

RECORDATION NO. 7591 Filed & Recorded

COUNTERPART
No. 4 of 14

APR 28 1975 - II 45 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of March 20, 1975,
between CHICAGO AND NORTH WESTERN TRANSPORTATION
COMPANY (hereinafter called the Railroad) and
CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST
COMPANY OF CHICAGO (hereinafter called the Bank).

WHEREAS, the Railroad and NORTH WESTERN LEASING COMPANY
(hereinafter called the Seller) have entered into a Conditional
Sale Agreement dated as of July 25, 1974 (hereinafter called
the Conditional Sale Agreement) wherein the Seller agreed to sell
to the Railroad railroad equipment (hereinafter called the Equip-
ment) described in Schedule A to the Conditional Sale Agreement;
and

WHEREAS, the Seller and the Bank have entered into an
Agreement and Assignment dated as of July 25, 1974 (herein-
after called the Assignment) covering the Conditional Sale Agree-
ment and the Equipment; and

WHEREAS, the Conditional Sale Agreement and the Assign-
ment were recorded with the Interstate Commerce Commission in
accordance with Section 20c of the Interstate Commerce Act on
August 2, 1974 at 10:05 a.m., under Recordation No. 7591.

WHEREAS, the hopper car numbers listed in Schedule A
to the Conditional Sale Agreement and listed herein under the
heading "Old Numbers" should have been numbered as listed below
under the heading "Correct Numbers":

<u>OLD NOS.</u>	<u>Correct Nos.</u>
68759	201554
68767	201556
68775	201581
68791	201537
68793	201551

and the parties hereto desire to amend the Conditional Sale Agreement to correct Schedule A.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto do hereby agree as follows:

1. The Conditional Sale Agreement is hereby amended by changing the hopper car road numbers listed in Schedule A thereto to the numbers listed above, as shown in Schedule A hereto, and said Schedule A as amended is hereby substituted for Schedule A to the Conditional Sale Agreement.

2. The Railroad will promptly cause this Amendment to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3.

3. Except as amended hereby, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be executed in their respective corporate names by their respective officers thereunto duly authorized, and their respective corporate seals to be hereunto affixed and duly attested, all as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By J. M. Butler
Vice President

ATTEST:

Bernard J. Allen
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

By Walter H. Moore
Vice President

ATTEST:

W. H. Moore
Commercial Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 26th day of March, 1975, before me personally appeared J. M. Butler to me personally known, who, being by me duly sworn, says that he is Vice President of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. M. Butler

Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 21, 1978

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

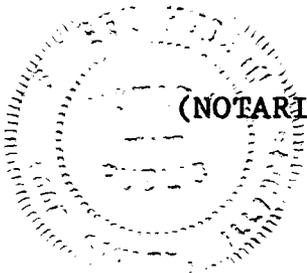
On this 7th day of April, 1975, before me personally appeared PETER D. HORNE to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gillen Hudson

Notary Public

(NOTARIAL SEAL)

My Commission Expires: 4-22-78



SCHEDULE A

CONDITIONAL SALE AGREEMENT

Dated as of

July 25, 1974

Between

NORTH WESTERN LEASING COMPANY

and

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Cost</u>
2	EJAG-6 Tampers	17-2447	\$ 93,955.01
		17-2448	93,954.96
3	Plate Placers	17-2475	2,808.00
		17-2476	2,808.00
		17-2477	2,700.00
6	Tie Handlers	17-2426	15,499.39
		17-2427	15,499.39
		17-2428	15,499.39
		17-2429	15,499.40
		17-2430	15,499.40
		17-2431	15,499.40
2	Tie Cranes	17-2433	14,671.80
		17-2434	14,671.80
3	Derrick Cars	S/N 238436	3,918.90
		238437	3,918.90
		238438	3,899.31
6	Track Wrenches	17-2483	3,751.00
		17-2484	3,751.00
		17-2485	3,751.00
		17-2486	3,751.00
		17-2487	3,751.00
		17-2488	3,751.00
1	Case Tractor	19-1404	18,024.69
2	Junior Tampers	17-2460	56,255.61
		17-2464	56,255.61
3	Rail Anchor Applicators	17-2516	13,820.71
		17-2517	13,820.71
		17-2518	13,820.71
1	Tie Unloader	17-2510	20,610.75

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CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Cost</u>
2	Scrap Loaders	17-2504 17-2505	\$ 15,858.20 15,858.20
12	Motor Cars	S/N 238537 238538 238541 238542 238543 238544 238547 238548 238549 238550 238551 238552	2,265.51 2,265.51 2,265.51 2,265.51 2,265.51 2,265.52 2,265.52 2,265.52 2,265.52 2,265.52 2,265.52 2,265.52
1	Bantam Roadmaster	17-2511	68,836.68
	Total Miscellaneous Equipment		<hr/> \$673,157.10
22	70-ton Used Covered Hopper Cars	CNW 68751 CNW 68753 CNW 68755 CNW 68757 CNW 201554 CNW 68761 CNW 68763 CNW 68765 CNW 201556 CNW 68769 CNW 68771 CNW 201581 CNW 68777 CNW 68779 CNW 68781 CNW 68783 CNW 68785	7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97 7,228.97

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<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Cost</u>
22	70-ton Used Covered Hopper Cars (Continued)	CNW 68787 CNW 201537 CNW 201551 CNW 68797 CNW 68799	7,228.97 7,228.97 7,228.97 7,228.97 7,228.97
2	50-ton Box Cars	6954 6956	5,551.04 <u>5,551.04</u>
		Total Cars	\$170,139.42
		Grand Total	<u>\$843,296.52</u>