

RECORDATION NO. 7568 ^A Filed & Recorded

COUNTERPART
No. 4 of 14

APR 28 1975-11 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 June 25, 1974 (hereinafter called the Conditional Sale Agreement) wherein the Seller agreed to sell to the Railroad railroad equipment (hereinafter called the Equipment) 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 June 25, 1974 (hereinafter called the Assignment) covering the Conditional Sale Agreement and the Equipment; and

WHEREAS, the Conditional Sale Agreement and the Assignment were recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act on July 5, 1974 at 9:05 a.m., under Recordation No. 7568.

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>
68587	201573
68593	201591
68601	201594
68611	201542
68687	201564
68695	201614

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 *Philip Moore*
Vice President

ATTEST:

A. K. Kende
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.

F. J. Bray

Notary Public

(NOTARIAL SEAL)

My Commission Expires: *July 21, 1978*

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

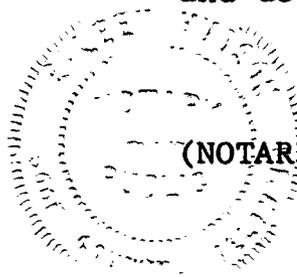
On this 7th day of April, 1975, before me personally appeared PETER D. HORNE to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate 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.

Lillian Hudson

Notary Public

(NOTARIAL SEAL)

My Commission Expires: *9-22-78*



SCHEDULE A**CONDITIONAL SALE AGREEMENT**

Dated as of

June 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>
3	Autojack Tampers	17-2444	\$93,955.01
		17-2445	93,955.01
		17-2446	93,955.02
5	Junior Tampers	17-2455	56,255.31
		17-2456	56,255.61
		17-2457	56,255.61
		17-2458	56,255.61
		17-2459	56,255.61
4	Hydro Spikers	17-2465	35,586.47
		17-2466	35,586.48
		17-2502	36,920.00
		17-2503	36,920.00
3	Tie Bed Scarifiers	17-2480	20,824.16
		17-2481	20,824.16
		17-2482	20,824.15
1	Ballast Regulator with Snow Switch Cleaner	17-2509	33,443.89
2	Tie Handlers	17-2424	15,221.98
		17-2425	15,221.98
2	Tie Injectors	17-2496	49,228.62
		17-2497	49,228.62
5	Hydraulic Tie Shears	17-2450	32,852.51
		17-2451	32,852.51
		17-2452	32,852.51
		17-2453	32,852.51
		17-2454	32,852.52
5	Rail Anchor Applicators	17-2470	11,239.87
		17-2471	11,239.87
		17-2472	11,239.87
		17-2473	11,239.86
		17-2474	11,239.86
2	Tie Cranes	17-2436	14,598.44
		17-2437	14,598.44

SCHEDULE A

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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>
3	Spike Pullers	17-2438	2,844.40
		17-2439	2,844.40
		17-2440	2,844.40
			<hr/>
	Total Miscellaneous Equipment		\$1,191,165.27
30	New Screened Bi-level Auto Racks Mounted	<u>Car No.</u>	
		TTBX 941791	52849-50
		TTBX 941782	52851-52
		TTBX 941834	52853-54
		TTBX 941797	52855-56
		TTBX 941778	52857-58
		TTBX 941805	52859-60
		TTBX 941817	52861-62
		TTBX 941802	52863-64
		TTBX 941824	52865-66
		TTBX 941812	52867-68
		TTBX 941811	52869-70
		TTBX 941818	52871-72
		TTBX 941781	52873-74
		TTBX 941792	52875-76
		TTBX 941810	52877-78
		TTBX 941804	52879-80
		TTBX 941836	52881-82
		TTBX 941794	52883-84
		TTBX 964972	52885-86
		TTBX 941800	52887-88
		TTBX 941793	52889-90
		TTBX 941784	52891-92
		TTBX 941808	52893-94
		TTBX 941777	52895-96
		TTBX 941783	52897-98
		TTBX 941813	52899-00
		TTBX 964873	52901-02
		TTBX 941809	52903-04
		TTBX 941780	52905-06
		TTBX 964872	52907-08
			<hr/>
			\$ 224,855.10
		Subtotal	\$1,416,020.37

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CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Cost</u>
49	Used 70-ton 29'3" Covered Hopper Cars	68569	7,245.77
		68571	7,255.45
		68579	7,228.96
		68581	7,228.96
		68583	7,269.47
		68585	7,228.96
		201573	7,245.98
		68591	7,228.96
		201591	7,228.96
		68595	7,228.96
		68599	7,228.96
		201594	7,228.96
		68603	7,228.96
		68605	7,228.96
		68607	7,228.96
		68609	7,228.96
		201542	7,228.96
		68615	7,228.96
		68617	7,247.07
		68619	7,228.96
		68623	7,228.96
		68625	7,228.97
		68627	7,228.97
		68629	7,228.97
		68633	7,228.97
		68635	7,228.97
		68637	7,228.97
		68639	7,228.97
		68641	7,228.97
		68643	7,228.97
		68645	7,228.97
		68647	7,228.97
		68651	7,228.97
		68653	7,228.97
		68657	7,228.97
		68659	7,228.97
		68661	7,228.97
		68663	7,228.97
		68665	7,228.97
		68667	7,228.97
		68669	7,228.97

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<u>Quantity</u>	<u>Description</u>	<u>Railroad System No.</u>	<u>Cost</u>
49	Used 70-ton 29'3"	68673	7,245.77
	Covered Hopper Cars	68677	7,228.97
	(Continued)	68679	7,228.97
		68681	7,228.97
		68685	7,228.97
		201564	7,228.97
		68689	7,228.97
		201614	7,228.97
			<u>7,228.97</u>
			\$ 354,355.06
	Grand Total		\$1,770,375.43