

HATT PARROTT & SONS CO., WATERLOO, IOWA D31724

DEED

From
CHICAGO GREAT WESTERN RAILROAD COMPANY
 and
PATRICK H. JOYCE and LUTHER M. WALTER,
 Not Individually, but as Trustees of the Property of
 Chicago Great Western Railroad Company, Debtor
 To
CHICAGO GREAT WESTERN RAILWAY COMPANY
 Dated: February 19, 1941

Filed for Record the 25 day of February
 A. D. 1941, at 2:21 o'clock A. M.
Pearl E. Shetterly, Recorder
 #1317 By _____, Deputy
 Recording Fee, \$ 2.50 ✓

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CHICAGO GREAT WESTERN RAILROAD COMPANY, a corporation organized and existing under the laws of the State of Illinois, (hereinafter sometimes termed the "Debtor") and PATRICK H. JOYCE and LUTHER M. WALTER, not individually but as Trustees of the property of Chicago Great Western Railroad Company, Debtor, appointed by the United States District Court for the Northern District of Illinois, Eastern Division, in a proceeding for the reorganization of a railroad under Section 77 of the Bankruptcy Act, as amended, entitled, "In the Matter of Chicago Great Western Railroad Company, Debtor, No. 58970," (sometimes hereinafter termed the "Trustees"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable considerations, receipt of which is hereby acknowledged, pursuant to due authority given by the Board of Directors of the Debtor and pursuant to order entered February 15, 1941, by said District Court of the United States in said reorganization proceeding, do hereby grant, convey, assign, transfer and set over unto Chicago Great Western Railway Company, a corporation organized and existing under the laws of the State of Illinois, (hereinafter sometimes termed the "Railway Company"), its successors and assigns:

FIRST. All the right, title and interest of the Debtor and of the Trustees in and to all and singular the main lines of railroad constituting the railroad and trackage rights owned by the Debtor and by the Trustees, including the following:

(1) A main line extending from Chicago, Illinois, by way of Dubuque, Iowa, to Oelwein, Iowa, which said line is located in or passes into or through the counties of Cook, DuPage, Kane, DeKalb, Ogle, Stephenson and Jo Davies in the State of Illinois and

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the counties of Dubuque, Delaware, Buchanan and Fayette in the State of Iowa.

(2) A main line extending from Oelwein, Iowa, to the Cities of St. Paul and Minneapolis, Minnesota, which said line is located in or passes into or through the counties of Fayette, Bremer, Chickasaw, Howard and Mitchell in the State of Iowa and the counties of Mower, Dodge, Goodhue, Rice, Dakota, Ramsey and Hennepin in the State of Minnesota.

(3) A main line extending from Oelwein, Iowa, southwestwardly through the Cities of Waterloo, Marshalltown and Des Moines, Iowa, St. Joseph, Missouri and Leavenworth, Kansas, to Kansas City, Missouri, which said line is located in or passes into or through the counties of Fayette, Buchanan, Blackhawk, Grundy, Tama, Marshall, Jasper, Polk, Warren, Madison, Union, Ringgold and Taylor in the State of Iowa, the counties of Worth, Nodaway, Andrew, Buchanan, Platte and Jackson in the State of Missouri and the counties of Leavenworth and Wyandotte in the State of Kansas.

(4) A main line extending from Mankato, Minnesota, by way of Faribault, Randolph, Red Wing and Rochester, Minnesota, to McIntire, Iowa, and thence to Osage, Iowa, which said line is located in or passes into or through the counties of Blue Earth, Le Sueur, Rice, Dakota, Goodhue, Olmstead, Mower and Fillmore in the State of Minnesota and the counties of Howard and Mitchell in the State of Iowa.

(5) A main line extending from Hayfield, Minnesota, by way of Mason City and Fort Dodge, Iowa, to Omaha, Nebraska, which said line is located in or passes into or through the counties of Dodge and Mower in the State of Minnesota, the counties of Mitchell, Worth, Cerro Gordo, Franklin, Wright, Webster, Calhoun, Carroll, Crawford, Shelby, Harrison and Pottawattamie in the State of Iowa and the county of Douglas in the State of Nebraska.

(6) A main line extending from Oelwein, Iowa, to Clarion, Iowa, which said line is located in or passes into or through the counties of Fayette, Bremer, Butler, Franklin and Wright in the State of Iowa.

SECOND. All the right, title and interest of the Debtor and of the Trustees in and to all and singular the branch lines of railroad and trackage rights owned by the Debtor and by the Trustees, including the following:

(1) A branch line extending from a junction with the main line at Sumner, Iowa, to Waverly, Iowa, which said branch line is located in the county of Bremer in the State of Iowa.

(2) A branch line extending from a junction with the main line at a point known as Cedar Falls Junction in the State of Iowa, to Cedar Falls, Iowa, which said branch line is located in the county of Blackhawk in the State of Iowa.

