

Records 3rd

EXECUTED IN 350 COUNTERPARTS
OF WHICH THIS IS NO. 251
159-1366

TRUSTEE'S DEED

THIS DEED, dated as of the first day of June, 1984, between William M. Gibbons, as Trustee, and not as an individual, of the Property of CHICAGO, ROCK ISLAND AND PACIFIC RAILROAD COMPANY, Debtor (said Trustee, the Grantor herein, being hereinafter called the "Trustee") and CHICAGO PACIFIC CORPORATION, a Delaware corporation, the Grantee herein, having its principal place of business at 332 South Michigan Avenue, Chicago, Illinois 60604.

WHEREAS, the Trustee pursuant to Order No. 3 dated March 28, 1975 was the trustee duly appointed, qualified and acting, of the Property of the Debtor in proceedings for the reorganization of a railroad under Section 77 of the Bankruptcy Act pending in the United States District Court for the Northern District of Illinois, Eastern Division (Reorganization Court), in No. 75 B 2697, In the Matter of Chicago, Rock Island and Pacific Railroad Company, Debtor (Reorganization Proceedings) and by said Order No. 3 was vested with all properties of the Debtor, real and personal; and

WHEREAS, by operation of law in the Reorganization Proceedings the Trustee received title to all of the property, assets, rights, privileges and franchises of the Debtor; and

WHEREAS, subsequent to January 25, 1980, the Trustee has been liquidating the assets of the Debtor's estate as authorized in Orders of the Reorganization Court; and

WHEREAS, Order No. 578 (Consummation Order and Final Decree) of the Reorganization Court entered in the Reorganization Proceedings on April 19, 1984, provided that all of the property, assets, rights, privileges and franchises of the Trustee shall be transferred to, vest in and become the absolute property of CHICAGO PACIFIC CORPORATION, being the same corporation as the Debtor with a new corporate name; and

WHEREAS, by said order the Trustee was authorized to execute and deliver to CHICAGO PACIFIC CORPORATION a deed, substantially in the form hereof, transferring to CHICAGO PACIFIC CORPORATION, effective as of June 1, 1984, all of the property, assets, rights, privileges and franchises of the Trustee; and

WHEREAS, by said order CHICAGO PACIFIC CORPORATION was authorized and directed to record this Deed in each jurisdiction in which CHICAGO PACIFIC CORPORATION owns real property or interests therein.

WITNESSETH, that the Trustee, in compliance with said Order and in furtherance and in confirmation of the transfers ordered therein, and without other consideration, does hereby, effective as of June 1, 1984, quitclaim, grant, convey, remise and release unto CHICAGO PACIFIC CORPORATION, its successors and assigns, forever, all right, title and interest of the Trustee or the Debtor of, in and to the following described property, assets, rights, privileges and franchises:

FIRST: All of the right, title and interest, legal and equitable, of the Trustee or the Debtor in and to all lands and real property, of every kind, character and description, and wherever located, now owned, leased or otherwise held by the Trustee or the Debtor, together with all of the appurtenances, tenements, hereditaments, ways, waters, minerals, rights, improvements, structures, fixtures, licenses, leaseholds,

REVISED STATES OF NEBRASKA
SECTION 76-902
SUBSECTIONS 8, 12

EXEMPT

Mail to: Title Insurance
69 WEST WASHINGTON STREET
CHICAGO, ILLINOIS 60602

easements, reversions, remainders, rents, issues, income, profits, rights, powers, franchises, privileges, immunities and other interests and items belonging to or in any way appertaining to such real property.

SECOND: All other property, real and personal, of every kind, character or description, and wherever located, owned or held by the Trustee or the Debtor on the date first above written;

TO HAVE AND TO HOLD all and singular the aforesaid property and interests therein hereby conveyed and transferred, or intended so to be, unto CHICAGO PACIFIC CORPORATION, its successors and assigns, to its and their own proper use, benefit and behoof, forever, free and clear, except as otherwise provided in said Order, of all claims, rights, demands, interests, liens and encumbrances, of every kind and character, of the Debtor, its creditors, claimants and stockholders.

AND THIS INDENTURE FURTHER WITNESSETH:

That the Trustee shall not incur any personal liability by reason of the execution of this Deed or by reason of any recital or provision herein contained.

That the conveyance provided for herein is made without covenants of title or warranties of any kind whatever, express or implied.

In order to facilitate the recording of this Deed, it has been executed in several counterparts, which together shall constitute one and the same instrument.

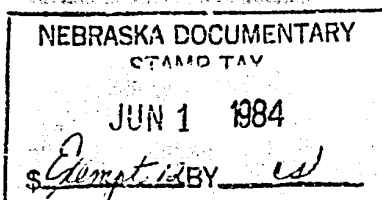
IN WITNESS WHEREOF, the Trustee has executed this Deed, as of the day and year first above written.

WITNESS:

Carl E. Parker
Carl E. Parker

William M. Gibbons
WILLIAM M. GIBBONS, TRUSTEE of the
Property of Chicago, Rock Island and
Pacific Railroad Company, Debtor

Charles J. Harrison
Charles J. Harrison



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BOOK 159 OF Deeds
PAGE 1366

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Carl E. Gibbons
REGISTER OF DEEDS


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STATE OF ILLINOIS :
: SS.
COUNTY OF COOK :

On the 9th day of May, 1984, before me, Thomas L. Svehla, the undersigned, a Notary Public in and for said County and State, personally appeared William M. Gibbons, Trustee as aforesaid, to me known and known to me to be the person described in the foregoing instrument, and acknowledged that he executed the same in the capacity therein stated and for the purposes therein contained, and as his free act and deed, pursuant to authorization contained in Order No. 678 of the Reorganization Court.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.


Thomas L. Svehla
Notary Public



My Commission expires:

September 2, 1984

THIS INSTRUMENT WAS PREPARED BY
THE CHICAGO, ROCK ISLAND AND
PACIFIC RAILROAD COMPANY'S
NONRAIL ASSETS DISPOSITION GROUP.