA Lateral Boundary Map”; “CP Attachment A, Sheet xx of xx, PMZ Boundary Location Map”; and

The following maps are provided with this revision:

- *CP Attachment A, Sheet 1 of 7 – Facility Site Map*
- *CP Attachment A, Sheet 2 of 7 – Solid Waste Management Units (SWMUs)/Area of Concern (AOCs) Location Map*
- *CP Attachment A, Sheet 3 of 7 – Compliance Monitoring Well Network, SWMU 1*
- *CP Attachment A, Sheet 4 of 7 – PMZ Boundary Map, A-TZ*
- *CP Attachment A, Sheet 5 of 7 – PMZ Boundary Map, B-CZ/B-TZ*
- *CP Attachment A, Sheet 6 of 7 – PMZ Boundary Map, C-TZ*
- *CP Attachment A, Sheet 7 of 7 – Post Response Action Care Well Location Map*

- d. Aerial photographs through time depicting changes in the land use, if available.

See Compliance Plan Figure XI.A.1.d (three years presented)

2. Waste Management

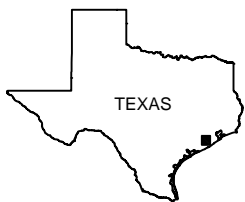
Provide a complete list and a plan view drawing(s) locating and identifying the following waste management units at the scale of 2.5 centimeters (1 inch) equal to not more than 61.0 meters (200 feet). All oversized (larger than 8.5” by 11”) drawings should be accompanied with legible photocopies of the reduced drawing on 8.5” by 11” sheet(s) of paper. Please provide information for each waste management unit listed below on Table XI.A.1. – Facility History for Waste Management Units.

- a. All hazardous waste management units regulated under the Industrial Solid Waste and Municipal Hazardous Waste Rules (Chapter 335) required to be monitored in accordance with 30 TAC 335.164 (Detection Monitoring), 335.165 (Compliance Monitoring Program) and 335.166 (Corrective Action Program);



EXPLANATION

— UPRR Facility Boundary



QUADRANGLE LOCATIONS



Scale in Feet
0 1000 2000



UNION PACIFIC RAILROAD CO.

