Corrected

FILED NO. 1721
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1986 FEB 18 AM 11:11

MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA

Fee
$15.00

SATISFACTION AND RELEASE

THIS INSTRUMENT OF SATISFACTION AND RELEASE, made as of the 14th day of August, 1985, by MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation (formerly Guaranty Trust Company of New York), as Trustee (the "Trustee"), under the Indenture of Mortgage and Deed of Trust dated as of January 1, 1938, between Chicago and North Western Transportation Company, a Delaware corporation (the "Company") (successor to Chicago Great Western Railway Company), and the Trustee, as supplemented by a Supplemental Indenture of Mortgage and Deed of Trust dated as of January 1, 1938 among the Company, the Trustee and Commerce Bank of Kansas City (formerly Commerce Trust Company), and as further supplemented by indentures dated as of April 29, 1942, December 26, 1952, June 11, 1954, January 1, 1956, June 13, 1956, February 24, 1958, March 16, 1959, March 22, 1960, July 31, 1963, August 20, 1965, November 1, 1966, July 1, 1968 and June 1, 1972 (the "Mortgage"),

WITNESSETH:

WHEREAS, pursuant to Article Twelve, Section 2, clause (b) of the Mortgage the Company has deposited with the Trustee as trust funds subject to the Mortgage $3,557,400 which the Company has represented to the Trustee is an amount sufficient to pay at the maturity thereof the principal of all Bonds issued under the Mortgage (the "Bonds") now issued and outstanding, together with all interest payable thereon to such maturity; and

WHEREAS, the Company has represented to the Trustee that the Company has paid all other sums payable under the Mortgage by the Company and has well and truly kept and performed, according to the true intent and meaning of the Mortgage, all covenants required in the Mortgage to be kept and performed by the Company, and has made written demand that the Trustee execute and deliver this Satisfaction and Release.

NOW, THEREFORE, in accordance with the provisions of Article Twelve, Section 2 of the Mortgage, and in consideration of the premises and of One Dollar ($1.00), the receipt of which is hereby acknowledged, the Trustee does hereby (i) assign and transfer to the Company all property held by it under the Mortgage; (ii) acknowledge that all property, rights and interests conveyed, assigned or pledged by the Mortgage have reverted to the Company, its successors and assigns, and that the estate, right, title and interest of the Trustee under the Mortgage have ceased, determined and become void; and, (iii) authorize the Company and its agents to enter satisfaction of the Mortgage upon all records.

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.

IN WITNESS WHEREOF, MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Trustee, has caused this instrument to be signed and acknowledged on its behalf by a duly authorized Vice President and its corporate seal to be hereunto affixed and attested by one of its Assistant Secretaries, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Trustee

By _____
Vice President

(Corporate Seal)

ATTEST:

_____
Assistant Secretary

Witnesses to the signatures of the officers of Morgan Guaranty Trust Company of New York

_____

_____

L40-5

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, William P. Mifsud, Jr., a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that P. J. Crooks, personally known to me to be a Vice President of Morgan Guaranty Trust Company of New York, a New York corporation, and Steven G. Birke, personally known to me to be an Assistant Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument as such Vice President and Assistant Secretary, appeared before me this day in person, and, being by me duly sworn, severally said and acknowledged that they are a Vice President and an Assistant Secretary, respectively, of said corporation, that they signed and delivered said instrument as Vice President and Assistant Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the By-laws of said corporation, as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth, and that the seal affixed to said instrument is the corporate seal of said corporation.

Given under my hand and notarial seal this 1st day of August, A.D. 1985.

Notary Public

WILLIAM P. MIFSUD, JR.
Notary Public, State of New York
No. 4785483
Qualified in Kings County
My Commission expires March 30, 1987.

[Notarial Seal]