(3) A branch line extending from Simpson, Minnesota, to Winona, Minnesota, which said line is located in or passes into or through the counties of Olmstead and Winona in the State of Minnesota.

(4) A branch line extending from a junction with the branch line at Utica, Minnesota, to Altura, Minnesota, which said branch line is located in the county of Winona in the State of Minnesota.

(5) A branch line extending from the end of branch line at Winona, Minnesota, to Sugar Loaf, Minnesota, which said branch line is located in the county of Winona in the State of Minnesota.

(6) A branch line extending from a junction with the main line at a point known as Bellechester Junction, Minnesota, to Bellechester, Minnesota, which said branch line is located in the county of Goodhue in the State of Minnesota.

(7) A branch line extending from a junction with the main line at Ft. Dodge, Iowa, to Gypsum, Iowa, together with certain tracks owned by the Debtor and by the Trustees at Evanston and Lehigh, Iowa, which said branch line and other tracks are located in the county of Webster in the State of Iowa.

(8) A branch line extending from Sycamore, Illinois, to DeKalb, Illinois, which said line is located in the county of DeKalb in the State of Illinois.

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THIRD. All the right, title and interest of the Debtor and of the Trustees in and to all and singular the tracts and parcels of land and other property in the counties of Ramsey and Hennepin, in the State of Minnesota, owned by the Debtor and by the Trustees and described in that certain deed dated November 28, 1909 from Wisconsin Central Railway Company to Chicago Great Western Railroad Company and recorded on June 2, 1910 in the office of the Register of Deeds of Ramsey County, Minnesota, in Book 570 of Deeds, at page 602, and recorded on September 3, 1910, in the office of the Register of Deeds of Hennepin County, Minnesota, in Book 683 of Deeds, at page 350.

FOURTH. All the right, title and interest of the Debtor and of the Trustees in and to any and all rights of way, lands, fixtures, structures, improvements, tenements and hereditaments of whatever kind or description and wherever situated, and contiguous or appurtenant to any of the above-described lines of railroad, including in the property comprised in the description in this paragraph any and all main tracks, yard tracks, side tracks, spur tracks, rights of way, easements, estates, superstructures, roadbed, bridges, trestles, culverts, viaducts, buildings, depots, stations, stock yards, warehouses, elevators, car-houses, engine-houses, freight-houses, machine shops and other shops, turntables, fuel stations, water stations, signals, interlocking plants, telegraph and telephone lines, fences, docks, structures and fixtures, terminals, terminal facilities and all other things of whatsoever kind and in any wise or at any time belonging or appurtenant to, or used in connection with, any and every line of railway or branch thereof or other real property in which the Debtor or the Trustees have any interest.

FIFTH. All the right, title and interest of every name and nature of the Debtor and of the Trustees in and to all

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locomotives, engines and motors, however propelled and operated, cars, other rolling stock and equipment, busses, trucks and other chattels now owned by, or the title to which is or is provided hereafter to be vested in the Debtor and the Trustees, including all right, title and interest now vested in, or provided hereafter to be acquired by, the Debtor and by the Trustees in and to any and all locomotives and other rolling stock and equipment or busses or trucks leased to or possessed by the Debtor and by the Trustees under any equipment trust agreement and lease, or other conditional sale agreement or lease, or any chattel mortgage.

SIXTH. The following shares of capital stock:

Description	Par Value
The Minnesota Transfer Railway Company.....	\$ 91,300.00
The Saint Paul Union Depot Company.....	103,600.00
St. Joseph Union Depot Company.....	1,000.00
Kansas City Terminal Railway Company.....	183,333.33
Iowa Transfer Railway Company.....	16,100.00
Iowa Development Company.....	16,000.00
Iowa Townsite Company.....	10,000.00
Great Western Coal Company.....	50,000.00
Omaha Grain Terminals.....	100,000.00
Railway Express Agency, Incorporated (4 shares)	No par
Landers-Norblom-Christenson Company (Second Preferred)	900.00
Landers-Norblom-Christenson Company (Class B, Common) (4½ shares)	No par

SEVENTH. The following described evidences of indebtedness:

Description	Principal Amount
St. Joseph, Missouri, Park Fund Certificates	\$798.13

EIGHTH. All the right, title and interest of the Debtor and of the Trustees in and to any and all leases, leasehold

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rights, joint facility and other trackage contracts, rights and privileges, and amendments, renewals and extensions thereof, for use upon or in connection with or belonging or appertaining to any of the aforesaid lines of railroad, or relating to the ownership, use or operation of any terminals or union or other stations situated along, or at the terminus of, any of the aforesaid lines of railroad.

