

CHICAGO AND



TRANSPORTATION COMPANY

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

October 19, 1978

RECORDATION NO. *6460-C* Filed 1428

File No.: A-7988

OCT 25 1978 11:10 AM
INTERSTATE COMMERCE COMMISSION

FEE OPERATION BR.
T.O.C.

OCT 25 11 09 AM '78

RECORDED

Interstate Commerce Commission
Washington, D. C. 20423
Attn: Robert L. Oswald, Secretary

Re: Conditional Sale Agreement dated 12/24/71
between Northwest Properties Co. and C&NW
Ry. Co., assigned to Continental Illinois
National Bank and Trust Company of Chicago

Gentlemen:

Enclosed are five counterparts of Release and Bill of Sale for the above-mentioned agreement to be recorded. The above-mentioned Conditional Sale Agreement was assigned Recordation No. 6460.

Enclosed is our check for \$10.00 to cover your recording fee. Please return Counterpart Nos. 1 to 4, inclusive, showing your recordation data.

Very truly yours,

Diane Kohler-Rausch
Assistant Secretary

DK:ps
encls.

- cc: R. L. Schardt*, A-169
- R. D. Smith
- F. E. Cunningham, Attn: H. Labno*
- R. F. Guenther, Attn: J. James*
- D. E. Stockham, Attn: John Voldseth*

Interstate Commerce Commission
Washington, D.C. 20423

10/27/78

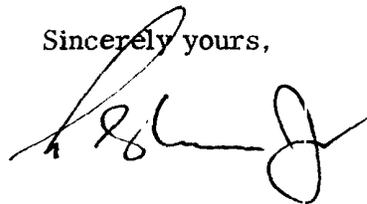
OFFICE OF THE SECRETARY

Diane Kohler-Rausch
Assistant Secretary
Chicago & North Western Transp. Co.
400 W. Madison St.
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 10/25/78 at 11:10 AM and assigned recordation number(s) 6400-C

Sincerely yours,



H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

RELEASE AND BILL OF SALE

OCT 25 1978 - 11 10 AM
INTERSTATE COMMERCE COMMISSION

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of December 24, 1971, between NORTHWEST PROPERTIES COMPANY, an Illinois corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN RAILWAY COMPANY, a Wisconsin corporation (hereinafter called "Railway"), Seller agreed to sell and Railway agreed to buy five (5) diesel locomotives, Railway Nos. 410 to 414, both inclusive, (hereinafter referred to as "Passenger Units") and one (1) diesel locomotive, Railway No. 6608, (hereinafter referred to as "Other Unit"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of December 24, 1971, between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Seller assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Passenger Units and Other Unit to Assignee; and

WHEREAS, by Supplemental Security Agreement dated as of December 24, 1971, Railway granted Assignee a security interest in the Passenger Units and Other Unit for the purpose of securing the payment of all the indebtedness of Railway under Loan Agreement dated April 1, 1971 between Railway and Assignee; and

WHEREAS, effective June 1, 1972, Railway assigned all of its interest in said Conditional Sale Agreement and the Passenger Units and Other Unit to CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter included in the term "Railway"); and

WHEREAS, by Release and Bill of Sale dated October 13, 1977, the Assignee released the Passenger Units from all payments due under said Conditional Sale Agreement, Agreement and Assignment, Loan Agreement, and Supplemental Security Agreement, and all conditions and obligations of Railway with respect to the Passenger Units; and

WHEREAS, Assignee has received from Railway full payment of all indebtedness in respect to the purchase price of the Other Unit due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railway with respect to the Other Unit have been satisfied in full;

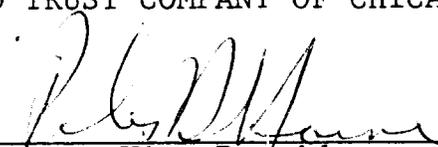
NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railway, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION

COMPANY, the Other Unit, TO HAVE AND TO HOLD the Other Unit unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement, Agreement and Assignment, Loan Agreement and Supplemental Security Agreement.

Assignee does hereby covenant that it has not done anything whereby the Other Unit hereby conveyed is or may be in any manner encumbered or charged; that the Other Unit is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Other Unit of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 3 day of October, A. D. 1976.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By 

Vice President

(Seal)

ATTEST:


Commercial Banking Officer

