

47A

TRUSTEES' DEED

HENRY A. SCANDRETT, WALTER J. CUMMINGS,
AND GEORGE I. HAIGHT,
as Trustees

TO

CHICAGO, MILWAUKEE, ST. PAUL AND
PACIFIC RAILROAD COMPANY

As of 12:01 A. M., December 1, 1945

Filed for record this 8th day of December

A. D. 1945, at 9:00 o'clock A. M.

Daniel B. Hertz, Jr.
Recorder or Clerk or Auditor or Register of Deeds

Deputy

Fee \$ 2.10

2

TRUSTEES' DEED

KNOW ALL MEN BY THESE PRESENTS, that the Grantors, HENRY A. SCANDRETT, WALTER J. CUMMINGS and GEORGE I. HAIGHT, as Trustees of the property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a railroad corporation of the State of Wisconsin (said corporation being referred to below as the "Debtor"), duly appointed by the District Court of the United States for the Northern District of Illinois, Eastern Division, in proceedings for the reorganization of a railroad under Section 77 of the Bankruptcy Act, entitled "In the Matter of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, No. 60463" (hereinafter referred to as the "Trustees"), being in possession of and operating the property of the Debtor in the States of Wisconsin, Michigan, Indiana, Illinois, Minnesota, Iowa, Nebraska, Missouri, Kansas, North Dakota, South Dakota, Montana, Idaho and Washington, for and in consideration of and compliance with the orders and directions of the Court in the reorganization proceedings, have remise, released, transferred, assigned, conveyed, quitclaimed and set over, and by these presents do remise, release, transfer, assign, convey, quitclaim and set over unto the Grantee, CHICAGO, MILWAUKEE, ST. PAUL AND PACIFIC RAILROAD COMPANY, a railroad corporation of the State of Wisconsin (the reorganized corporation under the Plan of Reorganization hereinafter referred to), all and singular the following described property, rights, privileges and franchises:

First. All of the right, title and interest of the Trustees in and to all and singular the lines of railroad now owned or operated by the Trustees, including all main lines, branch lines, yard, side, industrial, switch, connecting, terminal, passing and shop tracks and turnouts, and all undivided interests and leasehold interests therein.

Second. All of the right, title and interest of the Trustees in and to all tracts and parcels of land, easements, rights of way and other real property and interests in real property of whatever kind or description now owned or possessed by the Trustees.

Third. All right, title and interest of every name and nature, legal or equitable, of the Trustees in and to all mechanical equipment, machinery, tools, implements, furniture, supplies, materials, and other chattels now owned or possessed by the Trustees.

Fourth. All estate, right, title and interest of every kind and nature, legal or equitable, of the Trustees in and to all locomotives, however propelled or operated, passenger, freight, mail, express, baggage or other railway cars, work cars, buses, tractors, trailers, trucks, automobiles, and other vehicles and conveyances for the transportation of passengers, employees, freight, mail, express, baggage and materials, including all right, title and interest now vested in them or in and to any and all such property leased to or held or possessed by the Trustees or the Debtor under any equipment trust agreement, conditional sale agreement, rental agreement, lease, chattel mortgage or other instrument.

Fifth. All right, title and interest of the Trustees in and to securities of other corporations.

Sixth. All estate, right, title, interest, terms and remainders of terms, franchises, privileges and rights of action of whatsoever name and nature in law or in equity of the Trustees in and to all trackage, terminal or operating contracts, agreements, leases, leasehold rights, joint facilities and other rights and privileges.

Seventh. All right, title and interest of every name and nature of the Trustees in and to any and all telegraph, telephone or other communication facilities, and the rights and

3

agreements covering the rights to the use of any and all telegraph, telephone or other communication facilities along the lines of railroad now owned or operated by Trustees.

Eighth. Any and all rights, powers, franchises, privileges and immunities now owned or possessed by the Trustees which may be necessary for or appurtenant to the use, operation, management, maintenance, renewal, alteration or improvement of the lines of railroad or of any other property now owned by them.

Ninth. All right, title and interest of the Trustees in all cash, bills, notes or accounts receivable, contracts, shares of stock, bonds and other obligations.

Tenth. All right, title and interest of the Trustees in all choses in action, including all claims and demands and all causes of action or pending suits, together with full power, including power of substitution and revocation, for the Trustees, and in their names or in the name of either of them or in the name of the Grantee, but for the sole use of the Grantee, to ask, demand, sue for, prosecute suits for, collect, receive, compound, or give acquittances for any of the same.

