

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

December 5, 1988

INTERSTATE COMMERCE COMMISSION

See File # 12795
L-414

DEC 7 1988 10-55 AM

RECORDATION NO. 15056-B FORM 1425

8-342A022

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

No. _____
Date DEC 7 1988
Fee \$ 13.00
ICC Washington, D.C.

100 OFFICE OF THE SECRETARY
DEC 7 10 55 AM '88
NORTH WESTERN SYSTEM

Counterpart - S. P. Reed

Dear Ms. McGee:

Pursuant to Section 11303 (formerly 20(c) of the Interstate Commerce Act, as amended, enclosed for recordation are Counterparts of a Partial Release and Bill of Sale dated December 2, 1988 covering seven (7) locomotives, Nos. CNW 4327, CNW 4329, CNW 4330, CNW 4332 and CNW 4504, CNW 4505 and CNW 4506 under Conditional Sale Agreement and Agreement and Assignment both dated September 10, 1986 by and between North Western Leasing Company, Continental Illinois National Bank and Trust Company of Chicago, and this Company, recorded with the Interstate Commerce Commission on September 23, 1986 assigned recordation numbers 15056 and 15056-A, respectively.

Enclosed is our check in the amount of \$13.00 to cover your recording fee. Please retain a counterpart copy for your files and return the remaining counterparts showing recordation data to me.

Sincerely,

Lisa M. Fanelli
Assistant Secretary

Enclosures

csp27-3(15)

Counterpart No. 1 of 6

A-12795
(A-414)

INTERSTATE COMMERCE COMMISSION

DEC 7 1988 10:55 AM

REGISTRATION NO. 15056-13 FILED 1428

PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of September 10, 1986 between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and Railroad agreed to buy twenty-seven (27) locomotives, eight (8) open top hoppers and one (1) crane (hereinafter referred to as the "Equipment") described on Schedule A attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of September 10, 1986 between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Agent"), Seller assigned and transferred all of its right, title and interest under the aforesaid Conditional Sale Agreement and all of its right, title and interest to said Equipment to Agent; and

WHEREAS, Agent has received from Railroad all payments due under said Conditional Sale Agreement and Agreement and Assignment with respect to locomotives bearing identification numbers CNW 4327, CNW 4329, CNW 4330, CNW 4332, CNW 4504, CNW 4505 and CNW 4506 (hereinafter referred to as the "Locomotives"), and, the conditions and obligations of Railroad with respect to the Locomotives have been satisfied in full;

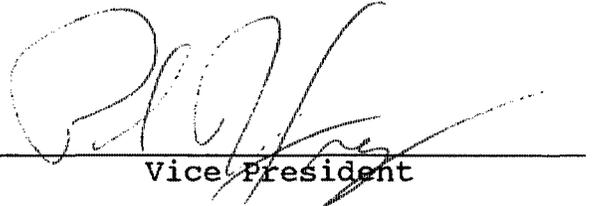
NOW, THEREFORE, Agent, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, does hereby quit claim to Chicago and North Western Transportation Company, the Locomotives.

Agent 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 Agent or arising out of any act, obligation or liability on its part. The Agent hereby authorizes removal from the Locomotives of any and all ownership plates and other markings of Agent.

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 2nd day of December, A.D., 1988.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By



Vice President

(Seal)

ATTEST:



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

On this 2ND day of DECEMBER 1988, before me personally appeared PAUL R. FREY and C. G. DONOHUE 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.

Sylvia M. Brown
Notary Public

My Commission Expires

October 20, 1991

(NOTARY SEAL)

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