HOUSTON WOOD PRESERVING WORKS

CP Attachment A, Sheet 1 of 7

FACILITY SITE MAP

PROJECT: 1358

BY: ADJ

REVISIONS

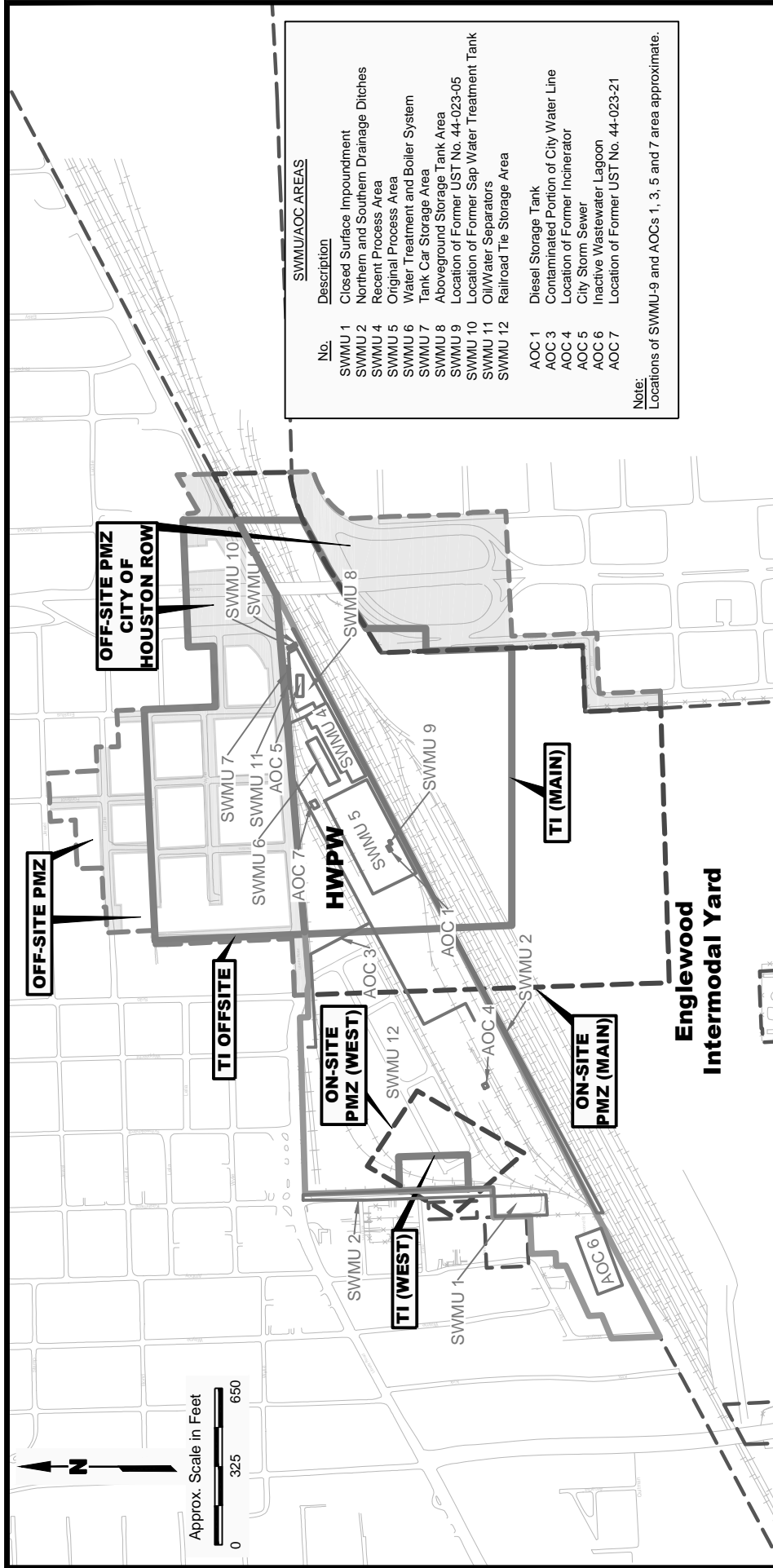
DATE: JULY, 2016

CHECKED: ECM

Rev 1

PASTOR, BEHLING & WHEELER, LLC
CONSULTING ENGINEERS AND SCIENTISTS

SOURCE:
Base map from www.tnris.gov, Settegast, TX 7.5 min. USGS quadrangle dated 1982.



SWMM/AOC AREAS	
No.	Description
SWMU 1	Closed Surface Impoundment
SWMU 2	Northern and Southern Drainage Ditches
SWMU 4	Recent Process Area
SWMU 5	Original Process Area
SWMU 6	Water Treatment and Boiler System
SWMU 7	Tank Car Storage Area
SWMU 8	Aboveground Storage Tank Area
SWMU 9	Location of Former UST No. 44-023-05
SWMU 10	Location of Former Sap Water Treatment Tank
SWMU 11	Oil/Water Separators
SWMU 12	Railroad Tie Storage Area
AOC 1	Diesel Storage Tank
AOC 3	Contaminated Portion of City Water Line
AOC 4	Location of Former Incinerator
AOC 5	City Storm Sewer
AOC 6	Inactive Wastewater Lagoon
AOC 7	Location of Former UST No. 44-023-21

Note:
Locations of SWMMU-9 and AOCs 1, 3, 5 and 7 area approximate.

EXPLANATION

- UPRR Property Boundary
- Road, Parking Lot, Sidewalk
- Fence
- Railroad
- Proposed TI Zone
- UPRR Facility Boundary
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- On-Site PMZ
- Off-Site PMZ
- Off-Site PMZ City of Houston ROW

UNION PACIFIC RAILROAD CO.

