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BOOK 949 PAGE 90

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THIRD AMENDMENT TO MORTGAGE,
ASSIGNMENT, SECURITY AGREEMENT AND
FINANCING STATEMENT

Dec 31 10 16 AM '90
GEORGE J. B. SLOVICZ
REGISTER OF DEEDS
DOUGLAS COUNTY, NE

This Third Amendment to Mortgage, Assignment, Security Agreement and Financing Statement (this "Third Amendment"), dated as of December 21, 1990, by and between CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Mortgagor"), a corporation organized and existing under the laws of the State of Delaware, and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter, in its capacity as mortgagee, together with its successors and assigns, called "Mortgagee"), a corporation organized and existing under the laws of the State of New York.

W I T N E S S E T H:

WHEREAS, in order to provide for and to secure the obligations evidenced by certain notes (the "Notes"), in the original aggregate principal amount of \$75,000,000, issued pursuant to a certain Note and Warrant Purchase Agreement (the "Purchase Agreement"), dated as of December 23, 1985, between Mortgagor and General Electric Capital Corporation, formerly known as General Electric Credit Corporation (hereinafter, other than in its capacity as mortgagee, together with its successors and assigns, called "GECC"), and all other obligations of Mortgagor, to GECC and otherwise, under the Purchase Agreement and under the Mortgage, Assignment, Security Agreement and Financing Statement (the "Mortgage"), dated as of December 23, 1985 and filed or recorded in the public offices on the dates and as the document numbers or at the books and pages set forth in Schedule I attached hereto and made a part hereof, Mortgagor executed and delivered to Mortgagee the Mortgage, covering the Collateral (as defined in the Mortgage), including, without limitation, any and all property and rights of Mortgagor, of every kind and description, including the lines of railroad and the other properties and rights described in Annex I and Annex II attached hereto and made a part hereof; and

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WHEREAS, Mortgagor and GECC entered into a certain Amended and Restated Note and Warrant Purchase Agreement (the "Original Note Agreement"), dated as of December 31, 1987, pursuant to which (a) the Notes and certain demand notes issued by Mortgagor to GECC were consolidated into one series of master notes (the "Original Master Notes"), in the aggregate principal amount of \$84,600,000, (b) a revolving credit note (the "Original Revolving Credit Note") was issued by Mortgagor to GECC in the

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OB misc COMP MN F/S 01-600000

principal amount of \$2,000,000 and (c) it was agreed that Mortgagor, from time to time, may borrow from GECC an amount which in the aggregate equals the Excess Master Note Interest (as defined in the Original Note Agreement); and

WHEREAS, in order to secure the payment and performance of all obligations arising out of the Original Note Agreement, the Mortgage was amended by that certain First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement (the "First Amendment"), dated as of December 31, 1987 and filed or recorded in the public offices on the dates and as the document numbers or at the books and pages set forth in Schedule II attached hereto and made a part hereof, which First Amendment increased the maximum amount of indebtedness secured by the Mortgage from \$100,000,000 to \$125,000,000; and

WHEREAS, Mortgagor and GECC entered into a certain Amended and Restated Note and Stock Purchase Agreement (the "Agreement"), dated as of December 20, 1988, pursuant to which (a) the Original Master Notes were consolidated into a new series of master notes (the "Restated Master Notes"), in the aggregate principal amount of Fifty Million Dollars (\$50,000,000), (b) a new revolving credit note (the "Revolving Credit Note") was issued by Mortgagor to GECC, in the principal amount of Two Million Dollars (\$2,000,000), in satisfaction of the Original Revolving Credit Note, (c) it was agreed that Mortgagor, from time to time, would be allowed to borrow from GECC an amount (the "Master Note Interest Advances") which in the aggregate equalled the Excess Master Note Interest (as defined in the Agreement) but did not exceed Five Million Dollars (\$5,000,000) and (d) Mortgagor issued to GECC (i) 1,000 shares of Mortgagor's Series A Preferred Stock (as defined in the Agreement) in consideration for the cancellation of \$10,000,000 of existing Indebtedness (as defined in the Agreement) and (ii) 1500 shares of Mortgagor's Common Stock (as defined in the Agreement), in consideration for the cancellation of \$17,400,000 of existing Indebtedness; and

WHEREAS, in order to secure the payment and performance of all obligations arising out of or pursuant to the Agreement, the Restated Master Notes, the Revolving Credit Note and the Master Note Interest Advances the Mortgage was further amended by that certain Second Amendment to Mortgage, Assignment, Security Agreement and Financing Statement (the "Second Amendment"), dated as of December 22, 1988 and filed or recorded in the public offices on the dates and at the document numbers or at the books and page set forth in Schedule III attached hereto and made a part hereof; and

WHEREAS, on December 30, 1989, Mortgagor and GECC agreed that the principal amount of the Restated Master Notes would be reduced to \$31,109,000 and that interest on such notes would accrue, from that date, at the rate of 12% per annum, with principal and interest payable monthly beginning July 1, 1991. Mortgagor and GECC further agreed that amortization with respect to such Restated Master Notes would be on a mortgage basis with a final maturity at June 1, 2006; and

WHEREAS, on January 2, 1990, GECC agreed to make an additional loan of \$7,000,000 to Mortgagor with terms and conditions substantially similar to the Restated Master Notes, and that interest on such Note would accrue, from that date, at the rate of 12% per annum, with principal and interest payable monthly beginning July 1, 1991 (the "\$7,000,000 Loan"). Mortgagor and GECC further agreed that amortization with respect to such Note would be on a mortgage basis with a final maturity at June 1, 2006; and

WHEREAS, in an effort to more fully document and effect the agreements set forth above, Mortgagor and GECC have entered into an Amended and Restated Note and Stock Purchase Agreement (the "Amended and Restated Agreement"), dated as of December 20, 1990, pursuant to which the Restated Master Notes (as reduced), the \$7,000,000 Loan, the Original Revolving Credit Note, the Sale Leaseback Agreement, the Mortgagor's Common Stock and the GECC Series A Preferred Stock (as defined in the Amended and Restated Agreement) held by GECC shall be canceled in exchange for which the Mortgagor will (i) issue to GECC a Master Notes (as defined in the Amended and Restated Agreement); and (ii) issue to GECC 1,000 shares of its Series B Preferred Stock (as defined in the Amended and Restated Agreement);

NOW, THEREFORE, to provide for and to secure the obligations evidenced by the Master Notes to provide for and to secure the payment of the Notes and all other obligations arising out of the Amended and Restated Agreement, to induce GECC to enter into the Amended and Restated Agreement, and for and in consideration of the mutual agreements between the parties and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby amend the Mortgage as follows:

1. "Purchase Agreement", as defined in the Mortgage, shall be deemed to mean the Amended and Restated Agreement.

2. "Amended Purchase Agreement", as defined in the Mortgage, shall be deemed to mean the Amended and Restated Agreement.

3. "Notes", as defined in the Mortgage, shall be deemed to mean the Master Notes (as defined in the Amended and Restated Agreement).

4. The terms "Master Notes", as defined in the Mortgage, shall have the meaning set forth for such term in the Amended and Restated Agreement.

5. "Obligations", as defined in the Mortgage, shall be deemed to mean all obligations of Mortgagor arising out of the Mortgage and the Amended and Restated Agreement, including, without limitation, the obligations to pay the Master Notes (as such term is defined in the Amended and Restated Agreement), and any extensions, modifications, amendments, substitutions or renewals thereof, and the performance of all covenants and conditions on the part of Mortgagor to be performed pursuant to the Mortgage and the Amended and Restated Agreement, and any amendments thereto or modifications thereof.

6. Except as otherwise specifically modified or amended by the terms hereof, the Mortgage remains unchanged and unmodified and shall continue in full force and effect.

7. This Third Amendment may be executed in more than one counterpart. Each such executed counterpart shall be deemed an original hereof and all such executed counterparts together shall constitute one and the same instrument, which instrument shall for all purposes sufficiently be evidenced by such executed counterparts.

IN WITNESS WHEREOF, Mortgagor has caused this Third Amendment to be signed in its corporate name by its President or a Vice President, and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary or an Assistant Secretary; and Mortgagee has caused this Third

Amendment to be signed by its duly authorized officer or agent, all as of the date first above written. Mortgagor hereby declares and acknowledges that it has received, without charge, a true copy of this Third Amendment.

MORTGAGOR

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY


ATTEST:

Name:
Title: Secretary

by _____
Name: Donald R. Wood, Jr.
Title: Chairman and Chief
Executive Officer

MORTGAGEE

GENERAL ELECTRIC CAPITAL
CORPORATION

by 
Name: John L. Sullivan
Title: Manager - Operations

The name and address of Mortgagor is:

CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY
1006 East 4th Street
Waterloo, Iowa 50704
Attention: Vice President of Finance

The name and address of Mortgagee is:

GENERAL ELECTRIC CAPITAL CORPORATION
1600 Summer Street
Stamford, Connecticut 06905
Attention: Manager -- Operations,
Transportation and Industrial
Financing Division

This instrument was prepared by and should be returned to:

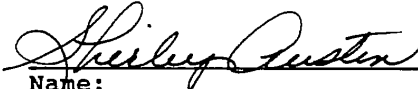
WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, New York 10153
Attention: Managing Partner
Real Estate Department (JRE)

Amendment to be signed by its duly authorized officer or agent, all as of the date first above written. Mortgagor hereby declares and acknowledges that it has received, without charge, a true copy of this Third Amendment.


MORTGAGOR

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

ATTEST:



Name:
Title: Secretary

by 
Name: Donald R. Wood, Jr.
Title: Chairman and Chief
Executive Officer

MORTGAGEE

GENERAL ELECTRIC CAPITAL
CORPORATION

by _____
Name: John L. Sullivan
Title: Manager - Operations

The name and address of Mortgagor is:

CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY
1006 East 4th Street
Waterloo, Iowa 50704
Attention: Vice President of Finance

The name and address of Mortgagee is:

GENERAL ELECTRIC CAPITAL CORPORATION
1600 Summer Street
Stamford, Connecticut 06905
Attention: Manager -- Operations,
Transportation and Industrial
Financing Division

This instrument was prepared by and should be returned to:

WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, New York 10153
Attention: Managing Partner
Real Estate Department (JRE)

ACKNOWLEDGMENTS

STATE OF IOWA)
) SS
COUNTY OF BLACKHAWK)

On this 20th day of December, 1990, before me, a Notary Public in the state of Iowa, personally appeared Donald R. Wood, Jr., to me personally known, who being by me duly sworn did say that he is President of said corporation, Chicago, Central & Pacific Railroad Company, that the seal affixed to said instrument is the seal of said corporation and that said instrument was signed and sealed on behalf of the said corporation by authority of its board of directors and the said Secretary acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.



Karen K. Schumaker
Notary Public
My Commission Expires: 9-26-93

SCHEDULE I

<u>PUBLIC OFFICE</u>	<u>DATE OF FILING OR RECORDING *</u>	<u>DOCUMENT NUMBER OR BOOK AND PAGE</u>
1. <u>Illinois Counties</u>		
Cook	12/27/85	85341275
Boone	12/27/85	853949
DeKalb	12/27/85	85-07697
Stephenson	12/24/85	96-4892
Jo Daviess	12/24/85	178417
DuPage	12/27/85	R85-113553
Kane	12/27/85	1752215
Winnabago	12/27/85	85320047
2. <u>Iowa Counties</u>		
Black Hawk		Book 482 Page 737
Buena Vista		Book 136 Page 719
Buchanan		Book 479 Page 735
Butler		Book 152 Page 410
Calhoun		Inst. No. 85-1952
Cherokee		Inst. No. 85-2115
Crawford		Inst. No. 85-3661
Delaware		Book 99 Page 128
Dubuque		Inst. No. 10225-85
Franklin		Inst. No. 85-2445
Hamilton		Book 169 Page 600
Hardin		Inst. No. 1985-4260
Harrison		Book 538 Page 1301
Linn		Inst. No. 13353
Plymouth		Inst. No. 1985-3444
Pechantas		Book 102 Page 640
Pottawattamie		Inst. No. 86-12816
Sac		Book 129 Page 361
Webster		Book 355 Page 1
Woodbury		Roll 165 Image 856
3. Iowa Secretary of State	12/23/85	H382016
4. <u>Nebraska Counties</u>		
Douglas		Book 2872 Page 1

* For Iowa and Nebraska, dates are approximately December 27, 1985.
(1076/N)

SCHEDULE IIFirst Amendment Recording Information

<u>PUBLIC OFFICE</u>	<u>DATE OF FILING OR RECORDING</u>	<u>DOCUMENT NUMBER OR BOOK AND PAGE</u>
1. <u>Illinois Counties</u>		
Cook	2/25/88	Doc. No. 88081463
Boone	2/26/88	Doc. No. 88-551
DeKalb	2/26/88	Doc. No. 88001150
Stephenson	2/26/88	Doc. No. 97-9405
Jo Daviess	2/26/88	Doc. No. 190280
DuPage	2/26/88	Doc. No. R88-19552
Kane	2/26/88	Doc. No. 1895528
Winnebago	2/26/88	Doc. No. 1785641 Microfilm 88 Cartridge 05 Image 1574
2. <u>Iowa Counties</u>		
Black Hawk	2/25/88	Book 486 Page 211
Buena Vista	2/25/88	Book 139 Pages 438-478
Buchanan	2/25/88	Book 498 Page 387
Butler	2/25/88	Book 158 Pages 273-317
Calhoun	2/25/88	Doc. No. 88-0254
Cherokee	2/25/88	Inst. No. 880325
Crawford	2/25/88	Inst. No. 88-383
Delaware	2/25/88	Book 105 Page 61
Dubuque	2/25/88	Inst. No. 1310-88
Franklin	2/25/88	Inst. No. 880246
Hamilton	2/25/88	Book 1988 Page 831
Hardin	2/25/88	Year 1988 No. 605
Harrison	2/25/88	Book 540 Page 1650
Linn	2/25/88	Vol. 2283 Page 06
Plymouth	2/25/88	File 1988 Card 476
Pocahontas	2/25/88	Mortgage Book 104 Page 574
Pottawattamie	2/24/88	Inst. No. 88-17771
Sac	2/25/88	Book 133 Page 738
Webster	2/25/88	Book 381 Page 511
Woodbury	2/25/88	Roll 198 Image 711 Docket 11092
3. <u>Nebraska Counties</u>		
Douglas	2/24/88	Book 840 Page 166
RE/47660.229/1-3		

SCHEDULE IIISecond Amendment Recording Information

<u>Public Office</u>	<u>Date of Filing or Recording</u>	<u>Document Number or Book and Page</u>
1. <u>Illinois Counties</u>		
Boone	1-3-89	Doc. No. 89-1
Cook	1-4-89	Doc. No. 89002639
DeKalb	1-5-89	Doc. No. 1989-000104
DuPage	1-5-89	R89-001322
Jo Daviess	1-4-89	Inst. No. 195550
Kane	1-3-89	Inst. No. 1951041
Stephenson	1-3-89	Book P-304 Page 1395-1475
Winnebago	1-3-89	Inst. No. 89-01-0134
2. <u>Nebraska Counties</u>		
Douglas	12-29-88	Book 873 Page 172
3. <u>Iowa Counties</u>		
Black Hawk	1-27-89	Inst No. 9711 Book 487 Page 816
Buena Vista	1-3-89	Book 140 page 575-629
Buchanan	1-3-89	Book 508 Page 445
Butler	1-3-89	Book 160 Page 318-377
Calhoun	1-9-89	Doc. No. 89-0036
Cherokee	1-4-89	Inst. No. 89-0020
Crawford	1-3-89	Inst. No. 89-0012

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<u>Public Office</u>	<u>Date of Filing or Recording</u>	<u>Document Number or Book and Page</u>
Delaware	1-3-89	Book 107 Page 103
Dubuque	1-4-89	Book 104 Page 89
Franklin	1-3-89	Inst. No. 890009
Hamilton	1-3-89	Inst. No. 890001 Book 1989 Page 1
Hardin	1-3-89	Year 1989 No. 0003
Harrison	1-4-89	Book 541 page 1444
Linn	1-4-89	Liber 2331 Page 01
Plymouth	1-3-89	File No. 1989 Card 8
Pocahontas	1-3-89	Book 105 page 532
Pottawattamie	12-29-88	Book 89 Page 13317
Sac	1-3-89	Book 135 page 487
Webster	1-3-89	Book 392 page 81
Woodbury	1-3-89	Roll 210 page 1271

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of COOK COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the West 800' NW/4 Section 34, T. 39 N., R. 13 E., at or near Railroad Mile Post W-8.43 (Chicago, Illinois), and run northwesterly on, over and across said NW/4 Section 34 and N/2 Section 33, N/2 Section 32, SW/4 Section 29 and S/2 Section 30, said T. 39 N., R. 13 E; and SE/4 and N/2 Section 25, NE/4 Section 26, S/2 Section 23, E/2 and W/2 Section 22, N/2 Section 21, SW/4 Section 16, S/2 and NW/4 Section 17 and N/2 Section 18, T. 39 N., R. 12 E; to the West line NW/4 said Section 18, T. 39 N., R. 12 E., at approximate Mile Post W-18.25, being the common "Cook County - DuPage County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operation at Cicero, Berwyn, North Riverside, Broadview, Westchester and Hillside, Illinois.

