

DONELAN, CLEARY, WOOD & MASER, P. C.

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RECORDATION NO. 14868-2

RECORDATION NO. 14868-1

FEB 6 1991 -10 45 AM

February 6, 1991

FEB 6 1991 -10 45 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

FEB 6 10 50 AM '91
REGISTRATION UNIT

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-037A011

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one counterpart each of two secondary documents: (i) Supplement To Annex I Of The Mortgage, dated as of January 31, 1991, and (ii) Partial Release No. 3, dated as of January 31, 1991, both relating to Mortgage, Assignment, Security Agreement and Financing Statement, a primary document, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868, and amended by First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 31, 1987, and further amended by Second Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 22, 1988, recorded under Recordation No. 14868-D, and further amended by Third Amendment to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 21, 1990, recorded under Recordation No. 14868-G.

It is my understanding that the recordation numbers to be assigned to these two new documents as described in the preceding paragraph, will be: (i) 14868-H and (ii) 14868-I.

The names and addresses of the parties to the enclosed documents are as follows:

MORTGAGOR: Chicago, Central & Pacific Railroad Company
1006 East 4th Street
Waterloos, Iowa 50704

Mr. Maser
Conduct

MORTGAGEE: General Electric Capital Corporation
1600 Summer Street
Stamford, Connecticut 06905

General descriptions of the railroad equipment covered by the enclosed documents are attached hereto as Schedule 1.

The undersigned is the attorney-in-fact of General Electric Capital Corporation. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereof.

Also enclosed is a remittance in the amount of \$30.00 for the required recording fees.

Short summaries of the documents to appear in the index follow:

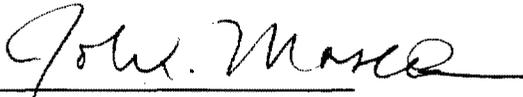
SECONDARY DOCUMENTS

Supplement To Annex I Of The Mortgage, dated as of January 31, 1991, relating to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868, as amended ("Mortgage"), evidencing that, subsequent to the execution of the Mortgage, Mortgagor has acquired six (6) General Motors GP38 type diesel-electric locomotives bearing Mortgagor's identification marks "CC" and Revised Serial Nos. 2000-2005, both inclusive, and that said locomotives are included as additional collateral under the Mortgage pursuant to an after-acquired property clause in the Mortgage.

Partial Release No. 3, dated as of January 31, 1991, relating to Mortgage, Assignment, Security Agreement and Financing Statement, dated as of December 23, 1985, between Chicago, Central & Pacific Railroad Company ("Mortgagor") and General Electric Capital Corporation ("Mortgagee"), recorded under Recordation No. 14868, as amended, relating to and releasing two (2) General Motors GP-10 locomotives bearing Mortgagor's identification marks "CC" and Revised

Serial Nos. 1633 and 1654 (corresponding to original ICG Serial Nos. 8233 and 8254) and one (1) D-77 Traction Motor.

Respectfully submitted,

By 
John K. Maser III
Attorney-In-Fact

286-6

Schedule 1

Description of Railroad Equipment Covered By Supplement
To Annex I of the Mortgage:

Six General Motors GP38 type diesel
electric locomotives, as follows:

<u>CC&P Locomotive Number</u>	<u>EMD (Manufacturer) Chasis Serial Number</u>	<u>Previous Road Number</u>
2000	7182-1	
2001	7182-2	
2002	7182-3	
2003	7182-4	
2004	7182-5	
2005		ITS 201

Description of Railroad Equipment
Covered By Partial Release No. 3:

<u>TYPE</u>	<u>ORIGINAL SERIAL NUMBER</u>	<u>REVISED SERIAL NUMBER</u>	<u>YEAR BUILT</u>
GP10 LOCOMOTIVE	ICG 8254	CC 1654	1971
GP10 LOCOMOTIVE	ICG 8233	CC 1633	1968
D-77 TRACTION MOTOR	None	None	

Interstate Commerce Commission
Washington, D.C. 20423

2/6/91

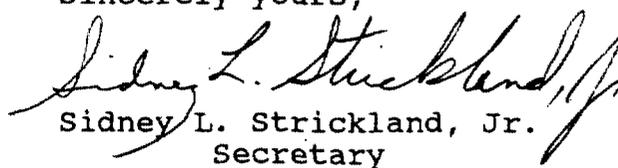
OFFICE OF THE SECRETARY

John K. Maser III
Donelane, Cleary, Wood & Maser
1275 K St N.W. Suite 850
Washington, D.C. 20005-4006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/91 at 10:45am, and assigned recordation number(s). 14868-H & 14868-I

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

14868-4
FEB 6 1991 -3 45 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENT TO ANNEX I OF THE MORTGAGE

WHEREAS CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Railway Company") has executed a Mortgage, Assignment, Security Agreement and Financing Statement ("Mortgage") dated as of December 23, 1985, and amended by that certain First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 31, 1987, and further amended by that certain Second Ammdement to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 22, 1988 and further amended by that certain Third Amendment to Mortgage, Assignment, Security Agreement and Financing Statement dated as of December 21, 1990 (collectively the "Mortgage"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION ("Mortgagee", formerly known as GENERAL ELECTRIC CREDIT CORPORATION) in order to secure the Obligations (as defined in the Mortgage); and

WHEREAS the Granting Clauses of the Mortgage include as Collateral (as defined in the Mortgage) any and all property and rights, of every kind and description, including all equipment acquired by the Railway Company after the time of execution of the Mortgage; and

WHEREAS the Railway Company has, subsequent to execution of the Mortgage, acquired certain equipment described as six (6) General Motors GP38 type diesel-electric locomotives; and

WHEREAS Railway Company acknowledges that such locomotives are subject to the Mortgage by virtue of the above-mentioned after-acquired property clause; and

WHEREAS the Railway Company desires to evidence that such locomotives are subject to the lien of the Mortgage by supplementing Annex I to the Mortgage to identify such locomotives and desires to perfect the Mortgagee's security interest therein and lien thereon by filing this Supplement pursuant to Section 1.4 of the Mortgage;

NOW, THEREFORE, WITNESSETH the Railway Company hereby supplements Annex I to the Mortgage; and Annex I to the Mortgage is hereby supplemented to include as additional collateral, without limiting or otherwise affecting the Mortgagee's lien on and security interest in the other collateral subject to the Mortgage, the equipment identified on the following page.

Six General Motors GP38 type diesel electric locomotives, as follows:

<u>CC&P Locomotive Number</u>	<u>EMD(Manufacturer) Chasis Serial Number</u>	<u>Previous Road Number</u>
2000	7182-1	
2001	7182-2	
2002	7182-3	
2003	7182-4	
2004	7182-5	
2005		ITS 201

CHICAGO, CENTRAL & PACIFIC
RAILROAD COMPANY

By: R. Kevin Trout
NAME: R. Kevin Trout
TITLE: Controller
DATE: 1-31-91

STATE OF IOWA)
(SS:
COUNTY OF BLACKHAWK)

Sworn to and subscribed before me
this 31st day of January, 1991.

Karen K. Schumaker
Notary Public

My Commission expires 9-26-93