NINTH. All the right, title and interest of the Debtor and of the Trustees in and to any and all telegraph, telephone or other communication lines, and the right to the use of any and all telegraph, telephone or other communication lines along any of the aforesaid lines of railroad in the same manner and to the same extent as they are now or hereafter may be used or subject to use.

TENTH. Any and all corporate rights, powers, franchises, privileges, and immunities owned or possessed by the Debtor or the Trustees, business, goodwill, patents, patent applications, copyrights, trade-marks, trade names, licenses, leases, contracts, agreements, indemnities, stocks, bonds, securities, bills, notes or accounts receivable, choses in action, claims, cash, books, records, lists, deeds, abstracts, bills of sale, opinions, certificates, papers, instruments, documents, merchandise, furniture, furnishings, fixtures, equipment, tools, implements, lands, and any and all other property of the Debtor and of the Trustees of every kind, nature and description, real, personal and mixed, tangible and intangible, wheresoever situated, and all of the right, title and interest of the Debtor and of the Trustees therein.

It is the intention of the parties hereto by this instrument to transfer to and vest absolutely in the grantee, its successors and assigns, all of the business, property, and assets of the Debtor and of the Trustees of whatever kind or character and wheresoever situated, and all of the right, title and interest of the Debtor and of the Trustees therein

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and thereto, as provided by said order of court entered February 15, 1941, above referred to.

The Debtor and the Trustees at any time, and from time to time, upon the request of the Railway Company, agree forthwith to furnish and deliver such further instruments of sale, conveyance, transfer, assignment, endorsement, direction, authorization or confirmation, as may be sufficient, requisite or advisable to vest in the Railway Company and evidence full, complete and absolute legal and equitable title in and to all of the business, property, assets, effects, titles, interests and rights of the Debtor and of the Trustees, real, personal and mixed, tangible and intangible, of every kind, nature and description, and wheresoever situated, and all of the right, title and interest of the Debtor and of the Trustees therein and thereto.

This instrument shall become effective and the possession of the business, property and assets herein described shall be delivered by the Debtor and by the Trustees to the Railway Company at twelve o'clock midnight, Central Standard Time, February 19, 1941.

IN WITNESS WHEREOF Chicago Great Western Railroad Company has caused its corporate seal to be hereunto affixed, and has caused its name to be signed to these presents by its President, and attested by its Secretary, and Patrick H. Joyce and Luther M. Walter, as Trustees, as aforesaid, have hereunto set their hands and seals, this 19th day of February, 1941.

CHICAGO GREAT WESTERN RAILROAD
COMPANY,

By P. H. Joyce
President

ATTEST:

H. W. Burtness
Secretary.
(Corporate Seal)

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Witnesses to the signatures of the officers of Chicago Great Western Railroad Company:

Otto G. Holonbek
W. A. S. Mulligan

Patrick H. Joyce (Seal)

Luther M. Walter (Seal)

Not individually but as Trustees of the property of Chicago Great Western Railroad Company, Debtor.

Witnesses to the signatures of Patrick H. Joyce and Luther M. Walter:

W. A. S. Mulligan
Guy A. Gladson

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STATE OF ILLINOIS, }
COUNTY OF COOK. } ss.

On this 19th day of February, A. D. 1941, before me, a notary public in and for said County in the State aforesaid, personally appeared P. H. JOYCE and H. W. BURTNESSE, each to me personally known and each being by me duly sworn, did say that said P. H. JOYCE is the President and said H. W. BURTNESSE is the Secretary of CHICAGO GREAT WESTERN RAILROAD COMPANY, the corporation named in the foregoing instrument; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said P. H. JOYCE and H. W. BURTNESSE acknowledged said instrument to be the free and voluntary act and deed of said corporation by it voluntarily executed.

.....John J. O'Connor.....
Notary Public
Cook County, Illinois.

My commission expires: (Notarial Seal)

.....July 7th 1943.....

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STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I,John J. O'Connor....., a Notary Public in and for said County, in the State aforesaid, do hereby certify that PATRICK H. JOYCE and LUTHER M. WALTER, personally known to me to be the same persons whose names are subscribed to the foregoing instrument, personally appeared before me this day in person and each being by me duly sworn, did say that they are the Trustees of the property of Chicago Great Western Railroad Company, Debtor, appointed by the United States District Court for the Northern District of Illinois, Eastern Division, in a proceeding for the reorganization of a railroad under Section 77 of the Bankruptcy Act, as amended, entitled, "In the Matter of Chicago Great Western Railroad Company, Debtor, No. 58970," and that they signed, sealed and delivered the said instrument as their free and voluntary act and deed, not individually but as such Trustees for the uses and purposes therein set forth and pursuant to the order of court referred to in said instrument.

GIVEN under my hand and seal, this 19th day of February, 1941.

.....John J. O'Connor.....
Notary Public
Cook County, Illinois.

My commission expires: (Notarial Seal)

.....July 7th 1943.....

COMPARED