CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

JOAN A. SCHRAMM
J.S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6535

July 24, 1981

File No. A-7476

RECORDATION NO. 5934-B Filed 1425

JUL 31 1981 10 45 AM

INTERSTATE COMMERCE COMMISSION

1-212A102

JUL 2 9 1981

10.00

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act, as amended, enclosed for recordation are Counterparts of Release and Bill of Sale dated as of July 16, 1981 for equipment under Security Agreement dated January 21, 1971 between Chicago and North Western Transportation Company and Continental Illinois National Bank and Trust Company of Chicago which was assigned Recordation No. 5934.

Enclosed is our check in the amount of $10.00 to cover your recording fee. Please retain one Counterpart for your files and return the remaining Counterparts each showing your recordation data.

This is a Final Release!

Sincerely,

J. S. Edwards
Assistant Secretary

JSE/baf
Encl.

cc: R. D. Smith
G. R. Charles B-153
R. R. DeWitt
D. E. Stockham
R. F. Guenther

400 WEST MADISON STREET • CHICAGO, ILLINOIS 60606

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Counterpart No. 5 of 10
A-7476
B-153

RELEASE AND BILL OF SALE

WHEREAS, CHICAGO AND NORTH WESTERN RAILWAY COMPANY, a Wisconsin corporation (hereinafter referred to as "Railway") has heretofore executed and delivered to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, (hereinafter referred to as "Bank") that certain Security Agreement dated as of January 27, 1971, (hereinafter referred to as "Agreement") mortgaging certain miscellaneous Railbound and Non-Railbound equipment described on Schedule A attached to the Agreement (hereinafter referred to as "Equipment"), as security for the indebtedness of the Railway; and

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

WHEREAS, by Statement of New Numbers dated as of December 29, 1975, executed by Railway and consented to by Bank, Railroad Nos. 19-1378, 19-1379 and 19-1380 were changed to Railroad Nos. 17-2735, 17-2736 and 17-2737, respectively; and

WHEREAS, the indebtedness secured by said Agreement has been fully paid, discharged and satisfied and the conditions and obligations with respect to the Equipment have been satisfied in full and the Bank has been requested to release the lien of said Agreement;

NOW, THEREFORE, Bank, 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 Equipment, TO HAVE AND TO HOLD the Equipment 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 Agreement.

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

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, acting in accordance with the terms and conditions of the aforementioned Security Agreement 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 its Banking Officer, this 16th day of July, A. D. 1981.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By _____
Vice President

ATTEST:

_____
Banking Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 16th day of July 1981, before me personally appeared Peter D. Horne and Sanford R. Way to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY 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.

Eileen Hudson
Notary Public

My Commission Expires 10-11-82

(NOTARIAL SEAL)