Compared

STATE OF IOWA, MADISON COUNTY, ss.

Inst. No. 1035 Filed for Record this 3 day of February 1982 at 4:00 P.M.

Book 135 Page 412 Recording Fee 12.00 Mary E. Welty, Recorder, By _____ Deputy

M Welty

IND. ✓
REC. ✓
PAGE ✓

CANCELLATION AND DISCHARGE

THIS INSTRUMENT OF CANCELLATION, DISCHARGE, SATISFACTION AND RELEASE, made as of the 13th day of November, 1981, by THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (the "Trustee") under the Indenture of Mortgage and Deed of Trust dated as of January 1, 1938 between Chicago Great Western Railway Company, an Illinois corporation (predecessor, but not the immediate predecessor, of Chicago and North Western Transportation Company), and The First National Bank of Chicago, as supplemented by a Supplemental Indenture of Mortgage and Deed of Trust dated as of January 1, 1938 between said Chicago Great Western Railway Company, The First National Bank of Chicago and Missouri Valley Trust Company, and as further supplemented by indentures dated as of May 11, 1942, December 26, 1952, June 11, 1954, January 1, 1956, June 13, 1956, December 17, 1957, 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 Thirteen, Section 2, clause (b) of the Mortgage the Chicago and North Western Transportation Company (the "Company") has deposited with the Trustee as trust funds an amount sufficient to redeem all Bonds issued under the Mortgage (the "Bonds") now issued and outstanding, together with all interest payable thereon upon such redemption, and has made arrangements satisfactory to the Trustee for the giving of notice of redemption of all outstanding Bonds as provided in Article Four of the Mortgage; and

WHEREAS, 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;

NOW, THEREFORE, in accordance with the provisions of Article Thirteen, 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 release, cancel, discharge, and acknowledge the satisfaction of, the lien of the Mortgage, and does hereby release, assign, remise and quitclaim to the Company, its successors and assigns, all property, rights and interests conveyed to the Trustee by the Mortgage and does hereby acknowledge that its estate, right, title and interest in or to all property subject to the lien of the Mortgage 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.

IN WITNESS WHEREOF, THE FIRST NATIONAL BANK OF CHICAGO, 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.

THE FIRST NATIONAL BANK OF CHICAGO

By /s/ A. R. Menard
A.R. Menard
Vice President

(Corporate Seal)

ATTEST:

/s/ G. Snieski
G. Snieski
Assistant Secretary

Witnesses to the signatures of the officers of The First National Bank of Chicago

/s/ C. E. Stark

/s/ R. L. Hartwig

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, C. Baughman, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that A.R. MENARD, personally known to me to be a Vice President of The First National Bank of Chicago, a national banking association, and G. Snieski, personally known to me to be an Assistant Secretary of said association, 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 association, that they signed and delivered said instrument as Vice President and Assistant Secretary of said association, and caused the corporate seal of said association to be affixed thereto, pursuant to authority given by the By-laws of said association, as their free and voluntary act, and as the free and voluntary act and deed of said association, for the uses and purposes therein set forth, and that the seal affixed to said instrument is the corporate seal of said assocation.

Given under my hand and notarial seal this 5th day of November, A.D. 1981.

/s/ C. Baughman
C. Baughman
Notary Public

My commission expires March 16, 1985.

[NOTARIAL SEAL]

CERTIFICATION

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, Katie Shinstine Holschuh, do hereby certify that I am the duly elected, qualified and acting Polk County Recorder and that the instrument to which this Certification is attached is a true, perfect and complete copy of an instrument which was filed of record in my office on January 28, 1982, in Book 5149 at Page 358-360.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of my office in Des Moines, Iowa, this 29th day of January, 1982.

(SEAL)

Katie Shinstine Holschuh
Polk County Recorder

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, Clark R. Rasmussen, do hereby certify that I am the duly elected, qualified and acting Clerk of the Polk County District Court, that Katie Shinstine Holschuh, whose genuine signature appears on the foregoing certification, was, at the time of signing the same the duly elected, qualified and acting Polk County Recorder, and that full faith and credit should be given to her official act.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Court in Des Moines, Iowa, this 29th day of January, 1982.

(SEAL)

Clark R. Rasmussen
Clerk of Polk County District Court