

RELEASE, SATISFACTION,  
CANCELLATION AND DISCHARGE

THIS INSTRUMENT OF RELEASE, SATISFACTION, CANCELLATION AND DISCHARGE, made as of the 27th day of October, 1989, by the UNITED STATES OF AMERICA represented by the SECRETARY OF TRANSPORTATION acting through the ADMINISTRATOR OF THE FEDERAL RAILROAD ADMINISTRATION (the "Mortgagee") under the Indenture of Mortgage and Security Agreement dated as of March 8, 1978 between Chicago and North Western Transportation Company, a Delaware corporation, and the United States of America represented by the Secretary of Transportation acting through the Administrator of the Federal Railroad Administration, as supplemented by Indenture of Mortgage and Security Agreement Supplement No. 1 dated as of December 19, 1983 (the "Mortgage and Security Agreement"),

W I T N E S S E T H:

WHEREAS, Chicago and North Western Transportation Company (the "Company") has paid all Secured Obligations (as defined in the Mortgage and Security Agreement) and all other sums payable under the Mortgage and Security Agreement by the Company and has well and truly kept and performed, according to the true intent and meaning of the Mortgage and Security Agreement, all covenants required in the Mortgage and Security Agreement to be kept and performed by the Company; and

WHEREAS, the Financing Agreement (as defined in the Mortgage and Security Agreement) has terminated;

NOW, THEREFORE, in accordance with the provisions of Article VII of the Mortgage and Security Agreement, and in consideration of the premises and of One Dollar (\$1.00), the receipt of which is hereby acknowledged, the Mortgagee does hereby release, cancel, discharge, and acknowledge the satisfaction of, the lien of the Mortgage and Security Agreement, and does hereby release, assign, remise and quitclaim to the Company, its successors and assigns, all property, rights and interest conveyed to the Mortgagee by the Mortgage and Security Agreement recorded in the recorder's offices in the counties and states referenced on Exhibit "A" which is attached hereto and hereby made a part hereof and does hereby acknowledge that its estate, right, title and interest in or to all property subject to the lien of the Mortgage and Security Agreement shall hereupon cease and determine and become void.

In order to facilitate the recording of this instrument, it may be simultaneously executed in any number of counterparts, each of which so executed shall be deemed to be an original.

IND.   
REC.   
PAGE

COMPUTER

Fee \$45.00

FILED NO. 858  
BOOK 155 PAGE 63


89 NOV -3 AM 10:50

MARY E. WELTY  
RECORDER  
MADISON COUNTY, IOWA

Compared

IN WITNESS WHEREOF, the UNITED STATES OF AMERICA represented by the SECRETARY OF TRANSPORTATION acting through the ADMINISTRATOR OF THE FEDERAL RAILROAD ADMINISTRATION, as Mortgagee, has caused this instrument to be signed on its behalf and acknowledged ~~and the seal of the Federal Railroad Administration to be affixed hereto by the Administrator of the Federal Railroad Administration,~~ all as of the date first above written. The FRA has no seal.

UNITED STATES OF AMERICA  
by the  
SECRETARY OF TRANSPORTATION  
acting through the  
ADMINISTRATOR OF THE  
FEDERAL RAILROAD ADMINISTRATION

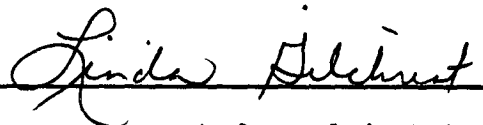
By:   
Susan M. Coughlin  
Name: FOR Gilbert Carmichael  
Title: Administrator

no

(Seal)

In the Presence of:

  
Name: Joseph Pomponio

  
Name: Linda Gilchrist

This instrument was prepared by and should be returned to:  
Mack H. Shumate, Jr., General Attorney, Chicago and North Western  
Transportation Company, 165 North Canal Street, Chicago, IL 60606

FOR THE PROTECTION OF THE OWNER, THIS RELEASE SHALL BE FILED WITH  
THE RECORDER OF DEEDS OR THE REGISTRAR OF TITLE IN WHOSE OFFICE  
THE MORTGAGE OR DEED OF TRUST WAS FILED.