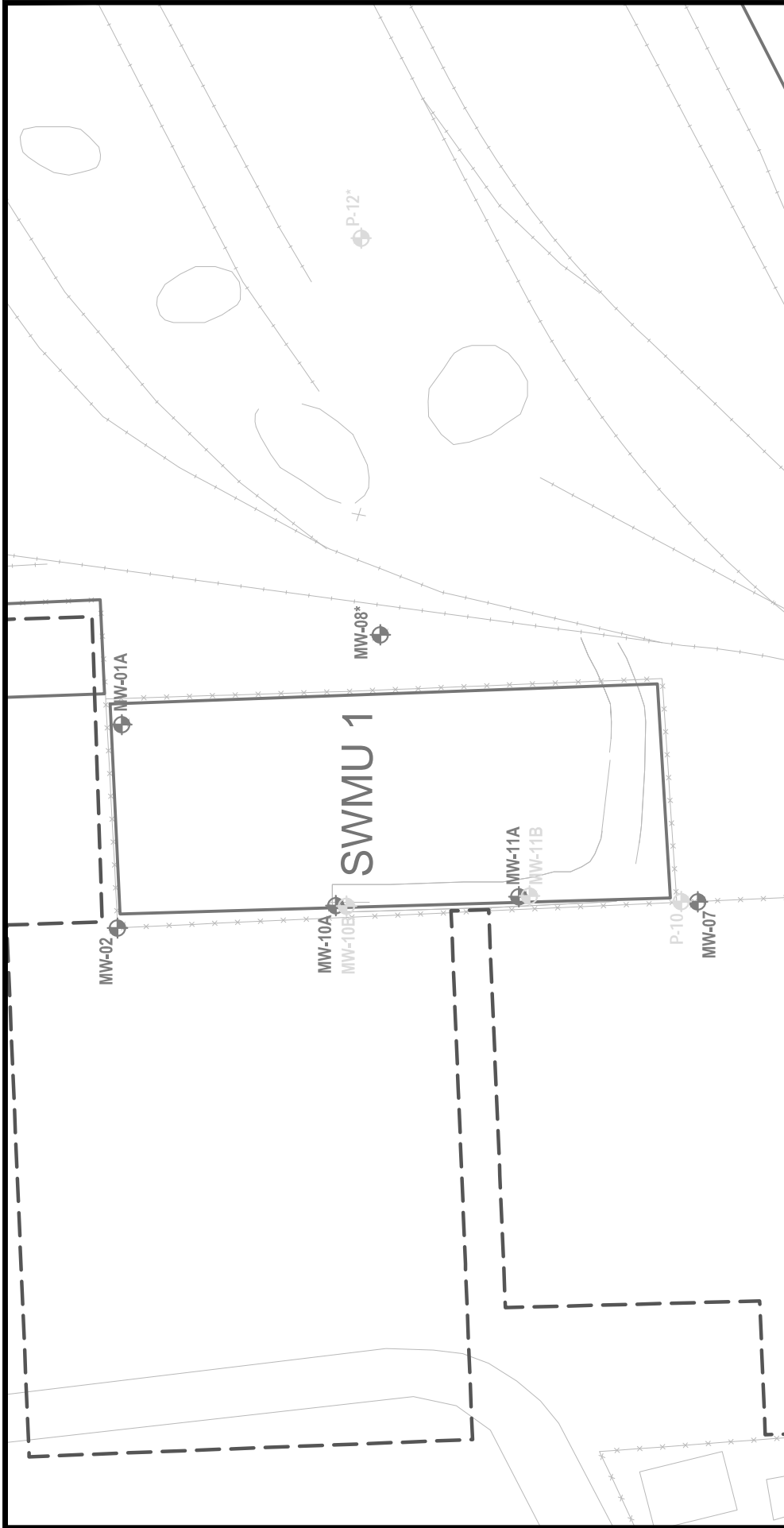
HOUSTON WOOD PRESERVING WORKS


CP Attachment A, Sheet 2 of 7
SOLID WASTE MANAGEMENT UNITS (SWMU)/AREAS OF CONCERN (AOCs) LOCATION MAP

PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	Rev. 1

PASTOR, BEHLING & WHEELER, LLC
 CONSULTING ENGINEERS AND SCIENTISTS

Source:
 Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.