ALSO INCLUDING, all easement rights and any remaining property interest on Railroad's former Harlem Branch ("HC" line) extending northerly from the above described main line operation in the vicinity of Mile Post W-12.1, across N/2 Section 25, S/2 and NE/4 Section 24 and SE/4 Section 13, T. 39 N., R. 12 E.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of DU PAGE COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the east line NE/4 Section 13, T. 39 N., R. 11 E., at approximate Railroad Mile Post W-18.25, being the common "Du Page County - Cook County" county line, and run northwesterly on, over and across said NE/4 Section 13, T. 39 N., R. 11 E., and S/2 Section 12, SE/4 and N/2 Section 11, SW/4 Section 2, SE/4 and N/2 Section 3 and N/2 Section 4, said T. 39 N., R. 11 E; S/2 Section 33, S/2 and NW/4 Section 32 and N/2 Section 31, T. 40 N., R. 11 E; NE/4 Section 36, S/2 Section 25, S/2 and NW/4 Section 26, N/2 Section 27, NE/4 Section 28, S/2 Section 21, S/2 and N/2 Section 20, N/2 Section 19 and SW/4 Section 18, T. 40 N., R. 10 E., and S/2 Section 18, SE/4 and N/2 Section 14, NE/4 Section 15, S/2 Section 10, S/2 Section 9, SE/4 and N/2 Section 8, N/2 Section 7 and SW/4 Section 6, T. 40 N., R. 9 E; to West line said Section 6, T. 40 N., R. 9 E., at approximate Mile Post W-37.28; being common "Du Page County - Kane County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Elmhurst, Addison, Glendale Heights and Cloverdale (Carol Stream), Illinois.

ALSO INCLUDING, all easement rights and any remaining property interest on Railroad's Addison Branch extending northerly from the above described main line operation in the vicinity of Mile Post W-22.35; on Railroad's Lombard Industrial Park lead lying southerly of said main line operation in the vicinity of Mile Post W-23.8; on Railroad's Du Page Industrial Park lead lying northerly of said main line operation in the vicinity of Mile Post W-24.5; and, on Railroad's Carol Stream Industrial Park lead lying southerly of said main line operation in the vicinity of Mile Post W-29.4.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of KANE COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line SE/4 Section 1, T. 40 N., R. 8 E., at approximate Railroad Mile Post W-37.28, being the common "Kane County - Du Page County" county line, and run northwesterly on, over and across the S/2 said Section 1, T. 40 N., R. 8 E., and S/2 and N/2 Section 2, N/2 Section 3 and N/2 Section 4, said T. 40 N., R. 8 E; SW/4 Section 33, SE/4 and N/2 Section 32, NE/4 Section 31 and S/2 Section 30, T. 41 N., R. 8 E; SE/4 and N/2 Section 25, NE/4 Section 26, S/2 Section 23, SE/4 and N/2 Section 22,

SW/4 Section 15, S/2 and NW/4 Section 16, N/2 Section 17, SW/4 Section 8 and S/2 Section 7, T. 41 N., R. 7 E; and, S/2 and NW/4 Section 12, SE/4 and N/2 Section 11, N/2 Section 10, N/2 Section 9, N/2 Section 8, NE/4 Section 7 and S/2 Section 6, T. 41 N., R. 6 E; to West line SW/4 said Section 6, T. 41 N., R. 6 E; at approximate Mile Post W-58.1, being the common "Kane County - De Kalb County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at South Elgin, Bowes, Plato Center and Burlington, Illinois.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of DE KALB COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line SE/4 Section 1, T. 41 N., R. 5 E., at approximate Railroad Mile Post W-58.1, being the common "De Kalb County - Kane County" county line, and run northwesterly on, over and across S/2 said Section 1, T. 41 N., R. 5 E., and SE/4 and N/2 Section 2, and NE/4 Section 3, said T. 41 N., R. 5 E; SW/4 Section 34, S/2 and NW/4 Section 33, NE/4 Section 32, S/2 Section 29, SE/4 and N/2 Section 30 and SW/4 Section 19, T. 42 N., R. 5 E; SE/4 and N/2 Section 24, SW/4 Section 13, SE/4 and N/2 Section 14, SW/4 Section 11, S/2 and NW/4 Section 10, N/2 Section 9, NE/4 Section 8, S/2 Section 5 and SE/4 and N/2 Section 6, T. 42 N., R. 4 E; and N/2 Section 1, T. 42 N., R. 3 E; to North line NW/4 said Section 1, T. 42 N., R. 3 E; at approximate Mile Post W-70.2, being the common "De Kalb County - Bone County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Charter Grove, Genoa and Colvin Park, Illinois.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of BOONE COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the South line SW/4 Section 36, T. 43 N., R. 3 E., at approximate Railroad Mile Post W-70.2, being the common "Boone County - De Kalb County" county line, and run northwesterly on, over and across said SW/4 Section 36, T. 43 N., R. 3 E., and S/2 Section 35, NE/4 and N/2 Section 34, NE/4 Section 33, S/2 Section 28, SE/4 and N/2 Section 29, NE/4 Section 30, S/2 and NW/4 Section 19 and SW/4 Section 18, said T. 43 N., R. 3 E; to the West line said SW/4 Section 18, T. 43 N., R. 3 E., at approximate Mile Post W-76.44, being the common "Boone County - Winnebago County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Irene, Illinois.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general westerly direction on, over and across a portion of WINNEBAGO COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 13, T. 43 N., R. 2 E., at approximate Railroad Mile Post W-76.44, being the common "Winnebago County - Boone County" county line, and run westerly on, over and across the E/2 and NW/4 said Section 13, T. 43 N., R. 2 E., and SW/4 Section 12, S/2 and NW/4 Section 11, NE/4 Section 10, and Section 3, S/2 Section 4, SE/4 and N/2 Section 5 and N/2 Section 6, said T. 43 N., R. 2 E; SW/4 Section 31, T. 44 N., R. 2 E; NW/4 Section 1, T. 43 N., R. 1 E; N/2 and S/2 Section 36, S/2 Section 25, SE/4 and W/2 Section 26, N/2 and S/2 Section 35, SE/4 Section 34, E/2 Section 27, S/2 Section 22, SE/4 Section 21, N/2 Section 28, NE/4 and S/2 Section 29 and S/2 Section 30, T. 44 N., R. 1 E; N/2 Section 13, N/2 and SW/4 Section 14, S/2 Section 15, SE/4 Section 16, NE/4 Section 21, N/2 Section 20 and NE/4 and S/2 Section 19, T. 26 N., R. 11 E; and S/2 Section 24, S/2 Section 23, S/2 Section 22, S/2 Section 21, S/2 and NW/4 Section 20 and N/2 Section 19, T. 26 N., R. 10 E; to West line NW/4 said

Section 19, T. 26 N., R. 10 E., at approximate Mile Post W-102.31, being the common "Winnebago County - Stephenson County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Perryville, Rockford, Alworth and Seward, Illinois.

Also including, at Rockford, any and all interest in Grantor's remaining Buckbee Belt, Union Spur, East Belt, South Belt, West Belt and Quaker Oats lead right-of-way and properties situated South of Grantor's aforesaid main line operations between Mile Post W-83 and Mile Post W-86; and Grantor's remaining Angle Work track right-of-way and properties situated North of Grantor's aforesaid main line operations in the vicinity of Mile Post W-85.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general northwesterly direction on, over and across a portion of STEPHENSON COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 24, T. 26 N., R. 9 E., at approximate Railroad Mile Post W-102.31, being the common "Stephenson County - Winnebago County" county line, and run northwesterly on over and across the N/2 said Section 24, T. 26 N., R. 9 E., and NE/4 Section 23 S/2 Section 14, S/2 Section 15, S/2 and N/2 Section 16, N/2 Section 17, NE/4 Section 18 and S/2 Section 7, said T. 26 N., R. 9 E.; S/2 Section 12, SE/4 and N/2 Section 11, N/2 Section 10, SW/4 Section 3 and SE/4 and N/2 Section 4, T. 26 N., R. 8 E.; SW/4 Section 33, S/2 and NW/4 Section 32, NE/4 Section 31 and S/2 Section 30, T. 27 N., R. 8 E.; S/2 and NW/4 Section 25, N/2 Section 26, SW/4 Section 23, S/2 Section 22, S/2 and NW/4 Section 21, N/2 Section 20, NE/4 Section 19 and S/2 Section 18, T. 27 N., R. 7 E.; S/2 and NW/4 Section 13, E/2 and NW/4 Section 14, W/2 Section 11, NE/4 Section 10, S/2 and NW/4 Section 3 and NE/4 Section 4, T. 27 N., R. 6 E.; S/2 and NW/4 Section 33, NE/4 Section 32, S/2 and NW/4 Section 29, N/2 Section 30 and SW/4 Section 19, T. 28 N., R. 6 E.; and SE/4 and N/2 Section 24, SW/4 Section 13, SE/4 and N/2 Section 14, SW/4 Section 11 and S/2 and N/2 Section 10, T. 28 N., R. 5 E.; to the West line NW/4 said Section 10, T. 28 N., R. 5 E.; at approximate Mile Post W-133.73, being the common "Stephenson County - Jo Daviess County" county line; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Everts, Freeport, Eleroy, Lena and Waddams Grove, Illinois.

Also including, all easement rights and property interest along Railroad's Freeport Industrial Park lead extending northerly from the above described main line operation in the vicinity of Mile Post W-109.7.

Excepting therefrom, all of Grantor's "Freeport, Illinois to El Paso, Illinois line" right-of-way and property extending southerly from a line parallel with and 85' normally distant southeasterly from the centerline of the aforesaid "Chicago to East Dubuque Line" main track in the vicinity of Mile Post W-113.34, in the SE/4 Section 32, T. 27 N., R. 8 E.;

Also excepting therefrom, all of the non-operating properties of Grantor situated adjacent to Grantor's former "Freeport, Illinois to Madison, Wisconsin line" as specifically excepted from conveyance to South Central Wisconsin Rail Transit Commission 12-29-1980 and from conveyance to State of Wisconsin, Department of Transportation 12-29-1980, said "Freeport to Madison Line" extending northerly from the aforesaid "Chicago to East Dubuque Line" operations in the vicinity of Mile Post W-117.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Chicago, Illinois to East Dubuque, Illinois Line" that extends in a general westerly direction on, over and across a portion of JO DAVIESS COUNTY, Illinois, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 9, T. 28 N., R. 5 E., at approximate Railroad Mile Post W-133.73, being the common "Jo Daviess County - Stephenson County" county line, and run westerly on, over and across said NE/4 Section 9, T. 28 N., R. 5 E., and S/2

and NW/4 Section 4 and NE/4 Section 3, said T. 28 N., R. 5 E; S/2 and NW/4 Section 32, NE/4 Section 31, E/2 and NW/4 Section 30 and SW/4 Section 19, T. 29 N., R. 5 E; E/2 Section 24, Sections 13, 14, 15, 16, 17 and 18 and N/2 Section 19, T. 29 N., R. 4 E; N/2 Sections 24, 23 and 22, N/2 and SW/4 Section 21, S/2 Section 20, NW/4 Section 29 and N/2 and SW/4 Section 30, T. 29 N., R. 3 E; S/2 Section 25, S/2 and NW/4 Section 26, N/2 Sections 27 and 28, S/2 Section 21, N/2 and SW/4 Section 29, NW/4 Section 32, SE/4 Section 30 and N/2 and SW/4 Section 31, T. 29 N., R. 2 E; S/2 Section 36 and SE/4 Section 35, T. 29 N., R. 1 E; N/2 and SW/4 Section 2, S/2 Section 3, W/2 Sections 10 and 15, NE/4 and S/2 Section 16, N/2 Section 21, S/2 Section 17 and N/2 Section 20, T. 28 N., R. 1 E; E/2 Section 24, E/2 and W/2 Section 25, S/2 Section 26, E/2 and NW/4 Section 35, E/2 and NW/4 Section 27, NE/4 Section 28, SW/4 Section 22, S/2 and NW/4 Section 21, NE/4 Section 20, S/2 Section 17 and SE/4 and N/2 Section 18, T. 28 N., R. 1 W; NE/4 Section 13, SE/4 and W/2 Section 12, NE/4 Section 11, SE/4 and W/2 Section 7 and NE/4 Section 3, T. 28 N., R. 2 W; and S/2 Section 34, SE/4 and N/2 Section 33, SW/4 Section 28, E/2 and NW/4 Section 29, W/2 Section 20, E/2 Section 19 and W/2 Section 17, T. 29 N., R. 2 W; to the common "Jo Daviess County Illinois - Dubuque County, Iowa" county line at approximate Mile Post W-181.99; including, all interest to properties appurtenant to said "Chicago to East Dubuque Line" operations at Nora, Warren, Apple River, Scales Mound, Council Hill, Galena and East Dubuque, Illinois.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of DUBUQUE COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the common "Dubuque County, Iowa-Jo Daviess County, Illinois" county line at approximate Railroad Mile Post W-181.99, and run westerly on, over and across the N/2 and SW/4 Section 30, SW/4 Section 19 and W/2 Section 31, T. 29 N., R. 3 E; SE/4 Section 24 and E/2 Section 25, T. 29 N., R. 2 E; N/2 Section 6, T. 28 N., R. 3 E; N/2 Section 1, T. 28 N., R. 2 E; SW/4 Section 36, S/2 and NW/4 Section 35, N/2 Section 34, S/2 Section 27, S/2 and N/2 Section 28, S/2 Sections 29 and 30 and N/2 Section 31, T. 29 N., R. 2 E; E/2 and SW/4 Section 36, T. 29 N., R. 1 E; NW/4 Section 1, N/2 Section 2, E/2 and SW/4 Section 3, NW/4 Section 10, N/2 and SW/4 Section 9, SE/4 and N/2 Section 8 and N/2 Section 7, T. 28 N.; R. 1 E; N/2 Section 12, N/2 and S/2 Section 11, SE/4 and N/2 Section 10, N/2 Section 9, NE/4 and S/2 Section 8 and S/2 Section 7, T. 28 N., R. 1 W; SE/4 and N/2 Section 12, NE/4 Section 11, S/2 Section 2, S/2 and NW/4 Section 3 and N/2 Section 4, T. 28 N., R. 2 W; and, SW/4 Section 33, E/2 and NW/4 Section 32, N/2 Section 31 and S/2 Section 30, T. 29 N., R. 2 W; to the West line NW/4 said Section 31 and West line SW/4 said Section 30, T. 29 N., R. 2 W., at approximate Mile Post W-213.11, being the common "Dubuque County-Delaware County" county line; including, all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Dubuque, Center Grove, Peosta, Epworth, Farley and Dyersville, Iowa.