DISTRICT OF )  
 ) SS  
COLUMBIA )

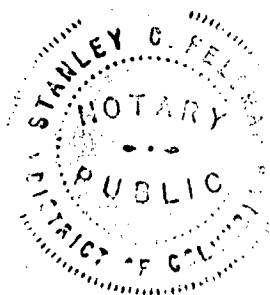
I, Stanley C. Feldman, a Notary Public in and for the District of Columbia, DO HEREBY CERTIFY that Susan M. Coughlin personally known to me to be the Acting Administrator of the Federal Railroad Administration, and personally known to me to be the same person whose name is subscribed to the foregoing instrument as such Acting Administrator, appeared before me this day in person, and, being by me duly sworn, said and acknowledged that she is the Acting Administrator of the Federal Railroad Administration, that she signed, ~~affixed thereto the seal,~~ and delivered said instrument as Acting Administrator of the Federal Railroad Administration, on behalf of the United States of America, pursuant to authority given by the Secretary of Transportation (49 CFR 1.49(t)) as her free and voluntary act, and as the free and voluntary act and deed of the Secretary of Transportation and the United States of America, for the uses and purposes therein set forth, ~~and that the seal affixed to said instrument is the seal of the Federal Railroad Administration.~~

GIVEN under my hand and notarial seal this 25th day of October, A.D. 1989.

*Stanley C. Feldman*  
Notary Public

My commission expires December 14, 1992.

(Notarial Seal)



10/19/84

PUBLIC RECORD  
OF  
INDENTURE OF MORTGAGE  
AND  
SECURITY AGREEMENT  
DATED AS OF MARCH 8, 1978  
BETWEEN  
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY  
AND  
UNITED STATES OF AMERICA  
AND  
INDENTURE OF MORTGAGE  
AND  
SECURITY AGREEMENT  
SUPPLEMENT NO. 1  
DATED AS OF DECEMBER 19, 1983

LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
<u>STATE OF IOWA</u>						
Sec. of State	Des Moines		7/10/78	G-419706	---	---
*Sec. of State	Des Moines		5/25/84	H-82278	---	---
Audubon	Audubon	-	7/12/78	78-999	(Microfilm)	---
*Audubon	Audubon	-				
Benton	Vinton	-	7/13/78	0104	100 (Also indexed as Chattel)	432
*Benton	Vinton	-	5/29/84	03196	116	148
Black Hawk	Waterloo	-	7/13/78	1067	471 (Land Mortgages)	153-194
*Black Hawk	Waterloo	-	5/29/84	14368	546	513-517
Boone	Boone	-	7/12/78	103	497	425-466
*Boone	Boone	-	5/29/84	3508	558	340-344
Bremer	Waverly	-	7/12/78	110	243	836-877
*Bremer	Waverly	-	5/29/84		1984 1422	
Buchanan	Independence	-	7/12/78	99	423	413-454
*Buchanan	Independence	-	5/29/84	2878	465	767-771
Buena Vista	Storm Lake	-	7/13/78	0129	128 (Land Mortgages)	617-658
*Buena Vista	Storm Lake	-	5/29/84	2712	134	800-804
Butler	Allison	-	7/12/78	3199	137	250-291
*Butler	Allison	-	5/29/84	2148	149	105-109
Calhoun	Rockwell City	-	7/12/78	78-64	(Microfilm)	---
*Calhoun	Rockwell City	-	5/29/84	84-825		
Carroll	Carroll	-	7/13/78	129	73	187
*Carroll	Carroll	-	5/29/84	3070	83	244
Cedar	Tipton	-	7/12/78	1515	Mortgage 122	703-744
*Cedar	Tipton	-	5/29/84	2467	133	497-501

LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
Cerro Gordo	Mason City	-	7/12/78	310	Mortgage 357	116-159
*Cerro Gordo	Mason City	-	5/29/84	7072	446	251-255
Chickasaw	New Hampton	-	7/12/78	63	107	334-375
*Chickasaw	New Hampton	-	5/29/84	02058	123	279-283
Clay	Spencer	-	7/12/78	113	100 Land Mortgages	364-405
*Clay	Spencer	-	5/29/84	3104	106	192-196
Clinton	Clinton	-	7/13/78	4361-78	(Microfilm)	---
*Clinton	Clinton	-	5/29/84	3066-84		
Crawford	Denison	-	7/12/78	78-2074	(Microfilm)	---
*Crawford	Denison	-	5/29/84	84-1306		
Dallas	Adel	-	7/12/78	3508	559	54
*Dallas	Adel	-	5/29/84	4462	608	355-359
Delaware	Manchester	-	7/12/78	114-102	82 (Indexed in Chattel Mortgage Index)	202
*Delaware	Manchester	-	5/29/84	184-2823	95	286
Dickinson	Spirit Lake	-	7/12/78	115	58 - Land Mortgages	273-355
*Dickinson	Spirit Lake	-	5/24/84			
Dubuque	Dubuque	-	7/12/78	6660-78	(Microfilm)	---
*Dubuque	Dubuque	-	5/29/84	3811-84		
Emmet	Estherville	-	7/12/78	0064 (Also Indexed Land Mortgage)	16 Misc. Rec.	65
*Emmet	Estherville	-	5/29/84		118	738
Fayette	West Union	-	7/12/78	2306	237 Mortgages	392-433
*Fayette	West Union	-	5/29/84	1426	281	339-343
Floyd	Charles City	-	7/12/78	117	113 Land Mortgages	---
*Floyd	Charles City	-	5/29/84	2213	125	178-182
Franklin	Hampton	-	7/12/78	58	129	232-273
*Franklin	Hampton	-	5/29/84	840952		
Greene	Jefferson	-	7/12/78	1486	130	904-945
*Greene	Jefferson	-	5/29/84	1093	135	579
Grundy	Grundy Center	-	7/12/78	1266	336	131-172
*Grundy	Grundy Center	-	5/29/84	828	372	35-39

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County	County Seat		Date	Doc. No.	Book	Page
Guthrie	Guthrie Center -					
*Guthrie	Guthrie Center -		5/29/84	2628	393	56-60
Hamilton	Webster City -		7/12/78	780093	156	761-802
*Hamilton	Webster City -		5/29/84	842689	166	628-632
Hancock	Garner -		7/12/78	92	67-Mortgages	44-85
*Hancock	Garner -		5/25/84	2012	72	345-
Hardin	Eldora -		7/12/78	112	532	266-307
*Hardin	Eldora -		5/25/84	3188	592	278-283
Harrison	Logan -		7/12/78	83	531	81
*Harrison	Logan -		5/29/84	2520	536	2409
Henry	Mt. Pleasant -		7/12/78	124	312A	353
*Henry	Mt. Pleasant -					
Howard	Cresco -		7/12/78	78	135	398 - 430
*Howard	Cresco -		5/29/84	2431	159	82 - 86
Humboldt	Dakota City -		7/13/78	74	91	563
*Humboldt	Dakota City -		5/29/84	2062	105	360 - 365
Ida	Ida Grove -		7/13/78	49	73-Mortgages	73
*Ida	Ida Grove -		5/29/84	1298	78	11
Jackson	Maquoketa -		7/12/78	84	137	458 - 499
*Jackson	Maquoketa -					
Jasper	Newton -		7/12/78	3711	704	172 - 213
*Jasper	Newton -		5/29/84	4814	859	165 - 170
Jefferson	Fairfield -		7/12/78	92	103	908
*Jefferson	Fairfield -					
Jones	Anamosa -		7/14/78	128	195	423
*Jones	Anamosa -		5/29/84	2425	214	117
Keokuk	Sigourney -		7/12/78	79	103	234 - 275
*Keokuk	Sigourney -					
Kossuth	Algona -		7/12/78	2130	184-Land Mortgages	176 - 217
*Kossuth	Algona -		5/29/84	1586	Z-3	289 - 293
Linn	Cedar Rapids -		7/12/78	933	1798	128 - 169
*Linn	Cedar Rapids -		5/29/84	21822	2111	167 - 171

LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
Louisa	Wapello	-	7/12/78	75	317	336 - 377
<del>Louisa</del>	<del>Wapello</del>	<del>-</del>				
Lucas	Chariton	-	5/25/84	1686	58	985
*Lucas	Chariton	-	5/25/84	1687	58	1026
Lyon	Rock Rapids	-	7/12/78	1190	406 - Mortgages	1
<del>Lyon</del>	<del>Rock Rapids</del>	<del>-</del>				
Madison	Winterset	-	7/12/78	105	129	632
*Madison	Winterset	-	5/29/84	2139	140	382
Mahaska	Oskaloosa	-	7/12/78	2593	211-Mortgage Recordings	1
*Mahaska	Oskaloosa	-	5/29/84	1503	252	49
Marion	Knoxville	-	5/25/84	3409	114	110
*Marion	Knoxville	-	5/25/84	3410	114	
Marshall	Marshalltown	-	7/12/78	165	Microfile	165-1975-9
*Marshall	Marshalltown	-	5/29/84		Microfile	5694-1983-4
Mitchell	Osage	-	7/12/78	80	79-Land Mortgages	32 - 73
*Mitchell	Osage	-	5/29/84	1653	86-Land Mortgages	117 - 121
Monona	Onawa	-	7/13/78	54	99	150
*Monona	Onawa	-	5/29/84	1846	105	62
Monroe	Albia	-	7/12/78	61	129	415 - 456
*Monroe	Albia	-	5/29/84	2001	138	303 - 307
O'Brien	Primghar	-	7/12/78	1519	112-Land Mortgages	387
*O'Brien	Primghar	-	5/29/84	2266	118-Land Mortgages	184 - 188
Osceola	Sibley	-	7/12/78	33	7	203 - 244
*Osceola	Sibley	-	5/24/84	1364	25	692 - 696
Palo Alto	Emmetsburg	-	7/12/78	1277	106	6
*Palo Alto	Emmetsburg	-	5/30/84	2073	121	288 - 292
Plymouth	LeMars	-	7/13/78	2105	File No. 1978	Card 2105
*Plymouth	LeMars	-	5/29/84	1378	File No. 1984	Card 1378
Pocahontas	Pocahontas	-	7/12/78	65	96	765
*Pocahontas	Pocahontas	-	5/29/84	1574	101	378 - 382
Polk	DesMoines	-	7/10/78	1210	4823	734 - 770
*Polk	DesMoines	-	5/09/84	48603	5349	555 - 558
Pottawattamie	Council Bluffs	-	7/12/78	321	79	497 - 538
*Pottawattamie	Council Bluffs	-	5/29/84	12352	84	22459 - 22462

LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
Poweshiek	Montezuma	-	7/12/78	1862	372	195
*Poweshiek	Montezuma	-	5/29/84	3941	417	465 - 472
Ringgold	Mount Ayr	-	7/13/78	1043	210	173
*Ringgold	Mount Ayr	-	5/29/84	853	225	33
Sac	Sac City	-	7/12/78	103	112	804 - 846
*Sac	Sac City	-	5/29/84	2159	126	415 - 419
Shelby	Harlan	-	7/12/78	1443	417	456
*Shelby	Harlan	-	5/29/84	1237	461	195
Sioux	Orange City	-	7/13/78	1978 - 2473	1978	2473
*Sioux	Orange City	-	5/29/84	1883	File No. 1984	Card No. 1863
Story	Nevada	-	7/12/78	285	141 Mortgage	173 - 314
*Story	Nevada	-	5/29/84	7824	239	254 - 258
Tama	Toledo	-	7/14/78	2029	368	174
*Tama	Toledo	-	5/29/84	1299	409	133
Taylor	Bedford	-	7/12/78	65	106-Corporations	38
*Taylor	Bedford	-	5/29/84	1719	106	747 - 751
Union	Creston	-	7/12/78	103	405	597
*Union	Creston	-	5/30/84	2035	428	211
Wapello	Ottumwa	-	7/12/78	239	168	337 - 378
*Wapello	Ottumwa	-	5/29/84	5401	191	627 - 631
Warren	Indianola	-	7/12/78	187	210	251 - 292
*Warren	Indianola	-	5/29/84	5259	251	88 - 92
Wayne	Corydon	-	5/29/84	769	93	497-537
*Wayne	Corydon	-	5/29/84	770	93	440
Washington	Washington	-	7/13/78	140	76 - Land Mortgages	371 - 412
*Washington	Washington	-				
Webster	Fort Dodge	-	7/12/78	4252	285	405 - 406
*Webster	Fort Dodge	-	5/29/84	5899	338	439 - 443
Winnebago	Forest City	-	7/13/78	84	187	168 - 209
*Winnebago	Forest City	-	5/25/84	2115	221	37 - 41
Woodbury	Sioux City	-	7/13/78	467	Roll 79	Image 2307
*Woodbury	Sioux City	-	5/29/84	14154	Roll 143	Image 2258
Worth	Northwood	-	7/12/78	32	92-Real Estate Mortgages	901 - 942
*Worth	Northwood	-	5/29/84	1262	98	441 - 445 of Real Estate Mortgages



LOCATION			RECORDATION			
County	County Seat		Date	Doc. No.	Book	Page
Wright	Clarion	-	7/13/78	78-1628	64	5 - 46
*Wright	Clarion	-	5/29/84	84-1096	154	401 - 405

\*Supplement No. 1 Recordation