 UNION PACIFIC RAILROAD CO.		
HOUSTON WOOD PRESERVING WORKS CP Attachment A, Sheet 3 of 7		
COMPLIANCE MONITORING WELL NETWORK TCEQ PERMIT 50343/SWMU 1/UNIT NO. 1		
PROJECT: 1358	BY: ADJ	REVISIONS
DATE: JULY, 2016	CHECKED: ECM	Rev 1
PASTOR, BEHLING & WHEELER, LLC CONSULTING ENGINEERS AND SCIENTISTS		

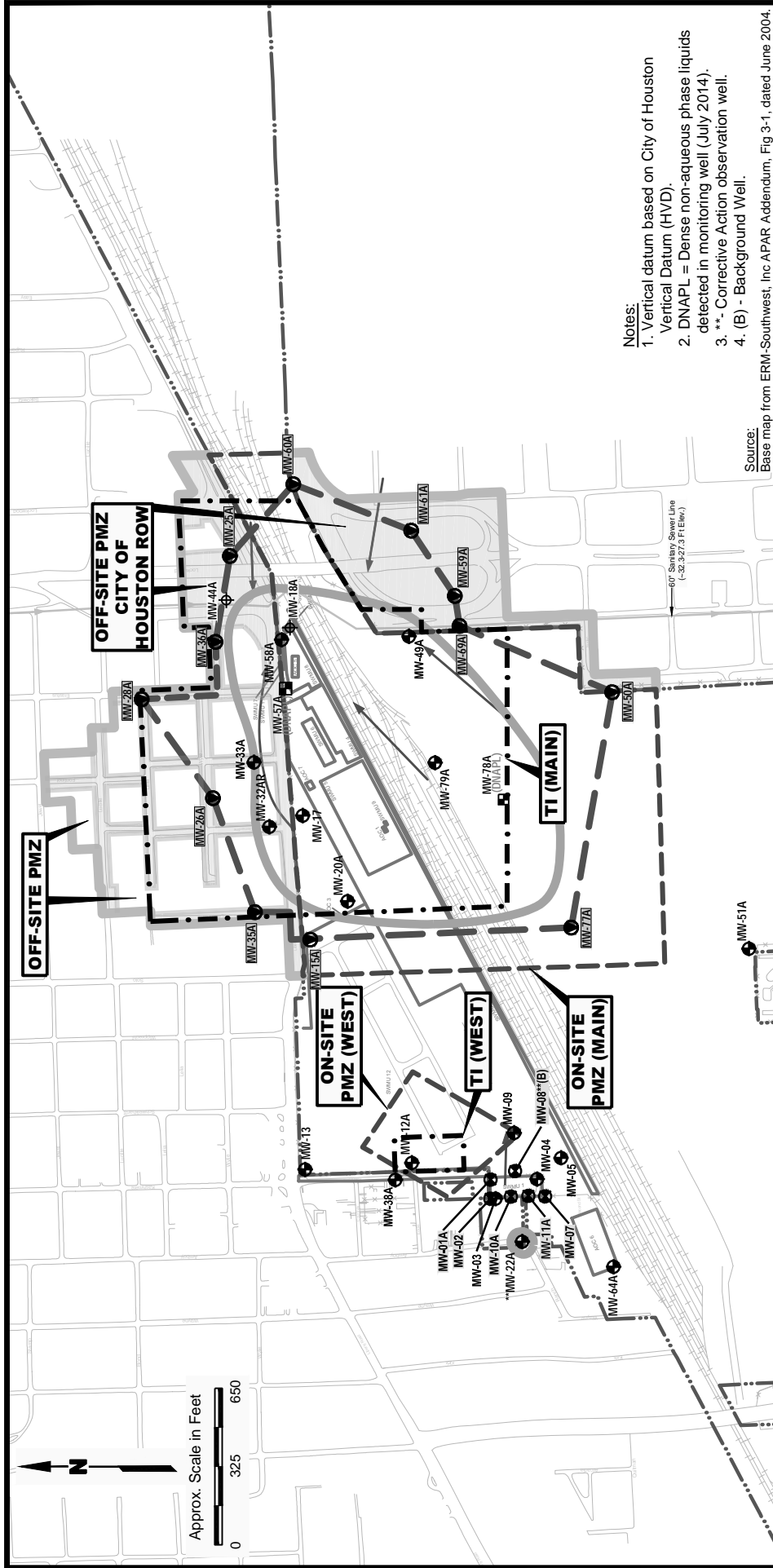
Approx. Scale in Feet

Source:
Base map from ERM-Southwest, Inc
0014419a310.dwg, 6/19/2006.