Also including, all easement rights and property interest along the "Conti" and "Pillsbury" leads situated North of said main line operation in the vicinity of Mile Post W-182.5 at Dubuque, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of DELAWARE COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line SE/4 Section 25 and the East line NE/4 Section 36, T. 29 N., R. 3 W., at approximate Railroad Mile Post W-213.11, being the common "Delaware County-Dubuque County" county line, and run westerly on, over and across the S/2 said Section 25, N/2 said Section 36 and N/2 Sections 35, 34, 33, 32 and 31, said T. 29 N., R. 3 W; N/2 Sections 36 and 35, NE/4 and S/2 Section 34 and S/2 Sections 33, 32 and 31, T. 29 N., R. 4 W; SW/4 and N/2 Section 36 and N/2 Sections 35, 34, 33, 32 and 31, T. 29 N., R. 5 W; and N/2 Sections 36, 35, 34, 33, 32 and 31, T. 29 N., R. 6 W; to the West line NW/4 said Section 31, T. 29 N., R. 6 W., at approximate Mile Post W-237.57, being the common "Delaware County-Buchanan County" county line; including, all interest

to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Dyersville, Earlville, Delaware, Manchester and Masonville, Iowa.

ALSO, all that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Manchester, Iowa to Cedar Rapids, Iowa line" that extends in a general southerly direction on, over and across a portion of DELAWARE COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's said "Manchester to Cedar Rapids line" main track intersects the North line of Warren Street, Manchester, Iowa, at approximate Railroad Mile Post Z-0.09, opposite Grantor's "Dubuque, Iowa to Fort Dodge, Iowa" main line Mile Post W-230.11, and run southerly on, over and across the W/2 Section 32, T.89 N., R.5 W; E/2 Sections 6, 7, 18, 19, 30 and 31, T.88 N., R.5 W; E/2 Section 6, E/2 and SW/4, Section 7 and NW/4 Section 18, T.87 N., R.5 W; and E/2 and SW/4 Section 13, NE/4 and W/2 Section 24, NW/4 Section 25, E/2 and SW/4 Section 26, NW/4 Section 35 and E/2 and SW/4 Section 34, T.87 N., R.6 W; to South line S/2 said Section 34, T.87 N., R.6 W., at approximate Mile Post Z-14.07, being the common "Delaware County-Linn County" county line; including, all interest to properties appurtenant to said "Manchester to Cedar Rapids" line operations at Manchester and Ryan, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Manchester, Iowa to Cedar Rapids, Iowa line" that extends in a general southwesterly direction on, over and across a portion of LINN COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the N/2 Section 3, T.86 N., R.6 W., at approximate Railroad Mile Post Z-14.07, being the common "Linn County - Delaware County" county line, and run southerly on, over and across the E/2 and W/2 Section 3, NW/4 Section 10, E/2 Sections 9 and 16, NE/4 Section 21, W/2 and SE/4 Section 22, E/2 Section 27, SW/4 Section 26 and W/2 Section 35, said T.86 N., R.6 W; W/2 Section 2, SE/4 Section 3, N/2 Section 10, NE/4 Section 9, S/2 Sections 4 and 5, SE/4 Section 6 and N/2 and SW/4 Section 7, T.85 N., R.6 W; SE/4 Section 12, E/2 and SW/4 Section 13, W/2 Section 24, NW/4 Section 25, E/2 and SW/4 Section 26, W/2 Section 35 and SE/4 Section 34, T.85 N., R.7 W; N/2 and SW/4 Section 3, NW/4 Section 10, E/2 Sections 9, 16 and 21, E/2 and SW/4 Section 28, W/2 Section 33 and SE/4 Section 32, T.84 N., R.7 W; and W/2 and SE/4 Section 4, E/2 Sections 9 and 16, SW/4 Section 15, N/2 and S/2 Section 21 and N/2 Section 28, T.83 N., R.7 W; to the end of Grantor's aforesaid main line operation in said N/2 Section 28, T.83 N., R.7 W., in the vicinity of Mile Post Z-41.85; including, all interest to properties appurtenant to said "Manchester to Cedar Rapids" line operations at Coggin, Central City, Alburnett, Robins, Hiawatha and Cedar Rapids, Iowa.

ALSO INCLUDED, at Cedar Rapids: Any and all of Grantor's interest in the "National Oats" lead right of way and property extending easterly from the aforesaid main line operation in the vicinity of Railroad Mile Post Z-41.15; Any and all of Grantor's interest in the remaining right of way and property of the former "Waterloo Railroad Company" extending southeasterly across the S/2 Section 16 and NE/4 Section 21, T.83 N., R.7 W; from former Waterloo Railroad Mile Post 60.63 to end of track in the vicinity of Mile Post 61.77; AND, any and all of Grantor's interest in the remaining right of way and property of the former Chicago, Milwaukee, St. Paul and Pacific Railroad Company extending northeasterly across the SW/4 and E/2 Section 21, SE/4 Section 16 and W/2 and NE/4 Section 15, T.83 N., R.7 W; from original "C., M., St. P., & P." Mile Post 86.48 (station 16+46.2) in avenue "A" at Fourth Street in SW/4 said Section 21, T.83 N., R.7 W; to Eastern line extended of Lot 213, Eastland Manor, said

ALSO INCLUDED, any and all of Grantor's interest in the remaining right of way and property of the former Chicago, Milwaukee, St. Paul and Pacific Railroad extending easterly across the N/2 Sections 4, 3, 2 and 1, T.83 N., R.7 W; and N/2 Sections 6 and 5 and N/2 and SE/4 Section 4, T.83 N., R.6 W; from former C., M., St. P., & P. Mile Post 231.04 in the NW/4 said Section 4, T.83 N., R.7 W; to the East line of said SE/4 Section 4, T.83 N., R.6 W; at Mile Post 233.95.

THIS INDENTURE Witnesseth that the Grantor, the ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware Corporation, 233 North Michigan Avenue, Chicago, Illinois 60601, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) in hand paid and other valuable consideration, hereby conveys, releases, remises and forever quitclaims to the Grantee, CHICAGO CENTRAL & PACIFIC RAILROAD COMPANY, an Iowa Corporation, all its right, title, interest and claim in and to the following described lands and property situated in the County of Dubuque and State of Iowa to wit:

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of DUBUQUE COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the common "Dubuque County, Iowa-Jo Daviess County, Illinois" county line at approximate Railroad Mile Post W-181.99, and run westerly on, over and across the N/2 and SW/4 Section 30, SW/4 Section 19 and W/2 Section 31, T.89 N., R.3 E; SE/4 Section 24 and E/2 Section 25, T.89 N., R.2 E; N/2 Section 6, T.89 N., R.3 E; N/2 Section 1, T.89 N., R.2 E; SW/4 Section 36, S/2 and NW/4 Section 35, N/2 Section 34, S/2 Section 27, S/2 and N/2 Section 28, S/2 Sections 29 and 30 and N/2 Section 31, T.89 N., R.2 E; E/2 and SW/4 Section 36, T.89 N., R.1 E; NW/4 Section 1, N/2 Section 2, E/2 and SW/4 Section 3, NW/4 Section 10, N/2 and SW/4 Section 9, SE/4 and N/2 Section 8 and N/2 Section 7, T.89 N., R.1 E; N/2 Section 12, N/2 and S/2 Section 11, SE/4 and N/2 Section 10, N/2 Section 9, NE/4 and S/2 Section 8 and S/2 Section 7, T.89 N., R.1 W; SE/4 and N/2 Section 12, NE/4 Section 11, S/2 Section 2, S/2 and NW/4 Section 3 and N/2 Section 4, T.89 N., R.2 W; and, SW/4 Section 33, E/2 and NW/4 Section 32, N/2 Section 31 and S/2 Section 30, T.89 N., R.2 W; to the West line NW/4 said Section 31 and West line SW/4 said Section 30, T.89 N., R.2 W., at approximate Mile Post W-213.11, being the common "Dubuque County-Delaware County" county line; including, all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Dubuque, Center Grove, Peosta, Epworth, Farley and Dyersville, Iowa.

Also including, all easement rights and property interest along the "Conti" and "Fillsbury" leads situated North of said main line operation in the vicinity of Mile Post W-182.5 at Dubuque, Iowa.

All of the above referenced by heavy black outline and hatched marks on the prints marked Book 15, Pages 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50 and 51 attached hereto and made a part hereof.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of BUCHANAN COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 36, T.89 N., R.7 W., at approximate Railroad Mile Post W-237.57, being the common "Buchanan County - Delaware County" county line, and run westerly on, over and across the N/2 Sections 36, 35, 34 and 33, N/2 and S/2 Section 32 and S/2 Section 31, said T.89 N., R.7 W; S/2 Sections 36 and 35, T.89 N., R.8 W; N/2 Section 3 and NE/4 Section 4, T.88 N., R.8 W; SW/4 Section 34, SE/4 and N/2 Section 33 and N/2 Sections 32 and 31, T.89 N., R.8 W; N/2 Sections 36, 35, 34, 33, 32 and 31, T.89 N., R.9 W; and, N/2 Sections 36, 35 and 34, N/2 and S/2 Section 33 and S/2 Sections 32 and 31, T.89 N., R.10 W; to the West line SW/4 said Section 31, T.89 N., R.10 W., at approximate Mile Post W-262.14, being the common "Buchanan County - Black Hawk County" county line; including all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Winthrop, Doris, Independence and Jessup, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general northwesterly direction on, over and across a portion of BLACK HAWK COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 36, T.89 N., R.11 W., at approximate Railroad Mile Post W-262.14, being the common "Black Hawk County - Buchanan County" county line, and run easterly on, over and across S/2 Sections 36, 35, 34, 33, 32 and 31, said T.89 N., R.11 W., S/2 Section 36, T.89 N., R.12 W; N/2 Section 2, N/2 and S/2 Section 3 and N/2 Section 4, T.88 N., R.12 W; S/2 Section 34, S/2 and N/2 Section 33, N/2 Section 32, SW/4 Section 29, NW/4 Section 31, N/2 and S/2 Section 30 and SW/4 Section 19, T.89 N., R.12 W; N/2 Section 25, S/2 and NW/4 Section 24, NE/4 Section 26, E/2 Section 23, S/2 and NW/4 Section 14, NE/4 Section 15, S/2 and NW/4 Section 10, NE/4 Section 9, S/2 Sections 4, 5 and 6 and NW/4 Section 7, T.89 N., R.13 W; S/2 Section 1, N/2 Section 12, NE/4 NE/4 Section 11, S/2 Section 2, SE/4 and N/2 Section 3 and NE/4 Section 4, T.89 N., R.14 W; and S/2 Section 33, S/2 and N/2 Section 32 and NE/4 and S/2 Section 31, T.90 N., R.14 W., to the West line of the SW/4 said Section 31, T.90 N., R.14 W., at approximate Mile Post W-288.80, being the common "Black Hawk County - Butler County" county line; including all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Jesup, Raymond, Elk Run Heights, Evansdale, Waterloo and Cedar Falls, Iowa.

ALSO INCLUDING, all easement rights and any remaining property interest along Grantor's "Rath Spur lead", original "Belt line", and current West Industry and East Industry leads, all situated Southwest of the above described main line operation at Waterloo, Iowa.

ALSO INCLUDING, any and all remaining right of way and property interest to the lands of the former Waterloo Railroad Company lying to the Northeast and to the Southwest of the aforesaid "Dubuque to Fort Dodge" main line operation and situated in the E/2 and W/2 Section 10, E/2 Section 15, E/2 and W/2 Section 14, W/2 and SE/4 Section 13, E/2 Section 24, E/2 and NW/4 Section 23, E/2 and W/2 Section 22, E/2 Section 21, NE/4 Section 27 and N/2 Section 26, T.89 N., R.13 W; and, E/2 and W/2 Section 19 and E/2 Section 30, T.89 N., R.12 W; at Waterloo and Evansdale, Iowa.