TOGETHER with all other properties of any and every kind or character whatsoever and wheresoever situated, real, personal or mixed, at the date of the execution and delivery of this instrument belonging to the Trustees; all tolls, revenues, earnings, income, rents, issues, and profits of said properties; all of the estate, right, title, interest, property, possession, claim and demand whatsoever, as well in equity as in law, of the Trustees of, in, and to said properties and every part and parcel thereof and of, in, and to the appurtenances and franchises appertaining thereto; all additions, improvements, and betterments to or upon or in connection with said properties; and all of the lands, tenements, hereditaments, reversions, remainders, rights, privileges, immunities, and benefits appertaining to said properties or any of the same.

4

To have and to hold, possess, and enjoy all and singular of the foregoing unto the Grantee, its successors and assigns, to its and their own proper use and benefit forever.

This conveyance is made by the Grantors pursuant to a Plan of Reorganization of Chicago, Milwaukee, St. Paul and Pacific Railroad Company confirmed by order of the District Court of the United States for the Northern District of Illinois, Eastern Division, in the aforesaid reorganization proceedings (which order of confirmation made final adjudication that the equity of the stockholders of the Debtor has no value and that said stockholders are not entitled to participate in the Plan of Reorganization); and this instrument is executed in connection with and for the purpose of consummating said Plan of Reorganization and pursuant to the authorization and direction of, and subject to the terms, conditions and provisions of, the order of consummation entered by the Court in said reorganization proceedings on November 26, 1945.

This instrument is executed by, and shall be binding upon, the Grantors, not as individuals, but solely as Trustees of the property of the Debtor, for the uses and purposes above set forth and referred to, and as contemplated and comprehended by the aforesaid order of consummation, and, as provided therein, shall be effective as of 12:01 A. M., Central Standard Time, on the first day of December, 1945.

In order to facilitate the recording of this instrument in different counties and states, more than one counterpart hereof has been executed, and each fully executed counterpart hereof shall be of full force and effect in like manner and to like extent as if it in fact had been the sole original executed instrument.

IN WITNESS WHEREOF, Henry A. Scandrett, Walter J. Cummings and George I. Haight, as such Trustees, and not as

5

individuals, have hereunto set their hands and seals this 30th day of November, 1945.

Henry A. Scandrett (L. S.)
Walter J. Cummings (L. S.)
George I. Haight
As Trustees of the property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor.

In the Presence of:

Edwin A. Shuman
Walter L. Hall

7

property and vested with the title thereto as such Trustees; and that they signed, sealed, executed, and delivered the foregoing instrument pursuant to the authorization and direction of the Court in said proceedings.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, this 30th day of November, 1945.

Henry L. Fortier, Notary Public in and for the State of Illinois, County of Cook. Residing at Chicago, therein. My Commission expires February 26, 1948.

(NOTARIAL SEAL)

6

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

On this 30th day of November, in the year 1945, before me, Henry L. Fortier, a Notary Public in and for the State and County aforesaid, personally appeared Henry A. Scandrett, Walter J. Cummings, and George I. Haight, to me personally known and known to me to be the Trustees of the property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, and personally known to me to be the persons described in ar who executed the foregoing instrument as such Trustees, and severally acknowledged that they signed, sealed and delivered the foregoing instrument as Trustees of the property of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, and as their free and voluntary act and deed as such Trustees, for the uses and purposes therein set forth.

And at the same time said Henry A. Scandrett, Walter J. Cummings, and George I. Haight, being by me first duly sworn, did severally depose and say that they respectively reside at 425 Grove Street, in the City of Evanston, 1500 North Lake Shore Drive, in the City of Chicago, and 1000 Lake Shore Drive, in the City of Evanston, all in the State of Illinois; that said Chicago, Milwaukee, St. Paul and Pacific Railroad Company is a railroad corporation of the State of Wisconsin; that the property of said corporation is under the jurisdiction and control of the District Court of the United States for the Northern District of Illinois, Eastern Division, in proceedings for the reorganization of a railroad under Section 77 of the Bankruptcy Act, entitled "In the Matter of Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, No. 60463"; that they are, and at the time of the execution and delivery of the foregoing instrument were, the duly appointed and acting Trustees of the property of said Chicago, Milwaukee, St. Paul and Pacific Railroad Company in said proceedings and in possession of and operating said