EXPLANATION

- UPRR Property Boundary
- Road, Parking Lot, Sidewalk
- - - Fence
- - - Railroad
- ⊕ A-TZ Monitoring Well Location
- ⊕ B-TZ Monitoring Well Location

Note:
* Background well.

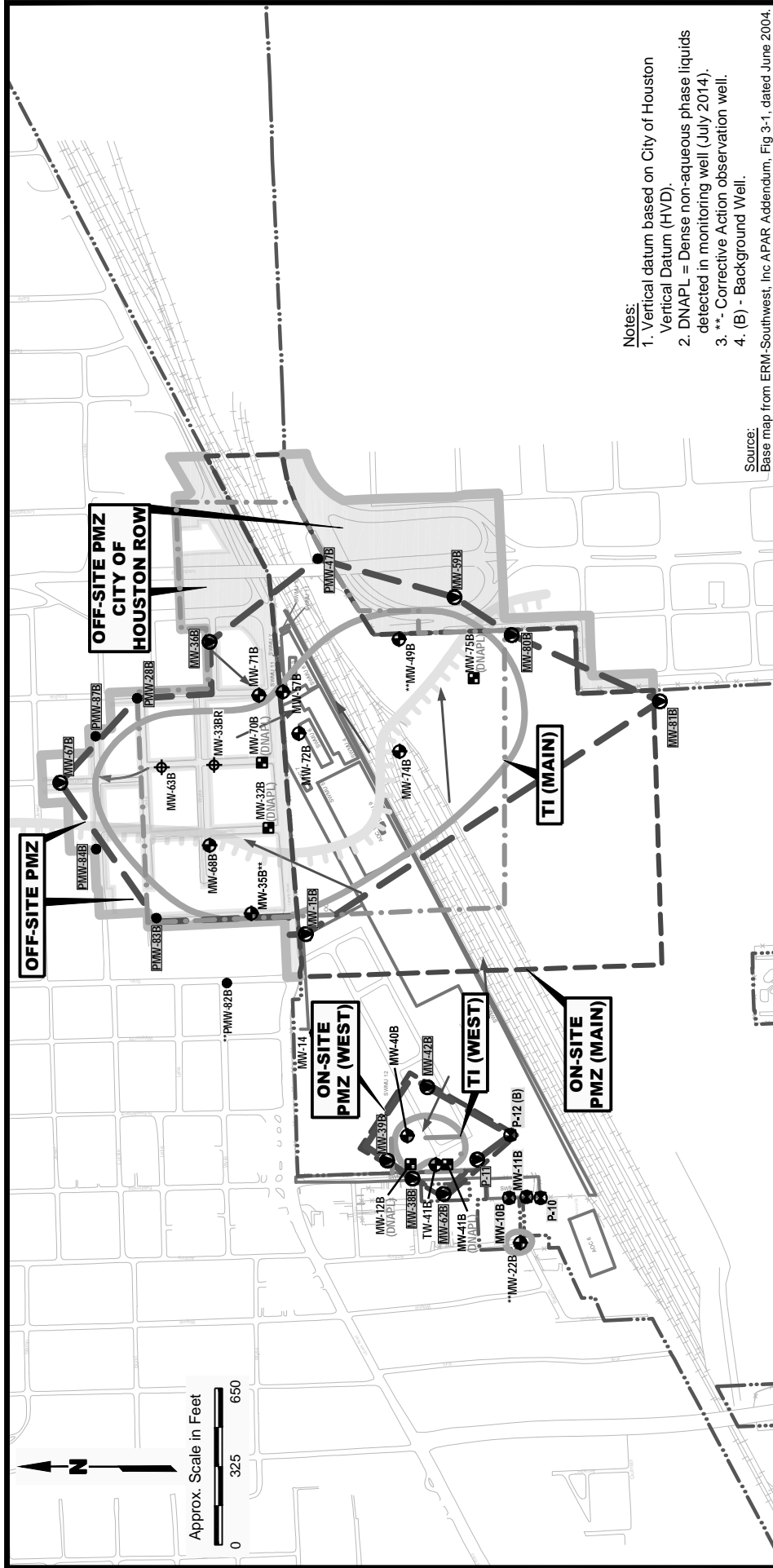


Notes:
 1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.