EXCEPTING THEREFROM, all of that line of Railroad conveyed to the Cedar Valley Railroad Company by deed dated 9-20-1984 and by contribution deed dated 4-10-85, said line of railroad extending northerly from the properties of said "Dubuque to Fort Dodge" main line operation in the vicinity of Mile Post W-281.1.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of BUTLER COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is

described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 36, T.90 N., R.15 W; at approximate Railroad Mile Post W-288.80, being the common "Butler County - BlackHawk County" county line, and run westerly on, over and across the S/2 Sections 36 and 35, S/2 and N/2 Section 34 and N/2 Sections 33, 32 and 31, said T.90 N., R.15 W; N/2 Sections 36 and 35, SW/4 Section 26, S/2 Section 27, S/2 and NW/4 Section 28 and N/2 Sections 29 and 30, T.90 N., R.16 W; N/2 Sections 25, 26, 27, 28 and 29, SW/4 Section 20 and S/2 Section 19, T.90 N., R.17 W; and S/2 Sections 24 and 23, SE/4 Section 22, N/2 Section 27, NE/4 and S/2 Section 28, NW/4 Section 33, N/2 Section 32 and N/2 and SW/4 Section 30, T.90 N., R.18 W; to the West line of said SW/4 Section 30, T.90 N., R.18 W; at approximate Mile Post W-313.98, being the common "Butler County - Franklin County" county line; including all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at New Hartford, Sinclair, Parkersburg, Arlingline and Austinville, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque Iowa, to Fort Dodge, Iowa line" that extends in a general southwesterly direction on, over and across a portion of FRANKLIN COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 36, T.90 N., R.19 W; at approximate Railroad Mile Post W-313.98, being the common "Franklin County - Butler County" county line, and run southwesterly on, over and across the S/2 said Section 36 and SE/4 Section 35, said T.90 N., R.19 W; to the South line of the SW/4 said Section 36 and the South line of said SE/4 Section 35, said T.90 N., R.19 W; at approximate Mile Post W-315.07, being the common "Franklin County - Harain County" county line; including all interest to properties appurtenant to said "Dubuque to Fort Dodge" line operations at Ackley, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general southwesterly direction on, over and across a portion of HARDIN COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NW/4 Section 1 and the North line of the NE/4 Section 2, T.89 N., R.19 W; at approximate Railroad Mile Post W-315.07, being the common "Hardin County - Franklin County" county line, and run southwesterly on, over and across said NW/4 Section 1, N/2 Section 2, NE/4 and S/2 Section 3, S/2 Section 4, NW/4 Section 9 and N/2 Sections 8 and 7, said T.89 N., R.19 W; N/2 Section 12, NE/4 and S/2 Section 11, S/2 Section 10, SE/4 Section 9, N/2 Sections 16 and 17 and N/2 and SW/4 Section 18, T.89 N., R.20 W; SE/4 Section 13, N/2 Sections 24 and 23, N/2 and SW/4 Section 22 and S/2 Sections 21, 20 and 19, T.89 N., R.21 W; and S/2 Sections 24 and 23, SE/4 Section 22 and N/2 Sections 27, 28, 29 and 30, T.89 N., R.22 W; to the West line of the NW/4 said Section 30, T.89 N., R.22 W; at approximate Mile Post W-338.83, being the common "Hardin County - Hamilton County" county line; including all interest to properties appurtenant to said "Dubuque to Fort Dodge line" operations at Ackley, Iowa Falls and Alden, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general westerly direction on, over and across a portion of HAMILTON COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 25, T.89 N., R.23 W; at approximate Railroad Mile Post W-338.83, being the common "Hamilton County - Hardin County" county line, and run westerly on, over and across the N/2 and S/2 said Section 25, S/2 Sections 26, 27, 28 and 29, NW/4 Section 32 and N/2 Section 31, said T.89 N., R.23 W; N/2 Sections 36, 35, and 34, N/2 and S/2 Section 33 and S/2 Sections 32 and 31, T.89 N., R.25 W; S/2 Sections 36, 35, 34, 33, 32, and 31, T.89 N., R.24 W; N/2 Sections 5 and 6, T.88 N., R.25 W; N/2 Sections 1, 2, 3, 4, 5 and 6, T.88 N., R.26 W; and S/2 Sections 36, 35, 34, 33, 32 and 31, T.89 N., R.26 W; to West line NW/4 said Section 6, T.88 N., R.26 W; at approximate Mile Post W-361.02, being a corner in the common "Hamilton

County - Webster County" county line, and to the West line of the SW/4 said Section 31, said T.89 N., R.26 W; at approximate Mile Post W-363.06, being a corner in the common "Hamilton County - Webster County" county line; including, all interest to properties appurtenant to said "Dubuque to Fort Dodge line" operations at Williams, Blairsburg and Webster City, Iowa.

All that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Dubuque, Iowa to Fort Dodge, Iowa line" that extends in a general northwesterly direction on, over and across a portion of WEBSTER COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 1, T.88 N., R.27 W; at approximate Railroad Mile Post W-361.02, being a corner in the common "Webster County - Hamilton County" county line, and at the point where said main track centerline intersects the East line of the SE/4 Section 36, T.89 N., R.27 W; and run westerly on, over and across the N/2 Sections 1, 2, 3, 4, 5 and 6, said T.88 N., R.27 W; S/2 Sections 36 and 35, E/2 and W/2 Sections 34 and 27 and SE/4 Section 33, said T.89 N., R.27 W; N/2 Sections 1, 2 and 3 and NE/4 Section 4, T.88 N., R.28 W; and S/2 Section 35, S/2 and NE/4 Section 34, SE/4 and N/2 Section 33, NE/4 Section 32, SE/4 and W/2 Section 29, NE/4 Section 30 and S/2 and NW/4 Section 19, T.89 N., R.28 W; to the West line of said NW/4 Section 19, said T.89 N., R.28 W; at approximate Mile Post W-376.21; including, all interest to properties appurtenant to said "Dubuque to Fort Dodge line" operations at Duncombe and Fort Dodge, Iowa.

ALSO INCLUDING, all easement rights and remaining property interest to Grantor's: "CFCA" and "W.R.Grace" leads situated to the North of the aforesaid main line operation in the vicinity of Mile Post W-365.44; "Celotex Corporation" tracks situated to the North of said main line operation in the vicinity of Mile Posts W-371.22 and W-371.35; "Georgia Pacific" lead situated to the South of said main line operation in the vicinity of Mile Post W-372.0; and, "National Gypsum" trackage situated to the Northeast of said main line operation in the vicinity of Mile Post W-373.2.

ALSO, all that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska line" that extends in a general southwesterly direction on, over and across a portion of WEBSTER COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 24, T.89 N., R.29 W; at approximate Railroad Mile Post W-376.21, and run southwesterly on, over and across the N/2 and SW/4 said Section 24, S/2 Section 23, SE/4 Section 22, N/2 Sections 27, 28, 29 and 30 and S/2 Section 19, said T.89 N., R.29 W; SE/4 Section 24, N/2 and SW/4 Section 25, S/2 Section 26, NW/4 Section 35, N/2 and SW/4 Section 34, S/2 Section 33, and SE/4 Section 32, T.89 N., R.30 W, to the South line of the SW/4 said Section 33 and the South line of said SE/4 Section 32, said T.89 N., R.30 W; at approximate Railroad Mile Post W-387.11, being the common "Webster County - Calhoun County" county line; including, all interest to properties appurtenant to said "Fort Dodge to Omaha line" operations at Fort Dodge and Tara, Iowa.

AND, all that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa line" that extends in a general westerly direction on, over and across a portion of WEBSTER COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NW/4 section 29, T.89 N., R.29 W; at approximate Railroad Mile Post W-381.14, and run westerly on, over and across said NW/4 Section 29, N/2 Section 30 and S/2 Section 19, said T.89 N., R.29 W; S/2 Sections 24 and 23, S/2 and NW/4 Section 22, N/2 Sections 21, 20 and 19 and SW/4 Section 18, T.89 N., R.30 W, to the West line of said SW/4 Section 19, T.89 N., R.30 W; at approximate Mile Post W-388.77, being the common "Webster County - Calhoun County" county line; including, all interest to properties appurtenant to said "Tara to Sioux City line" operations at Tara and Barrum, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general southwesterly direction on, over and across a portion of CALHOUN COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NE/4 Section 1, T 88 N, R 31 W; at approximate Railroad Mile Post WA-387.11, being the common "Calhoun County-Webster County" county line, and run southwesterly on, over and across the N/2 said Section 1, N/2 and SW/4 Section 2, S/2 Section 3, NW/4 Section 10, N/2 and SW/4 Section 9, S/2 Section 8, NE/4 Section 17 and N/2 and SW/4 Section 18, said T 88 N, R 31 W; S/2 Section 13, NW/4 Section 24, N/2 and SW/4 Section 23, S/2 Section 22, NW/4 Section 27, N/2 and SW/4 Section 28, S/2 Section 29, NW/4 Section 32, SE/4 Section 30 and N/2 Section 31, T 88 N, R 32 W; NE/4 and S/2 Section 36 and SE/4 Section 35, T 88 N, R 33 W; N/2 Section 2, NE/4 and S/2 Section 3, SE/4 Section 4, N/2 Section 9, N/2 and S/2 Section 8, S/2 Section 7 and N/2 Section 18, T 87 N, R 33 W; and N/2 and SW/4 Section 13, S/2 Section 14, NW/4 Section 23, N/2 and SW/4 Section 22, S/2 Section 21, NW/4 Section 28, N/2 and SW/4 Section 29, N/2 Section 30 and NW/4 Section 31, T 87 N, R 34 W; to the West line said NW/4 Section 31, T 87 N, R 34 W; at Mile Post WA-412.9, being the common "Calhoun County-Sac County" county line; including all interest to properties appurtenant to said "Fort Dodge to Omaha" operations at Knierim, Richard, Rockwell City, Sherwood and Yetter, Iowa.

AND all that portion of the right of way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa line" that extends in a general northwesterly direction on, over and across a portion of CALHOUN COUNTY, IOWA, said right of way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 13, T.89 N., R.31 W.; at approximate Railroad Mile Post W-388.77, being the common "Calhoun County - Webster County" county line, and run northwesterly on, over and across the S/2 Sections 13, 14 and 15, SE/4 and N/2 Section 16 and N/2 Sections 17 and 18, said T.89 N., R.31 W.; NE/4 Section 13, S/2 Sections 12 and 11, S/2 and NW/4 Section 10, N/2 Sections 9 and 8, SW/4 Section 5 and S/2 Section 6, T.89 N., R.32 W.; and S/2 and NW/4 Section 1 and N/2 Sections 2 and 3, T.89 N., R.33 W.; to the North line of the NW/4 said Section 3, T.89 N., R.33 W.; at approximate Mile Post W-403.64, being the common "Calhoun County - Pocahontas County" county line; including all interest to properties appurtenant to said "Tara to Sioux City" operations at Manson and Pomeroy, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa" that extends in a general southwesterly direction on, over and across a portion of POCAHONTAS COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the South line of the SW/4 Section 34, T 90 N, R 33 W; at approximate Railroad Mile Post W-403.64, being the common "Pocahontas County-Calhoun County" county line, and run northwesterly on, over and across said SW/4 Section 34, S/2 Section 33, S/2 and NW/4 Section 32 and N/2 Section 31, said T 90 N, R 33 W; and N/2 Section 36, SW/4 Section 25, S/2 Sections 26 and 27, SE/4 and N/2 Section 28, N/2 Section 29, NE/4 Section 30 and S/2 Section 19, T 90 N, R 34 W; to the West line of the SW/4 said Section 19, T 90 N, R 34 W; at approximate Mile Post W-413.41, being the common "Pocahontas County-Buena Vista County" county line; including, all interest to properties appurtenant to said "Tara to Sioux City" operations at Fonda and Cora, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa" that extends in a general southwesterly direction on, over and across a portion of BUENA VISTA COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 24, T 90 N, R 35 W; at approximate Railroad Mile Post W-413.41, being the common "Buena Vista County-Pocahontas County" county line, and run northwesterly on, over and across the S/2 said Section 24, SE/4 and N/2 Section 23, N/2 Sections 22 and 21, SW/4 Section 16, S/2 Section 17 and S/2 and NE/4 Section 18, said T 90 N, R 35 W; N/2 Sections 13 and 14, SW/4 Section 11, NE/4 Section 15, S/2 Sections 10 and 9, SE/4 and N/2 Section 8 and N/2 Section 7, T 90 N, R 36 W; NE/4 Section 12, S/2 Sections 1 and 2, SE/4 and N/2 Section 3 and NE/4 Section 4, T 90 N, R 37 W; S/2 Section 33, S/2 and NW/4 Section 32, N/2 Section 31 and SW/4 Section 30, T 91 N, R 37 W and S/2 and NW/4 Section 25, N/2 Section 26, NE/4 Section 27, S/2 Section 22, S/2 and NW/4 Section 21, N/2 Section 20, SW/4 Section 17, and S/2 and NW/4 Section 18, T 91 N, R 38 W, to the West line of said NW/4 Section 18, T 91 N, R 38 W; at approximate Mile Post W-438.82, being the common "Buena Vista County-Cherokee County" county line; including, all interest to properties appurtenant to said "Tara to Sioux City" operations at Newell, Sulphur Springs, Storm Lake and Alta, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa" that extends in a general southwesterly direction on, over and across a portion of CHEROKEE COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 13, T 91 N, R 39 W; at approximate Railroad Mile Post W-438.82, being the common "Cherokee County-Buena Vista County" county line, and run westerly on, over and across the N/2 said Section 13, SW/4 Section 12, S/2 Section 11, S/2 and NW/4 Section 10, NE/4 Section 9, S/2 Section 4, SE/4 and N/2 Section 5 and N/2 Section 6, said T 91 N, R 39 W; S/2 Section 31, T 92 N, R 39 W; N/2 and SW/4 Section 1, SE/4 Section 2, N/2 Section 11, N/2 and SE/4 Section 10 and W/2 Section 3, T 91 N, R 40 W; W/2 and NE/4 Section 34, E/2 and NW/4 Section 27, SW/4 Section 22, E/2 Section 21, S/2 and NW/4 Section 16, N/2 Sections 17 and 18 and SW/4 Section 7, T 92 N, R 40 W; S/2 Sections 12 and 11, SE/4 and N/2 Section 10, N/2 Section 9, NE/4 Section 8, S/2 Section 5 and S/2 and NW/4 Section 6, T 92 N, R 41 W; N/2 Sections 1 and 2, T 92 N, R 42 W; and SW/4 Section 35 and S/2 Sections 34, 33, 32 and 31, T 93 N, R 42 W; to the West line of the SW/4 Section 31, T 92 N, R 42 W; at approximate Mile Post W-468.6, being the common "Cherokee County-Plymouth County" county line; including, all interest to properties appurtenant to said "Tara to Sioux City" operations at Aurelia, Cherokee, Meriden, Cleghorn and Marcus, Iowa.

Also including, all easement rights and property interest to Grantor's industry lead right-of-way situated to the north of the aforesaid main line operation in the vicinity of Mile Post W-448.22.

Excepting therefrom, All of Grantor's remaining "Onawa Jct. to Anthon, Iowa" right-of-way and property interest extending southwesterly from the southwest line of the 100' wide right-of-way of Grantor's aforesaid "Tara to Sioux City" main line operation in the vicinity of Mile Post W-448.8.

Also Excepting therefrom, All of Grantor's remaining "Cherokee, Iowa to Sioux Falls, South Dakota" right-of-way and property interest extending northerly from the northeast line of the 100' wide right-of-way of Grantor's aforesaid "Tara to Sioux City" main line operation in the vicinity of Mile Post W-451.11.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa Line" that extends in a general southwesterly direction on, over and across a portion of PLYMOUTH COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the SE/4 Section 36, T 93 N, R 43 W; at approximate Railroad Mile Post W-468.6, being the common "Plymouth County-Cherokee County" county line, and run westerly on, over and across the S/2 said Section 36, T 93 N, R 43 W; NW/4 Section 1, N/2 Sections 2, 3, 4 and 5 and N/2 and SW/4 Section 6, T 92 N, R 43 W; S/2 Sections 1 and 2, S/2 and N/2 Section 3, N/2 Sections 4, 5 and 6, T 92 N, R 44 W; SW/4 Section 31, T 93 N, R 44 W; S/2 Section 36, T 93 N, R 45 W; NW/4 Section 1, E/2 and SW/4 Section 2, SE/4 Section 3, N/2 and SW/4 Section 10, S/2 Section 9, N/2 and SW/4 Section 16, S/2 Section 17, N/2 and SW/4 Section 20, SE/4 Section 19, N/2 and SW/4 Section 30 and NW/4 Section 31, T 92 N, R 45 W; E/2 Section 36, T 92 N, R 46 W; N/2 and SW/4 Section 1, E/2 and SW/4 Section 2, W/2 Section 11, SE/4 Section 10, NW/4 Section 14, E/2 Section 15, NE/4 and W/2 Section 22, W/2 Section 27, E/2 Section 28 and E/2 and SW/4 Section 33, T 91 N, R 46 W; and W/2 Sections 4 and 9, SE/4 Section 8, E/2 Section 17, N/2 and SW/4 Section 20, W/2 Section 29, SE/4 Section 30 and N/2 and SW/4 Section 31, T 90 N, R 46 W; to the South line of said SW/4 Section 31, T 90 N, R 46 W at approximate Mile Post W-503.49, being the common "Plymouth County-Woodbury County" county line; including, all interest to properties appurtenant to said "Tara to Sioux City" operations at Rensen, Oyens, LeMars, Merrill, Wren Junction, Hinton and James, Iowa.

