COMPARED

FILED NO. 1542
BOOK 29 PAGE 104
1970 DEC 17 AM 10: 03
MARY E. WELTY 2pgs.
RECORDER
MADISON COUNTY, IOWA
Fee #2.50

AFFIDAVIT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

O. C. THOMPSON, having been duly sworn, deposes and states that:

I am Manager-Real Estate of and for CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, a Delaware corporation, Mortgagor under an indenture dated as of January 1, 1950, wherein THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, having its office in the City of Chicago, Illinois, and JOSEPH C. WILLIAMS of the City of Kansas City, Missouri, are Trustees.

In order to enable said Mortgagor to convey lands no longer necessary to it in the conduct of its business free and clear of the Mortgage without obtaining a formal written release when the consideration received therefor does not exceed TEN THOUSAND AND 00/100 ($10,000.00) DOLLARS, the Mortgage provides in Article IX, Section 2(b), as follows:

"SECTION 2. Except as hereinafter specifically provided in this Section 2, the Company while remaining in possession of the mortgaged property may, without obtaining a release from, action by, or giving notice to the Trustees, and without other action or proceeding on the part of the Company hereunder:

* * * * * * * * *

"(b) In the ordinary course of its business, sell, exchange or otherwise dispose of, free from the lien of the Mortgage, any buildings, bridges, structures, industrial tracks, side tracks or yard tracks which it has been desirable in the conduct of its business to retire from use, and any land constituting abandoned right of way or station grounds, or industrial sites or other land (with or without improvements thereon) which is no longer useful to the Company, if the consideration received on any such sale or other disposition does not exceed $10,000; provided that if the Company shall receive any cash or other consideration (other than property, which may but need not have a similar substitutional use, and which shall become subject to the lien of the Mortgage) on any such sale or other disposition, it shall from time to time, but at intervals of not more than 6 months, deposit with the Corporate Trustee, or with the trustee or mortgagee of any Prior Lien or Permitted Encumbrance as permitted

by the provisions of Section 4 of this Article IX, an amount in cash equal to the cash so received and the fair value to the Company of such other consideration;"

By quitclaim deed dated the 9th day of December, 1970, CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY conveyed unto CITY OF WINTERSET, IOWA - - - - - - - - - - - - - certain land situated in Winterset, Madison County, Iowa - , which land had been determined by said Company to be no longer necessary to it in the conduct of its business. And the consideration received by the Company for the land being less than TEN THOUSAND AND 00/100 ($10,000.00) DOLLARS, said land was by virtue of the above quoted provision conveyed free and clear of said Mortgage. Further affiant saith not.

Dated at Chicago, Illinois, this 9th day of December, 1970.

O. C. Thompson
Manager-Real Estate for
Chicago, Rock Island and Pacific
Railroad Company

Subscribed and sworn to before me and in my presence by the said O. C. THOMPSON this 9th day of December, 1970.

Audrey E. Wians
Notary Public in and for Cook County,
Illinois
Audrey E. Wians

My Commission Expires:

December 1, 1973

AUDREY E. WIANS NOTARY PUBLIC COOK COUNTY