Source:
 Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

UNION PACIFIC RAILROAD CO.	
HOUSTON WOOD PRESERVING WORKS	
CP Attachment A, Sheet 4 of 7	
PMZ BOUNDARY MAP A-TZ	
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BY: ADJ	Rev. 1
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EXPLANATION	
	UPRR Property Boundary
	Road, Parking Lot, Sidewalk
	Fence
	Railroad
	A-TZ Monitoring Well Location
	A-TZ Corrective Action System Wells (DNAPL Recovery)
	PCLE Zone
	Proposed TI Zone
	A-TZ PMZ Boundary
	Proposed Monitoring Well
	Alternate Groundwater Point of Exposure (POE)
	Attenuation Monitoring Point (AMP)
	RCRA Unit No. 1 Point of Compliance (POC) Well
	Inferred Groundwater Flow Direction
	Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
	On-Site PMZ
	Off-Site PMZ
	Off-Site PMZ City of Houston ROW



Notes:
 1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.

Source:
 Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

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HOUSTON WOOD PRESERVING WORKS

CP Attachment A, Sheet 5 of 7

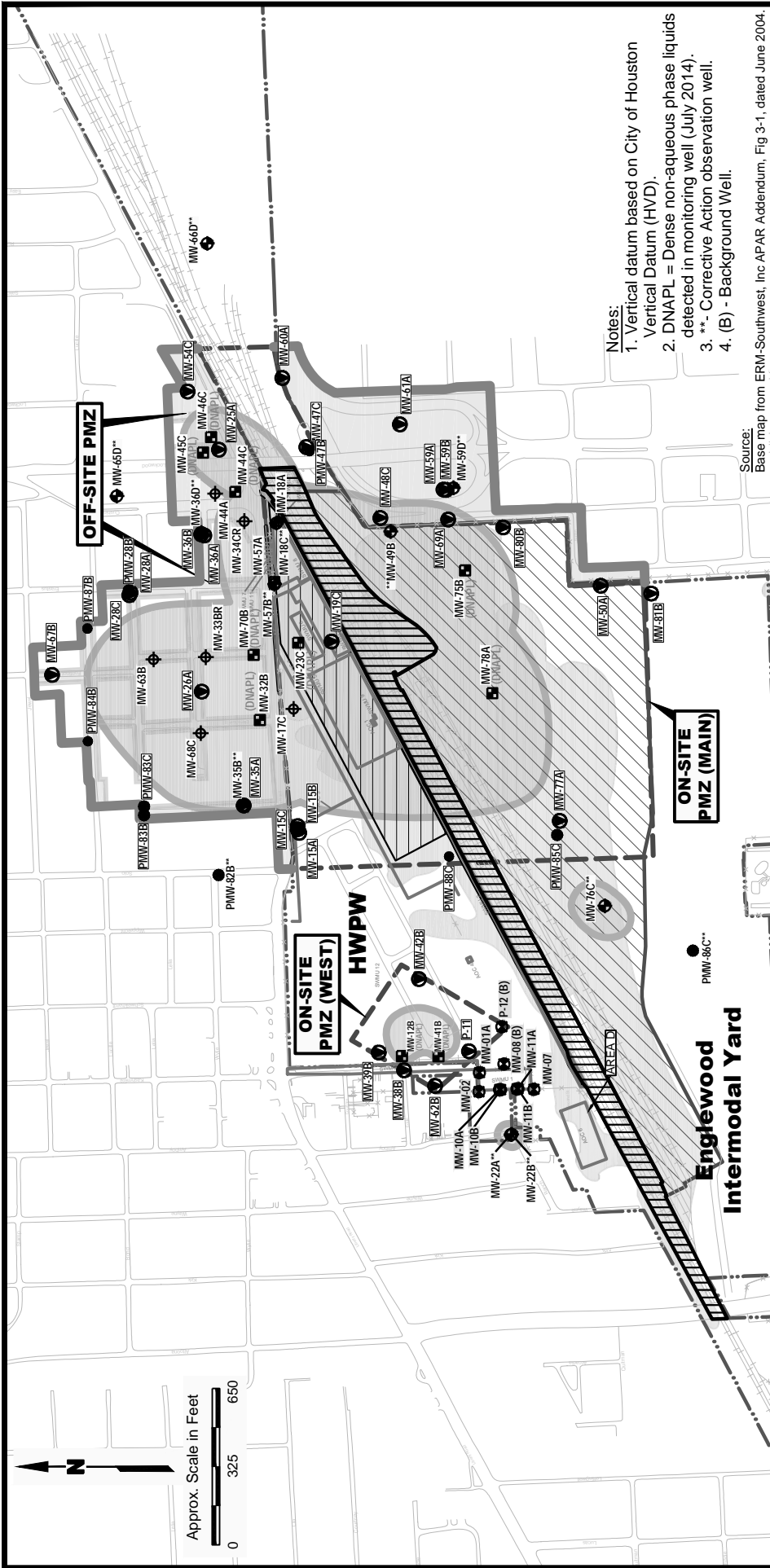
PMZ BOUNDARY MAP B-CZ/B-TZ

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EXPLANATION

	UPRR Property Boundary		MW-15B		B-TZ/B-CZ Boundary
	Road, Parking Lot, Sidewalk		MW-70B		B-TZ
	Fence		MW-11B		Alternate Groundwater Point of Exposure (POE)
	Railroad		MW-11B		Attenuation Monitoring Point (AMP)
	B Unit Monitoring Well Location				RCRA Unit No. 1 Point of Compliance (POC) Well