Also including, all easement rights and property interest to Grantor's "LeMars Development Corp." lead right-of-way situated to the southeast of the aforesaid main line operation in the vicinity of Mile Post W-486.72.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Tara, Iowa to Sioux City, Iowa Line" that extends in a general southwesterly direction on, over and across a portion of WOODBURY COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NW/4 Section 6, T 89 N, R 46 W; at approximate Railroad Mile Post W-503.49, being the common "Woodbury County-Plymouth County" county line, and run southerly on, over and across said NW/4 Section 6, T 89 N, R 46 W; and E/2 and SW/4 Section 1, NW/4 Section 12, E/2 and SW/4 Section 11, NW/4 Section 14, E/2 Section 15, NE/4 and W/2 Section 22, SE/4 Section 21, W/2 Section 27, NW/4 Section 34, NE/4 and S/2 Section 28 and N/2 Section 33, T 89 N, R 47 W; to the end of Grantor's main track in the vicinity of Mile Post W-509.52 in said Section 28; including, all interest to properties appurtenant to said "Tara to Sioux City" operations at Sioux City, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general southwesterly direction on, over and across a portion of SAC COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the East line of the NE/4 Section 36, T 87 N, R 35 W; at approximate Railroad Mile Post WA-412.9, being the common "Sac County-Calhoun County" county line, and run southwesterly on, over and across the N/2 and SW/4 said Section 36 and S/2 Section 35, said T 87 N, R 35 W; NW/4 Section 2, E/2 and SW/4 Section 3, SE/4 Section 4, N/2 Section 9, E/2 and SW/4 Section 8, SE/4 Section 7 and N/2 Section 18, T 86 N, R 35 W; N/2 Sections 13 and 14, NE/4 and S/2 Section 15, S/2 Sections 16, 17 and 18, T 86 N, R 36 W; and S/2 Section 13, NW/4 Section 24, N/2 and SW/4 Section 23, SE/4 Section 22, N/2 Section 27, NE/4 and S/2 Section 28, SE/4 Section 29, NW/4 Section 33, N/2 and SW/4 Section 32 and SE/4 Section 31, T 86 N, R 37 W; to the South line said SE/4 Section 31, T 86 N, R 37 W; at approximate Mile Post WA-431.91, being the common "Sac County-Crawford County" county line; including, all properties appurtenant to said "Fort Dodge to Omaha" operations at Ulmer and Wall Lake, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general southwesterly direction on, over and across a portion of CRAWFORD COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NE/4 Section 6, T 85 N, R 37 W; at approximate Railroad Mile Post WA-431.91, being the common "Crawford County-Sac County" county line, and run southwesterly on, over and across the E/2 said Section 6 and NE/4 and W/2 Section 7, said T 85 N, R 37 W; S/2 Section 12, NW/4 Section 13, E/2 and SW/4 Section 14, N/2 and SW/4 Section 23, SE/4 Section 22, N/2 Section 27, E/2 Section 28, NE/4 and W/2 Section 33 and SE/4 Section 32, T 85 N, R 38 W; N/2 and SW/4 Section 5, SE/4 Section 6, E/2 and SW/4 Section 7 and NW/4 Section 18, T 84 N, R 38 W; E/2 and SW/4 Section 13, NE/4 and W/2 Section 24, SE/4 Section 23, NW/4 Section 25, E/2 Section 26 and E/2 and SW/4 Section 35, T 84 N, R 39 W; W/2 Section 2, NW/4 Section 11, E/2 Section 10, N/2 and SW/4 Section 15, SE/4 Section 16, N/2 Section 21, E/2 and SW/4 Section 20, NW/4 Section 29, E/2 and SW/4 Section 30 and NW/4 Section 31, T 83 N, R 39 W; E/2 and SW/4 Section 36 and SE/4 Section 35, T 83 N, R 40 W; NW/4 Section 1, N/2 and SW/4 Section 2, SE/4 Section 3, N/2 Section 10, NE/4 and S/2 Section 9, SE/4 Section 8, N/2 Section 17, NE/4 and S/2 Section 18 and NW/4 Section 19, T 82 N, R 40 W; and, E/2 and SW/4 Section 24, NW/4 Section 25, E/2 and SW/4 Section 26, W/2 Section 35 and SE/4 Section 34, T 82 N, R 41 W; to the South line of said SE/4 Section 34, T 82 N, R 41 W; at approximate Mile Post WA-465.09, being the common "Crawford County-Harrison County" county line: including all properties appurtenant to said "Fort Dodge to Omaha" operations at Boyer, Ellis, Deloit, Denison, Arion and Dow City, Iowa.

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general southwesterly direction on, over and across a portion of HARRISON COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NE/4 Section 3, T 81 N, R 41 W; at approximate Railroad Mile Post WA-465.09, being the common "Harrison County-Crawford County" county line, and run southwesterly on, over and across the E/2 and SW/4 said Section 3, W/2 Section 10, E/2 Section 9, NE/4 and W/2 Section 16, NW/4 Section 21, E/2 and SW/4 Section 20, W/2 Section 29, SE/4 Section 30 and NE/4 and W/2 Section 31, said T 81 N, R 41 W; NW/4 Section 6, T 80 N, R 41 W; E/2 and SW/4 Section 1, W/2 Section 12, SE/4 Section 11, E/2 and SW/4 Section 14, NW/4 Section 23, E/2 and SW/4 Section 22, NW/4 Section 27, E/2 and SW/4 Section 28 and W/2 Section 33, T 80 N, R 42 W; W/2 Section 4 SE/4 Section 5, E/2 and SW/4 Section 8, NW/4 Section 17, E/2 Section 18 and NE/4 and W/2 Section 19, T 79 N, R 42 W; SE/4 Section 24, NE/4 and W/2 Section 25, W/2 Section 36 and SE/4 Section 35; T 79 N, R 43 W; NE/4 and W/2 Section 5, SE/4 Section 6, E/2 and SW/4 Section 7 and NW/4 Section 18, T 78 N, R 43 W; and, E/2 and SW/4 Section 13, NW/4 Section 24, E/2 and SW/4 Section 23, W/2 Section 26, SE/4 Section 27 and E/2 and W/2 Section 34, T 78 N, R 44 W; to the South line of the SW/4 said Section 34, T 78 N, R 44 W; at approximate Mile Post WA-494.49, being the common "Harrison County-Pottawattamie County" county line; including all properties appurtenant to said "Fort Dodge to Omaha" operations at Dunlap, Woodbine, Logan and Findley, Iowa.

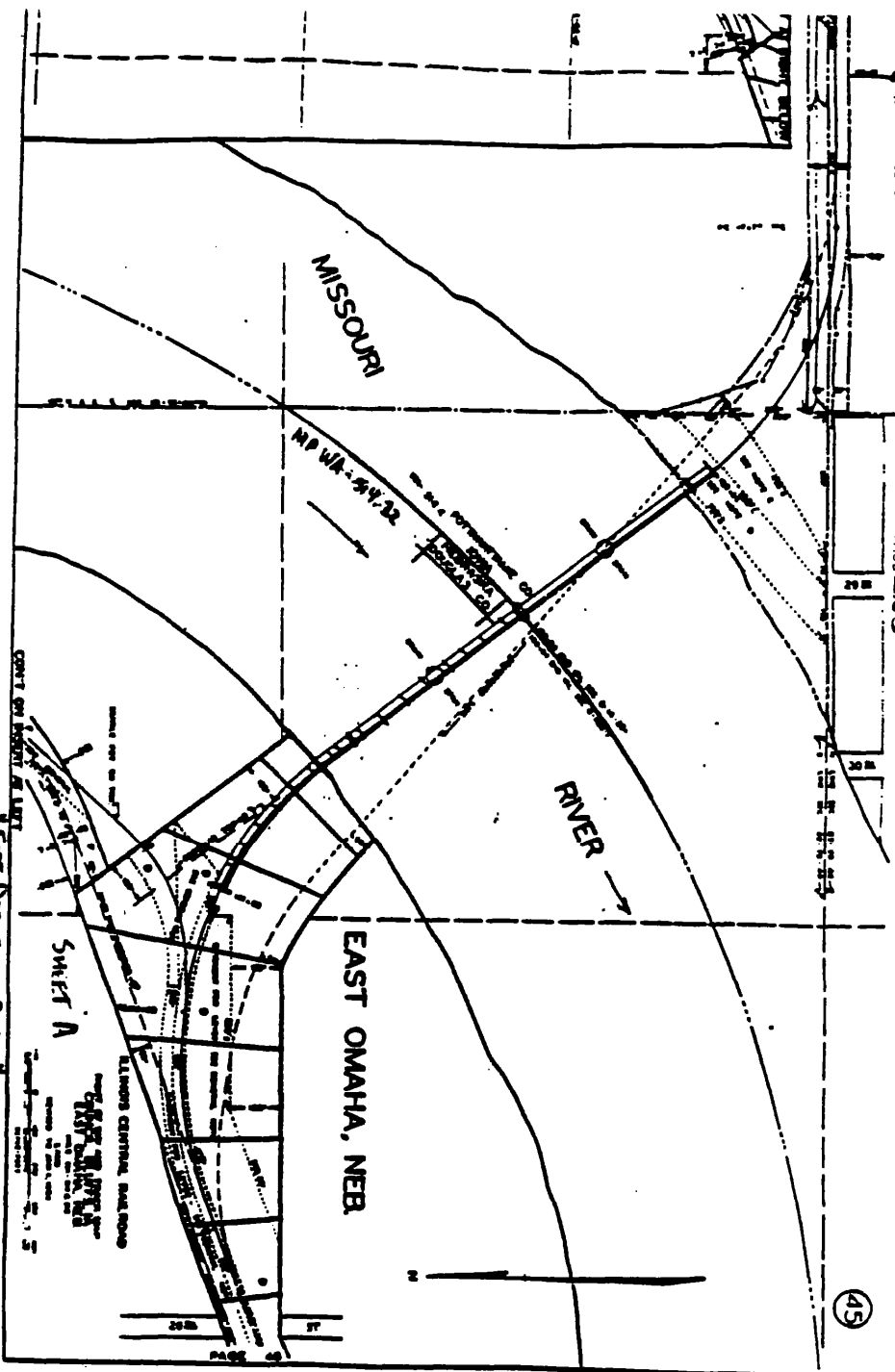
All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general southerly direction on, over and across a portion of POTTAWATTAMIE COUNTY, IOWA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as follows: Begin at the point where the centerline of Grantor's main track intersects the North line of the NW/4 Section 3, T 77 N, R 44 W at Railroad Mile Post WA-494.49, being the common "Pottawattamie County-Harrison County" county line and run southerly on, over and across the W/2 said Section 3, SE/4 Section 4, E/2 Section 9, W/2 Section 10, NE/4 Section 16, W/2 Sections 15, 22, 27 and 34, T 77 N, R 44 W; W/2 Sections 3 and 10, SE/4 Section 9, W/2 Sections 15, 22 and 27, E/2 Sections 16 and 21, NE/4 Section 28 and W/2 and SE/4 Section 34, T 76 N, R 44 W; E/2 Section 3, SW/4 Section 2, W/2 and SE/4 Section 11, E/2 Section 14, E/2 and SW/4 Section 23, E/2 and NW/4 Section 26, E/2 Section 35, NE/4 Section 27 and S/2 Section 22, T 75 N, R 44 W; and NE/4 Section 2, T 74 N, R 44 W; to the common "Pottawattamie County, Iowa-Douglas County, Nebraska" line at Mile Post WA-514.32 in said Section 22, T 75 N, R 44 W; including, all properties appurtenant to said "Fort Dodge to Omaha" operations at Loveland and Council Bluffs, Iowa.

Also including, all right-of-way and property interests of the aforesaid "Fort Dodge to Omaha" line situated in Sections 21, 20 and 28, said T 75 N, R 44 W at Carter Lake, Iowa (approximate Mile Post WA-515.62 to approximate Mile Post WA-516.28).

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's "Fort Dodge, Iowa to Omaha, Nebraska Line" that extends in a general westerly direction on, over and across a portion of DOUGLAS COUNTY, NEBRASKA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as all of Grantor's property interest in the aforesaid main line right-of-way extending westerly from approximate Railroad Mile Post WA-514.32 to approximate Mile Post WA-515.62 on, over and across Sections 22, 21, 20 and 28, T 75 N, R 44 W; and in the aforesaid main line right-of-way extending southwesterly from approximate Mile Post WA-516.28 to approximate Mile Post WA-517.81 on, over and across Sections 11, 10 and 15, T 15 N, R 13 E; including, outlying properties in the NW/4 said Section 22, T 75 N, R 44 W; and Section 33, said T 15 N, R 13 E; all at East Omaha and Omaha, Nebraska.

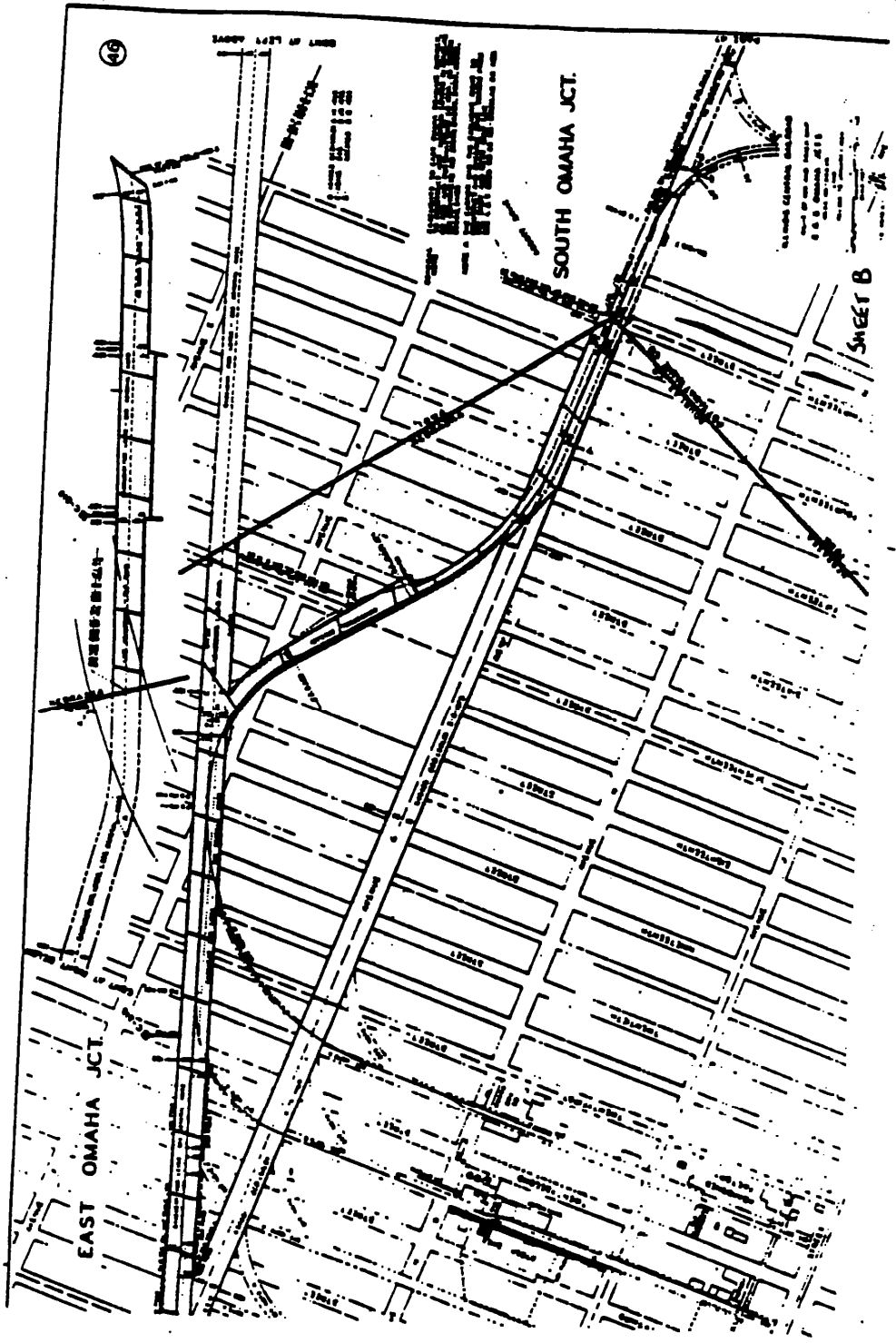
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10-15-13
11-15-13
15-15-13
23-15-13

