

CHICAGO AND



TRANSPORTATION COMPANY

DEC 16 1983

File: A-8772

3-353A037

No. DEC 19 1983

Date

10.00

OFFICE OF THE SEC
DIRECT DIAL NUM
(312) 559-61

Ms. Agatha Mergenovich
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D. C. 20423

D. C. RECORDATION NO. 7397 Filed 1425

DEC 19 1983

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement dated as of January 1, 1974, between General Motors Corporation (Electro-Motive Division), Builder and Chicago and North Western Transportation Company, Buyer and Agreement and Assignment dated as of January 1, 1974, between General Motors Corporation (Electro-Motive Division) Assignor and The First National Bank of Chicago, Assignee covering 16 SD-40-2 Diesel Electric Locomotives as described on Schedule B included therein.

Dear Ms. Mergenovich:

Please refer to the above-mentioned document assigned recordation number 7397 on February 14, 1974 at 2:00 p.m., pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are counterparts of Release and Bill of Sale by which The First National Bank of Chicago grants, sells, releases, transfer, convey and quitclaims unto Chicago and North Western Transportation Company right, title and interest in seven (7) SD-40-2 Electric Locomotives Railroad Nos. 6816 to 6822, inclusive.

Please assign a recordation number to the Release and Bill of Sale. Keep one counterpart and return the other counterparts each showing your recordation data.

Vertical handwritten signature on the left margin.

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FEE OPERATION BR.

Ms. Agatha L. Mergenovich
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Enclosed is a check in the amount of \$10.00 to cover your recording fees.

Please record this document before the Bill of Sale and the Deeds of Release.

This is a final release.

Yours very truly,

A handwritten signature in black ink, appearing to be 'J. S. Edwards', with a long horizontal flourish extending to the right.

J. S. Edwards
Assistant Secretary

cc: R. D. Smith
D. E. Waller

Mr. Gerald F. Mackin
Vice President
The First National Bank
of Chicago

CS(f-140)

Interstate Commerce Commission

Washington, D.C. 20423

12/19/83

OFFICE OF THE SECRETARY

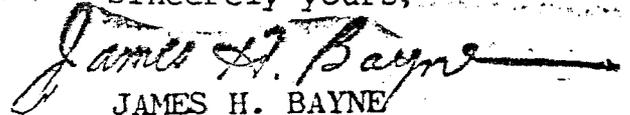
J.S. Edwards
. Assistant Secretary
Chicago & Northwestern Transp. Co.
One North Western Center
Chicago, Illinois 60606

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 **12/19/83** at **10:20, 10:25 & 10:30** and assigned re-
recording number(s). **4281-CCCC, 4281-DDDD & 7397-D**

Sincerely yours,



JAMES H. BAYNE

Secretary

Enclosure(s)

SE-30
(7/79)

DEC 19 1983 - 10 20 AM

INTERSTATE COMMERCE COMMISSION
RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of January 1, 1974, between GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation (hereinafter called "Builder") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Builder agreed to sell and Railroad agreed to buy sixteen SD-40-2 Diesel Electric Locomotives Railroad Nos. 6816 through 6831, inclusive (hereinafter referred to as "Locomotives"); and

WHEREAS, under the term of AGREEMENT AND ASSIGNMENT dated as of January 1, 1974, between Builder and THE FIRST NATIONAL BANK OF CHICAGO (hereinafter referred to as "Assignee"), Builder assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Locomotives to Assignee; and

WHEREAS, the Railroad and the Assignee entered into an Accessory Installation Agreement dated as of January 1, 1974, supplementing the Conditional Sale Agreement for the installation of certain additional equipment on each Locomotive; and

WHEREAS, an Agreement dated as of May 28, 1980, amended certain terms of the Conditional Sale Agreement and Agreement and Assignment; and

WHEREAS, Assignee and Railroad executed a Partial Release and Bill of Sale dated as of September 14, 1983 and recorded with the Interstate Commerce Commission on September 22, 1983 under Recordation No. 7397-C for those Locomotives bearing Railroad Nos. 6823 through 6831, inclusive; and

WHEREAS, Assignee has received from Railroad all payments due under said Conditional Sale Agreement and Agreement and Assignment with respect to the Locomotives and, the conditions and obligations of Railroad with respect to the Locomotives have been satisfied in full;

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

Assignee does hereby covenant that it has not done anything whereby the Locomotives hereby conveyed are or may be in any manner encumbered or charged; that the Locomotives are 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 Locomotives of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, THE FIRST NATIONAL BANK 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 15th day of December, A.D. 1983.

THE FIRST NATIONAL BANK OF CHICAGO

By: *G. Mackin*
Vice President

(SEAL)

ATTEST:

Susan J. Gregg
Commercial Banking Officer

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

On this 15th day of December 1983, before me personally appeared G.F. MacKIN and Susan
F. GREGG to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of THE FIRST NATIONAL BANK OF CHICAGO, a corporation, that the seal 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Carl Butz
Notary Public

My Commission Expires

Sept. 4, 1984

(NOTARY SEAL)