	B Unit Corrective Action System Wells (DNAPL Recovery)				Inferred Groundwater Flow Direction
	PCLE Zone				Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
	Proposed TI Zone				On-Site PMZ
	B-CZ/B-TZ PMZ Boundary				Off-Site PMZ
	Proposed Monitoring Well				Off-Site PMZ City of Houston ROW



Approx. Scale in Feet
 0 325 650

Notes:
 1. Vertical datum based on City of Houston Vertical Datum (HVD).
 2. DNAPL = Dense non-aqueous phase liquids detected in monitoring well (July 2014).
 3. ** - Corrective Action observation well.
 4. (B) - Background Well.

Source:
 Base map from ERM-Southwest, Inc APAR Addendum, Fig 3-1, dated June 2004.

EXPLANATION

- UPRR Property Boundary
- Road, Parking Lot, Sidewalk
- - - Fence
- - - Railroad
- ⊕ Monitoring Well Location
- ⊕ Corrective Action System Well (DNAPL Recovery)
- Soil Affected Property
- Groundwater PCLE Zones (A-TZ, B-CZ/B-TZ and C-TZ)
- Alternate Groundwater Point of Exposure (POE)
- ⊕ Attenuation Monitoring Point (AMP)
- ⊕ RCRA Unit No. 1 Point of Compliance (POC) Well
- Proposed Monitoring Well
- ▨ Railroad Ballast Cap Area
- ▨ Asphalt Cap Area
- ▨ Soil Cap
- ▨ Concrete Cap Area
- Proposed Cumulative PMZ (A-TZ, B-CZ/B-TZ, and C-TZ)
- On-Site PMZ
- Off-Site PMZ
- ▨ Off-Site PMZ City of Houston ROW

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HOUSTON WOOD PRESERVING WORKS
 CP Attachment A, Sheet 7 of 7

POST-RESPONSE ACTION CARE WELL LOCATION MAP

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Englewood Intermodal Yard

ON-SITE PMZ (WEST)

ON-SITE PMZ (MAIN)

OFF-SITE PMZ

HWPW