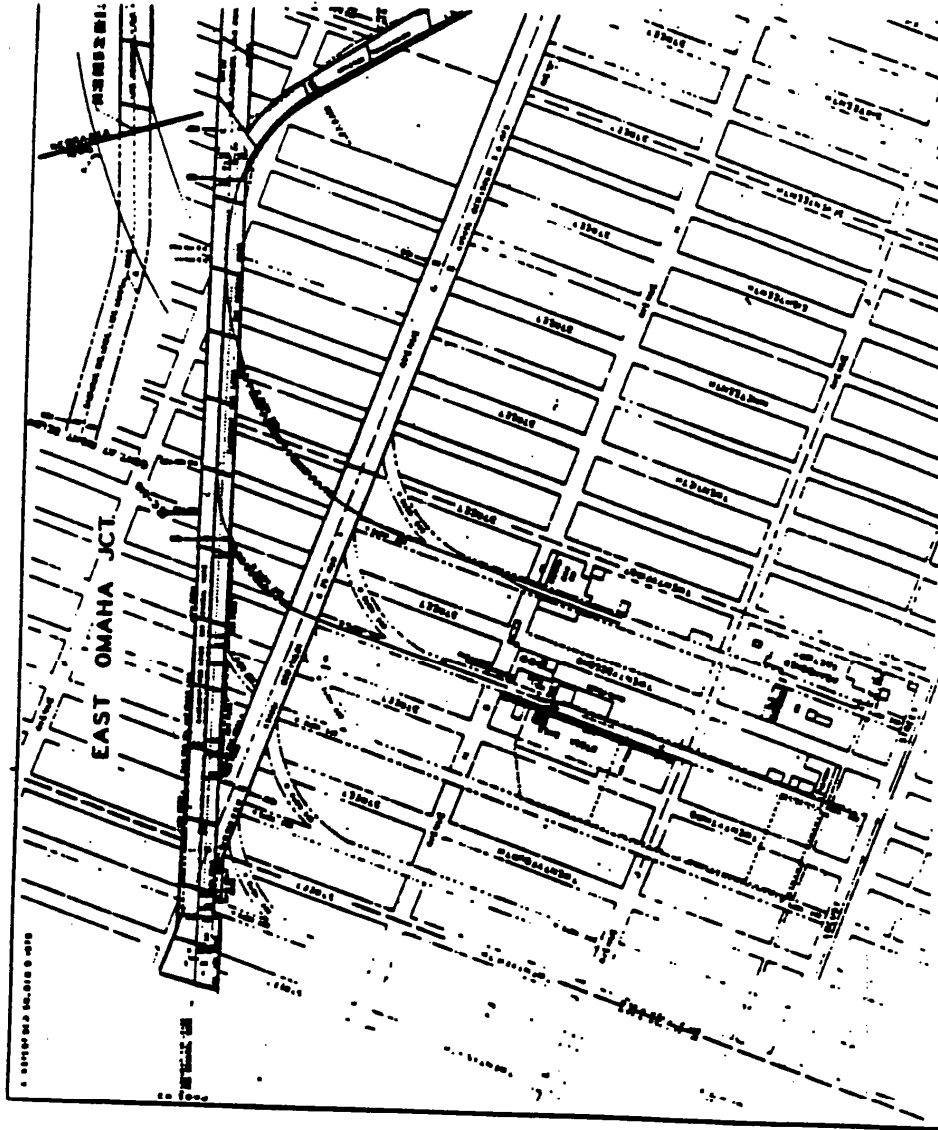
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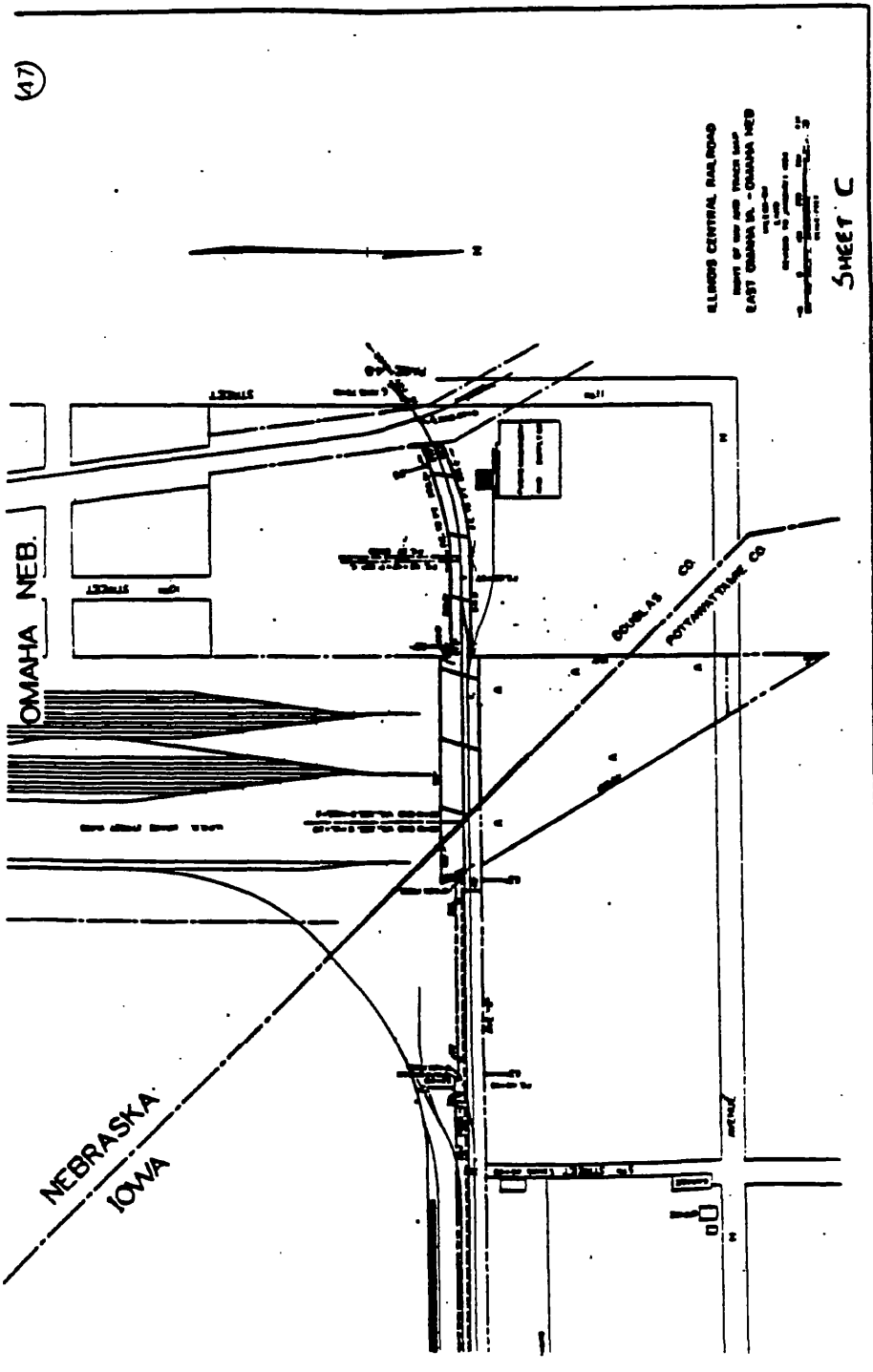


FORT DOUGLASS TO OMAHA LINE

Scale 32

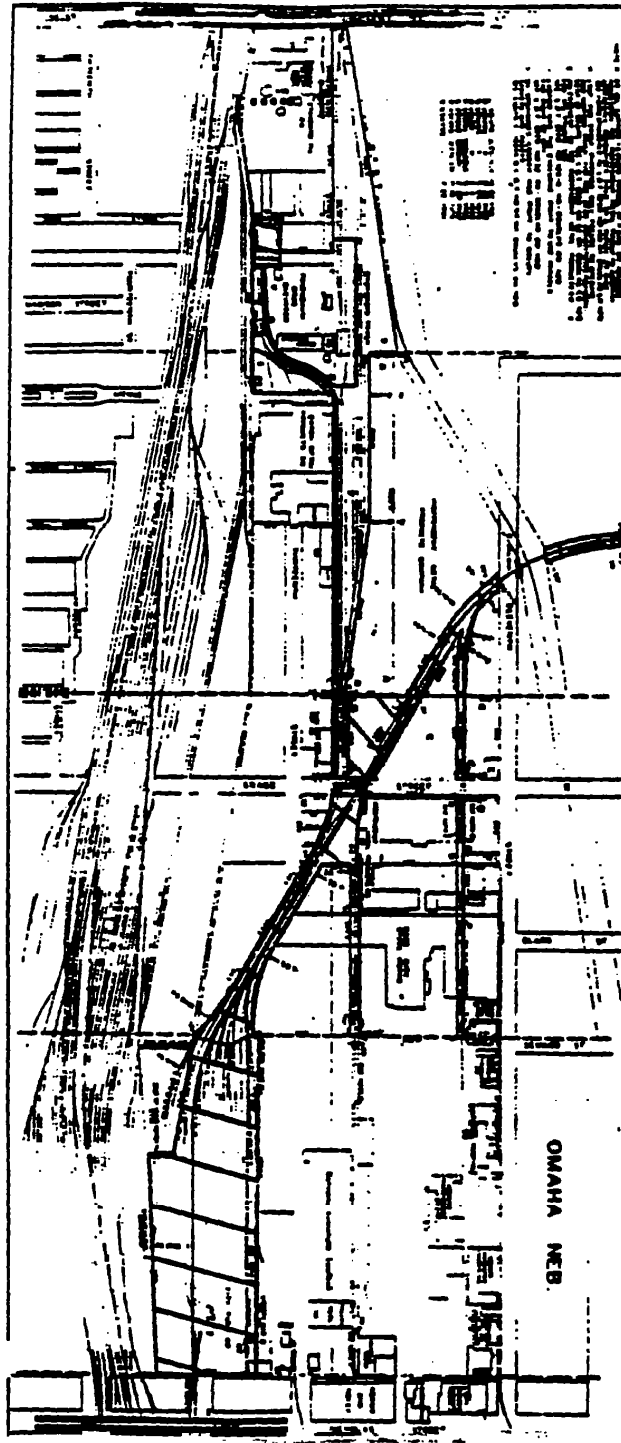




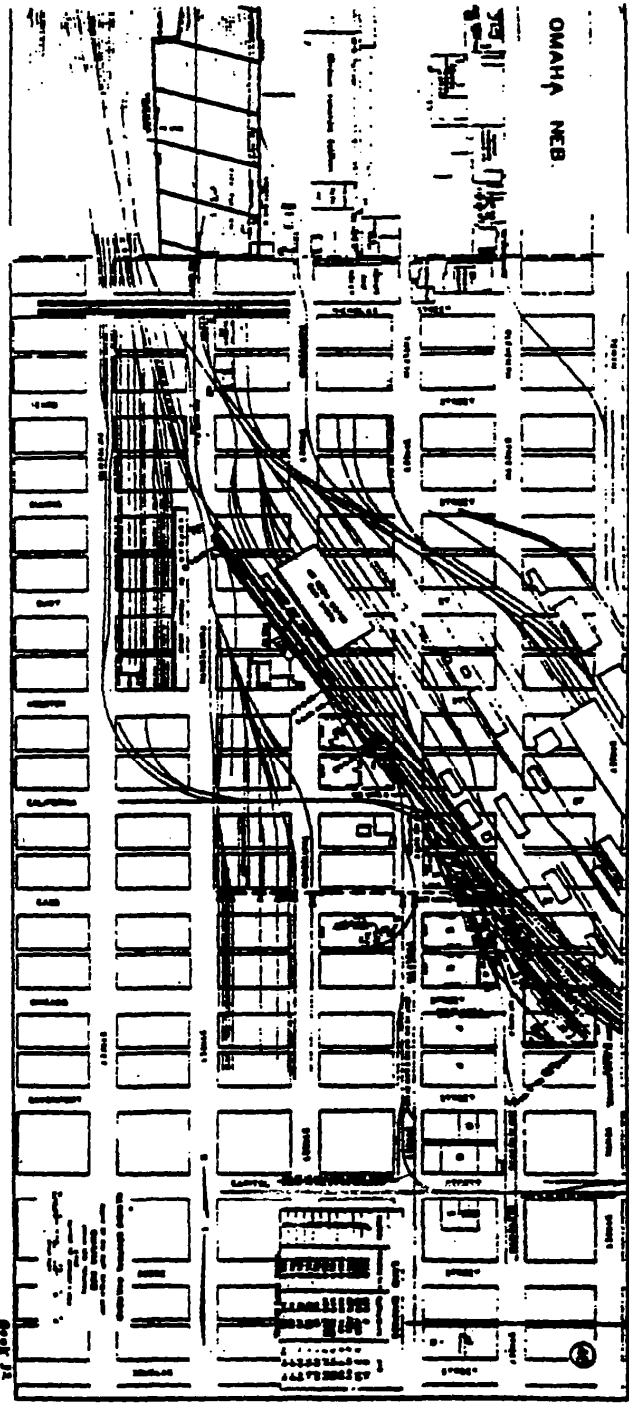


BOOK 92

BOOK ~~873~~ PAGE ~~187~~

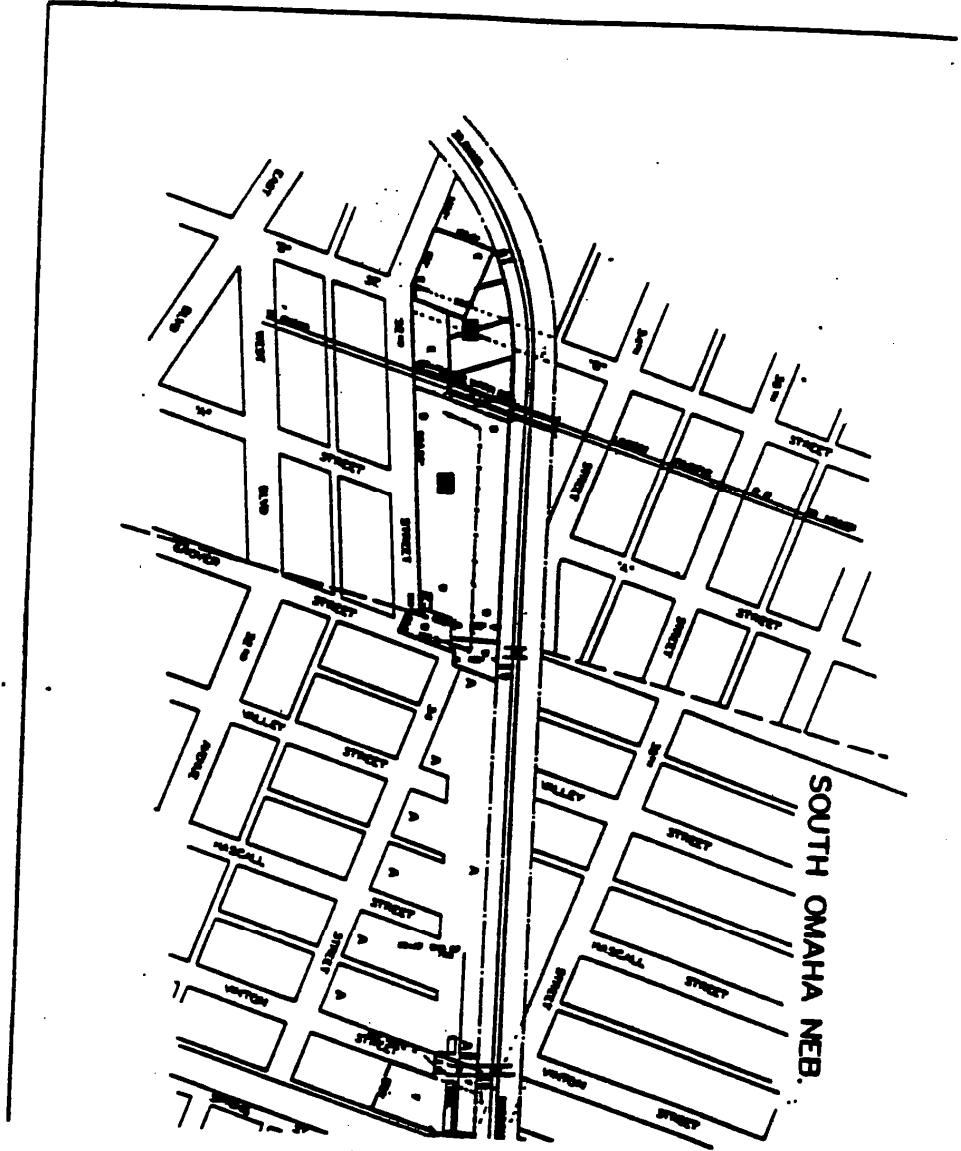


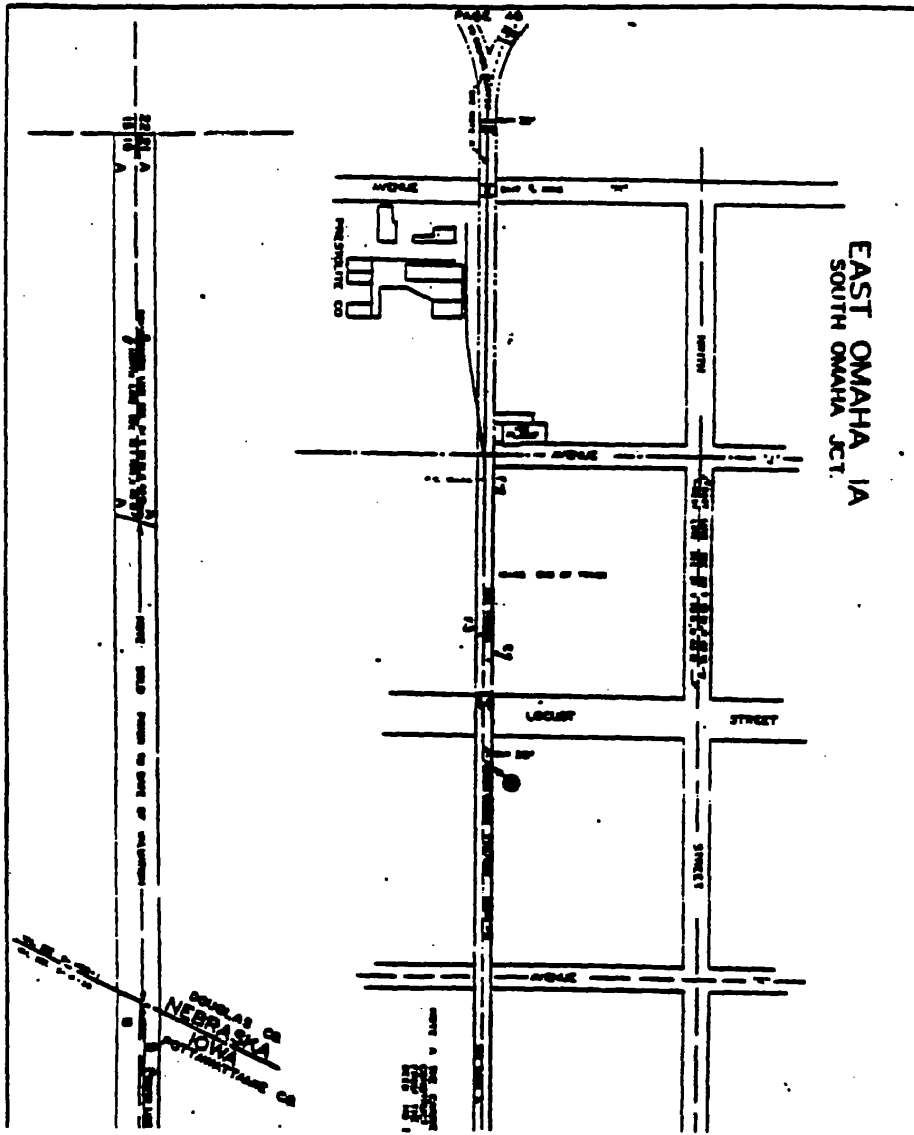
879 PAGE 189



SHEET D

BOOK 949





<u>TYPE</u>	<u>ORIGINAL SERIAL NUMBER</u>	<u>REVISED SERIAL NUMBER</u>	<u>YEAR BUILT</u>
GP-8	7904	1504	1970
GP-8	7905	1505	1972
GP-8	7983	1583	1972
GP-8	7984	1584	1972
GP-8	7985	1585	1972
GP-8	7989	1589	1972
GP-8	7990	1590	1972
GP-8	7991	1591	1972
GP-8	7992	1592	1972
GP-8	7993	1593	1972
GP-10	8002	1702	1972
GP-10	8005	1705	1972
GP-10	8012	1712	1970
GP-10	8019	1719	1971
GP-10	8023	1723	1970
GP-10	8032	1732	1971
GP-10	8033	1733	1971
GP-10	8035	1735	1971
GP-10	8039	1739	1969
GP-10	8044	1744	1971
GP-10	8045	1745	1969
GP-10	8055	1755	1971
GP-10	8056	1756	1970
GP-10	8059	1759	1970
GP-10	8063	1763	1970
GP-10	8065	1765	1970
GP-10	8077	1777	1971
GP-10	8079	1779	1970
GP-10	8093	1793	1970
GP-10	8111	1711	1971
GP-10	8114	1714	1971
GP-10	8121	1721	1970
GP-10	8134	1734	1969
GP-10	8150	1750	1970
GP-10	8159	1749	1969
GP-10	8163	1743	1971
GP-10	8165	1775	1970
GP-10	8169	1769	1971
GP-10	8170	1770	1971
GP-10	8171	1771	1971
GP-10	8179	1789	1971

Locomotives

<u>TYPE</u>	<u>ORIGINAL SERIAL NUMBER</u>	<u>REVISED SERIAL NUMBER</u>	<u>YEAR BUILT</u>
GP-10	8181	1781	1971
GP-10	8188	1788	1970
GP-10	8190	1790	1970
GP-10	8199	1789	1970
GP-10	8211	1710	1971
GP-10	8233	1633	1968
GP-10	8234	1734	1971
GP-10	8254	1654	1971
GP-10	8258	1758	1970
GP-10	8260	1760	1971
GP-10	8269	1669	1971
GP-9	9376	1676	1959
GP-9	9242	1742	1957
GP-18	9400	1800	1960
GP-18	9402	1802	1960
GP-18	9405	1805	1960
GP-18	9406	1806	1960
GP-18	9408	1808	1960
GP-18	9413	1813	1960
GP-18	9414	1814	1960
GP-18	9420	1820	1963
GP-18	9426	1826	1963
GP-18	9427	1827	1963
GP-18	9428	1828	1963
GP-28	9438	1838	1964
GP-28	9439	1839	1964
GP-28	9440	1840	1964
SW-7R	1200	1200	1967
SW-13	1300	1300	1971
SW-13	1301	1301	1971
GP-7M	95	1600	1952
GP-7M	97	1601	1952
GP-7M	119	1602	1952

CHICAGO, CENTRAL & PACIFIC RAILROAD
LISTING OF ROLLING STOCK

BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST
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CABOOSE'S

606	CC	199004	605	CC	199052	590	CC	199523
599	CC	199036	612	CC	199053	591	CC	199526
600	CC	199042	601	CC	199056	592	CC	199527
610	CC	199043	585	CC	199502	593	CC	199534
602	CC	199045	586	CC	199506	596	CC	199651
614	CC	199046	587	CC	199508	598	CC	199655
608	CC	199048	588	CC	199509	597	CC	199656
604	CC	199049	589	CC	199514	609	CC	199661

COVERED HOPPER CARS

54	CC	56001	491	CC	56257		CC	85029
391	CC	56003		CC	56259		CC	85035
	CC	56004	493	CC	56262		CC	85045
14	CC	56010		CC	56264		CC	745234
392	CC	56011		CC	56266		CC	745247
393	CC	56015	494	CC	56268		CC	745251
394	CC	56016		CC	56269		CC	745268
15	CC	56017	495	CC	56271		CC	749313
395	CC	56020		CC	56272		CC	745316
396	CC	56023		CC	56273		CC	745372
397	CC	56026	496	CC	56274		CC	755021
398	CC	56028		CC	56275		CC	755029
399	CC	56030	498	CC	56276		CC	755047
400	CC	56033	1048	CC	56278		CC	755060
401	CC	56035		CC	56281		CC	755087
402	CC	56036	499	CC	56283		CC	755103
403	CC	56041		CC	56285	553	CC	755131
404	CC	56043		CC	56286	554	CC	755132
405	CC	56046	500	CC	56287	555	CC	755138
16	CC	56047	501	CC	56289	556	CC	755145
406	CC	56052	502	CC	56292	556	CC	755150
409	CC	56055		CC	56293	557	CC	764314
407	CC	56057		CC	56295	558	CC	764339
408	CC	56059		CC	56298	559	CC	764340
17	CC	56065	505	CC	56299		CC	764349
410	CC	56067		CC	56323	560	CC	764353
411	CC	56068		CC	56328	561	CC	764361
412	CC	56070	506	CC	56338	562	CC	764366
413	CC	56075		CC	56352	563	CC	764372
414	CC	56077	1049	CC	56358	564	CC	764374
415	CC	56079	507	CC	56369	565	CC	764386
58	CC	56084		CC	56375	566	CC	764400
416	CC	56087	508	CC	56384	567	CC	764402

CC : C E M E R A N D O L I N G CO. DALLAS

BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST
460	CC	56181	340	CC	56960		CC	765819
461	CC	56182	343	CC	56961		CC	765829
462	CC	56184		CC	56963		CC	765841
463	CC	56186	346	CC	56964		CC	765863
464	CC	56188		CC	56965		CC	765883
465	CC	56189		CC	56966		CC	765886
466	CC	56191	341	CC	56968		CC	765918
467	CC	56198	342	CC	56969		CC	765929
	CC	56201	348	CC	56971		CC	765931
469	CC	56202		CC	56972		CC	765998
470	CC	56205	349	CC	56973		CC	766048
471	CC	56206		CC	56978		CC	766055
472	CC	56207	351	CC	56980		CC	766070
473	CC	56208	344	CC	56981		CC	766088
474	CC	56209	345	CC	56983		CC	766089
475	CC	56211	346	CC	56984		CC	766117
476	CC	56213	347	CC	56985		CC	766119
	CC	56214		CC	56986		CC	766134
	CC	56216		CC	56987		CC	766141
	CC	56217	348	CC	56988		CC	766142
478	CC	56218		CC	56990		CC	766159
	CC	56219	350	CC	56991		CC	766167
479	CC	56221	351	CC	56992		CC	766178
	CC	56222	352	CC	56993		CC	766182
	CC	56223		CC	56994		CC	766197
481	CC	56227		CC	81034		CC	766215
482	CC	56228		CC	81039		CC	766218
483	CC	56229		CC	81053		CC	766243
484	CC	56231	355	CC	81089		CC	766250
485	CC	56232		CC	81096		CC	766264
486	CC	56233	356	CC	81135		CC	766271
	CC	56244		CC	81139		CC	766273
487	CC	56246		CC	81140		CC	766274
488	CC	56247		CC	85019		CC	767284
489	CC	56248		CC	85022		CC	767096
490	CC	56250		CC	85024		CC	767158
	CC	56256		CC	85028		CC	767172

INTERMODAL FLAT

CC	645000	CC	645013	CC	645026
CC	645001	CC	645014	CC	645027
CC	645002	CC	645015	CC	645028
CC	645003	CC	645016	CC	645029
CC	645004	CC	645017	CC	645030
CC	645005	CC	645018	CC	645031
CC	645006	CC	645019	CC	645032
CC	645007	CC	645020	CC	645033

CC & P FILE D: ROLLING STOCK

CC 645003

CC 645020

CC 645033

CC 645033

CHICAGO, CENTRAL & PACIFIC RAILROAD
LISTING OF ROLLING STOCK

BOOK 949 PAGE 140

BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST
417	CC	56089		CC	56408	568	CC	764403
418	CC	56090		CC	56437	569	CC	764406
419	CC	56091	333	CC	56818		CC	764442
420	CC	56095		CC	56824	570	CC	764449
421	CC	56096	509	CC	56843	471	CC	764455
422	CC	56097	510	CC	56844		CC	764460
423	CC	56105	511	CC	56845	573	CC	764466
424	CC	56109	512	CC	56846	574	CC	764476
425	CC	56110	513	CC	56849	575	CC	764490
426	CC	56111	514	CC	56850	576	CC	764493
427	CC	56113	334	CC	56863	577	CC	764524
428	CC	56114	335	CC	56875	578	CC	764525
429	CC	56119		CC	56901		CC	764541
18	CC	56120	515	CC	56902		CC	764543
430	CC	56121	516	CC	56903		CC	764545
431	CC	56122		CC	56905		CC	764558
432	CC	56123	517	CC	56906	584	CC	764580
19	CC	56124	337	CC	56907		CC	764597
433	CC	56125	518	CC	56908	580	CC	764724
434	CC	56127	583	CC	56911		CC	764774
435	CC	56128		CC	56912		CC	764797
436	CC	56129	519	CC	56913		CC	765338
437	CC	56130	520	CC	56915		CC	765342
21	CC	56131	521	CC	56916		CC	765345
438	CC	56132	338	CC	56917		CC	765350
439	CC	56133		CC	56919		CC	765351
22	CC	56134		CC	56920		CC	765362
440	CC	56135	524	CC	56923		CC	765369
441	CC	56136	525	CC	56925		CC	765401
442	CC	56137	526	CC	56930		CC	765403
	CC	56138	527	CC	56931		CC	765416
443	CC	56140	528	CC	56936		CC	765424
444	CC	56143	529	CC	56938		CC	765449
445	CC	56144	530	CC	56939		CC	765457
446	CC	56146	531	CC	56940		CC	765460
447	CC	56147	532	CC	56941		CC	765463
448	CC	56150		CC	56942		CC	765486
449	CC	56152	534	CC	56943		CC	765491
23	CC	56162	535	CC	56944		CC	765581
24	CC	56163	536	CC	56946		CC	765608
450	CC	56164	537	CC	56947	581	CC	765609
451	CC	56165	538	CC	56948		CC	765619
453	CC	56168	539	CC	56949		CC	765725
454	CC	56169		CC	56951		CC	765731
455	CC	56171	540	CC	56952		CC	765747
456	CC	56173	541	CC	56953		CC	765763
457	CC	56175		CC	56954		CC	765764
458	CC	56178	543	CC	56955		CC	765798
	CC	56179	544	CC	56958		CC	765815

CHICAGO, CENTRAL & PACIFIC RAILROAD
LISTING OF ROLLING STOCK

BOOK 949 PAGE 141

BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST
	CC 645008			CC 645021			CC 645034	
	CC 645009			CC 645022			CC 645035	
	CC 645010			CC 645023			CC 645036	
	CC 645011			CC 645024			CC 645037	
	CC 645012			CC 645025			CC 645038	

GONDOLAS

179	CC	245000	193	CC	245036	206	CC	245060
180	CC	245004	194	CC	245040	207	CC	245062
181	CC	245006	195	CC	245043	208	CC	245065
182	CC	245013	196	CC	245044	209	CC	245072
183	CC	245014	197	CC	245046	210	CC	245081
184	CC	245015	198	CC	245047	211	CC	245082
185	CC	245017	199	CC	245050	212	CC	245086
186	CC	245020	200	CC	245052	213	CC	245090
187	CC	245023	201	CC	245053	214	CC	245091
188	CC	245026	202	CC	245055	215	CC	245092
189	CC	245029	203	CC	245056	216	CC	245095
190	CC	245030	204	CC	245057	217	CC	245097
191	CC	245034	205	CC	245058	218	CC	245099
192	CC	245035						

BOX CARS

279	CC	11096	297	CC	156564	261	CC	156990
280	CC	11250	298	CC	156568	262	CC	156992
281	CC	11266	299	CC	156589	263	CC	157721
282	CC	12001	300	CC	156604	264	CC	157773
283	CC	12003	249	CC	156694	265	CC	157860
284	CC	12023	250	CC	156721	266	CC	157874
285	CC	12037	251	CC	156734		CC	157946
286	CC	12048	252	CC	156738	267	CC	513862
287	CC	12056	253	CC	156754		CC	561671
288	CC	12068	254	CC	156830	268	CC	561810
	CC	12079	255	CC	156838	269	CC	562514
289	CC	12153	256	CC	156911	270	CC	562622
290	CC	12396	291	CC	156917	271	CC	562717
292	CC	155241	257	CC	156920	272	CC	562806
293	CC	156509	258	CC	156950	273	CC	565354
294	CC	156519	259	CC	156962	274	CC	568417
295	CC	156524		CC	156967	276	CC	591099
296	CC	156547	260	CC	156972			

OPEN TOP HOPPER CARS

CC	86044	CC	361162	CC	363007
CC	86057	CC	361225	CC	363008

CHICAGO, CENTRAL & PACIFIC RAILROAD LISTING OF ROLLING STOCK

CHICAGO, CENTRAL & PACIFIC RAILROAD
LISTING OF ROLLING STOCK

BOOK 949 PAGE 142

BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST	BNA NO.	CAR NUMBER	BOOK COST
CC	86060		CC	361230		CC	363010	
CC	86069		CC	361236		CC	363011	
CC	86101		CC	361282		CC	363018	
CC	86104		CC	361296		CC	363030	
CC	86105		CC	361299		CC	363032	
CC	86109		CC	361313		CC	363035	
CC	86112		CC	361326		CC	363036	
CC	86115		CC	361336		CC	363038	
CC	86131		CC	361366		CC	363040	
CC	86133		CC	361374		CC	363042	
CC	86146		CC	361382		CC	363044	
CC	86150		CC	361406		CC	363046	
CC	86153		CC	361446		CC	363048	
CC	86161		CC	361455		CC	363054	
CC	86162		CC	361543		CC	363060	
CC	86167		CC	361551		CC	363064	
CC	86168		CC	361555		CC	363067	
CC	86173		CC	361650		CC	363070	
CC	86174		CC	361719		CC	363071	
CC	86176		CC	361736		CC	363073	
CC	86180		CC	361797		CC	363076	
CC	89434		CC	361909		CC	363082	
CC	361109		CC	361951		CC	363086	
CC	361110		CC	362023		CC	363089	
CC	361119		CC	362166		CC	363092	
CC	361133		CC	363000		CC	363094	
CC	361137		CC	363005		CC	363095	

- X22-003 NORDBERG RAIL DRILL
- X22-004 NORDBERG RAIL DRILL
- X22-005 NORDBERG RAIL DRILL
- X22-006 NORDBERG RAIL DRILL
- X22-007 NORDBERG RAIL DRILL
- X22-008 NORDBERG RAIL DRILL
- X22-009 RACINE RAIL DRILL

- X23-001 NORDBERG TIE DRILL

- X24-001 PETTIBONE SPEEDSWING
- X24-002 PETTIBONE SPEEDSWING
- X24-003 PETTIBONE SPEEDSWING
- X24-004 PETTIBONE SPEEDSWING
- X24-005 PETTIBONE SPEEDSWING
- X24-006 PETTIBONE SPEEDSWING
- X24-007 OLIVER FRONT END LOADER
- X24-008 OLIVER FRONT END LOADER
- X24-009 JOHN DEERE FRONT END LOADER
- X24-010 CASE 580C FRONT END LOADER

- X29-001 NORDBERG PWER JACK
- X29-002 GEISMAR POWER JACK (RVD)

- X32-001 BELCO RAIL GRINDER
- X32-002 BELCO RAIL GRINDER
- X32-003 BELCO RAIL GRINDER
- X32-004 REMINGTON RAIL GRINDER
- X32-005 REMINGTON RAIL GRINDER
- X32-006 REMINGTON RAIL GRINDER

- X39-001 RACINE RAIL SAW
- X39-002 RACINE RAIL SAW
- X39-003 RACINE RAIL SAW
- X39-004 RACINE RAIL SAW
- X39-005 RACINE RAIL SAW
- X39-006 RACINE RAIL SAW
- X39-007 RACINE RAIL SAW
- X39-008 RACINE RAIL SAW
- X39-009 GEISMAR 16" RAIL SAW
- X39-010 GEISMAR 16" RAIL SAW
- X39-011 GEISMAR 14" RAIL SAW
- X39-012 GEISMAR 14" RAIL SAW
- X39-013 GEISMAR 14" RAIL SAW
- X39-014 GEISMAR 14" RAIL SAW
- X39-015 GEISMAR 14" RAIL SAW
- X39-016 GEISMAR 14" RAIL SAW

- X42-002 FAIRMONT SCARIFIER INSERTER

- X45-001 FAIRMONT WALKING SPIKE PULLER
- X45-002 FAIRMONT WALKING SPIKE PULLER
- X45-003 TAMPER HYDRONEWER
- X45-004 FAIRMONT DUAL RIDING SPIKE PULLER

- X50-001 JACKSON JORDAN DITCHER

WORKER

FOR RECORDS - 22-4700 * 11/27/01 06 '02 '21

J15-002	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-003	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-004	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-005	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-006	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-007	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-008	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-009	ELECTRIC GENERATOR LESS THAN 5000 WATTS
J15-010	ELECTRIC GENERATOR LESS THAN 5000 WATTS

97	AS-3M SPIKE PULLER
99	LITTLE GIANT CRANE
943	AZ-02 NORDBERG ADZER
944	BALLAST KRIBBER
945	SP-21 SPIKE PULLER
996	SI-19 SCARIFIER
1132	CASE 580K BACKHOE
1137	LERDI AIR COMPRESSOR
1140	RAC ANCHOR FASTNER
1141	SPIKE PULLER
1142	SPIKE PULLER
1143	SPIKE PULLER
1144	SPIKE PULLER
1145	SPIKE PULLER
1146	FAIRMONT TIE DRILL
1147	FAIRMONT TIE DRILL
1148	FAIRMONT TIE DRILL
1149	FAIRMONT TIE DRILL
1150	FAIRMONT TIE DRILL
1151	(4) HYDR POWER UNITS
1152	(4) 90' POWER HOSES
1153	(8) SPIKER/TAMPERS
1154	(4) IMPACT WRENCHES
1155	(8) SPIKER BITS
1156	(4) TAMPER BITS
1157	(4) IMPACT SOCKET
1158	(2) 16" RAIL SAW
1159	HYDR POWER UNIT
1160	50' POWER HOSE
1161	IMPACT WRENCH
1162	IMPACT SOCKET
1163	16" RAIL SAW
1164	RAIL DRILL

1164 RAIL DRILL 1163 16" RAIL SAW 1162 IMPACT SOCKET 1161 IMPACT WRENCH 1160 50' POWER HOSE 1159 HYDR POWER UNIT 1158 (2) 16" RAIL SAW 1157 (4) IMPACT SOCKET 1156 (4) TAMPER BITS 1155 (8) SPIKER BITS 1154 (4) IMPACT WRENCHES 1153 (8) SPIKER/TAMPERS 1152 (4) 90' POWER HOSES 1151 (4) HYDR POWER UNITS 1150 FAIRMONT TIE DRILL 1149 FAIRMONT TIE DRILL 1148 FAIRMONT TIE DRILL 1147 FAIRMONT TIE DRILL 1146 FAIRMONT TIE DRILL 1145 SPIKE PULLER 1144 SPIKE PULLER 1143 SPIKE PULLER 1142 SPIKE PULLER 1141 SPIKE PULLER 1140 RAC ANCHOR FASTNER 1137 LERDI AIR COMPRESSOR 1132 CASE 580K BACKHOE 996 SI-19 SCARIFIER 945 SP-21 SPIKE PULLER 944 BALLAST KRIBBER 943 AZ-02 NORDBERG ADZER 99 LITTLE GIANT CRANE 97 AS-3M SPIKE PULLER

(1) Derrick-Hand D-67	Fairmont	W-64-A-3
(1) Derrick-Hand D-68	"	W-64-A-3
(1) Derrick-Hand D-64	"	W-64-A-3
(1) Electric Welder EW 122	Miller	2DD A/C-DF
(1) Wire Drive RW 2	Auto Arc	4000 C
(1) Rail Grinder GG 189	Nordberg	DG
(1) Rail Grinder SRP-19	Simplex	RPE-120
(1) Brush Cutter BC-7	Kershaw	10-6
(1) Bolt Tightener PBT-117	Nordberg	DW
(1) Bolt Tightener PBT-201	Raco	C
(1) Mowers-Tractors 6643	Oliver	770
(1) Mowers-Tractors 6681	John Deere	1020
(1) Mowers-Tractors 6665	IHC	2424
(1) Tractor-FEL CA 261	Case	580
(1) Tractor-Backhoe JD 260	John Deere	JD 310A
(1) Tractor-Backhoe 6605	Oliver	770
(1) Burrow Crane PR-40	Burro	30
(1) Anchor Applicator AA10	Racine	AF
(1) Anchor Applicator AA 18	Racine	AF
(1) Tamper Torsion Beam MT-123	Tamper, Inc.	ETBAG-6
(1) Tamper, Jr. MT-207J	Tamper, Inc.	UDM JSR
(1) Tamper Switch MT-300	Tamper, Inc.	NS
(1) Regulator BRC-29	Kershaw	26-2-2
(1) Air Compressor CR-234	LeRoi	130RG2E
(1) Spike Driver SD-205	LR	6P88B
(1) Clamshell Bucket CB52	Burro	58

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

912 TON 90-LB. RAIL
 281 TON 112-LB RAIL
 501 TON 115-LB RAIL
 1556 PR 90-LB BARS
 323 PR 112-LB BARS
 229 PR 115-LB BARS
 5612 90-LB TIE PLATES
 6882 112-LB TIE PLATES
 22 KEGS 1X 5 1/4 & 5 3/4 TRACK BOLTS WITH WASHERS
 250 KEGS NEW 5/8 TRACK SPIKES

5 AIR COMPRESSORS. WITH ALL ATTACHMENTS

5 WELDING SETS. COMPLETE WITH WIRE. FEED. GRINDERS. BOUTE
 WELDING EQUIPMENT AND POWER EXPANDERS

6 POWER PLANTS-GENERATORS AND LIGHTING

ENGINEERING INSTRUMENTS. TOOLS. EQUIPMENT AND RECORDS

HYRAIL GEAR AND RADIOS ON ALL AUTOMOTIVE EQUIPMENT ON RAIL LINE

HANDSET AND PACKET RADIOS EXISING ON "RAIL LINE"
 INCLUDING ENGINE RADIOS

COMPLETE TARIFF FILE

20 HIGHLY VISIBLE REAR END MARKING DEVICES

DIVISION REPORTS APPLICABLE TO RAIL LINE
 (CONFIDENTIAL HANDLING REQUIRED)

RAIL FASTENINGS ON RAIL LINE

2 KLINE TRUCKS MD 7001 AND MD7003

1 SECOND-HAND ROLLER BEARING PULLER

554.601 GALLONS OF DIESEL FUEL

7 SETS OF 26 AIR BRAKE EQUIPMENT

25 SETS OF ABDW AIR BRAKE EQUIPMENT

3 WBDRM AIR COMPRESSORS

12.30.50 10:45AM 08 08 21

B. CERTAIN RIGHTS:

All rights assigned to Mortgagee by Illinois Central Gulf Railroad Company ("ICG") with respect to licenses, leases, easements, trackage rights, joint facility agreements and all other assignable agreements applicable to the railroad lines acquired by Mortgagee pursuant to a Purchase and Sale Agreement between Mortgagee and ICG, dated as of April 1, 1985.

Certain Other Collateral

All rights of Mortgagee under the Purchase and Sale Agreement made as of the 1st day of April, 1985, between Mortgagee and ICG, as amended, and all certificates, agreements and other instruments delivered to Mortgagee by ICG thereunder or entered into between Mortgagee and ICG pursuant thereto, including closing certificates, the agreements and instruments attached as exhibits to such Purchase and Sale Agreement, and all indemnity and escrow agreements entered into in connection with the closing under such Purchase and Sale Agreement.

RECORDED
INDEXED
MAY 11 1985
SHERIFF'S OFFICE