

CHICAGO AND



TRANSPORTATION COMPANY

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

RECORDATION NO. 10523-B Filed & Recorded

August 8, 1980

File No.: A-10953 **AUG 19 1980 - 8 55 AM** **0-232A010**

INTERSTATE COMMERCE COMMISSION

Date AUG 19 1980

Fee \$ 50.00

ICC Washington, D. C.

RECEIVED
AUG 19 8 52 AM '80
I.C.C.
FEE OPERATION BR.

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

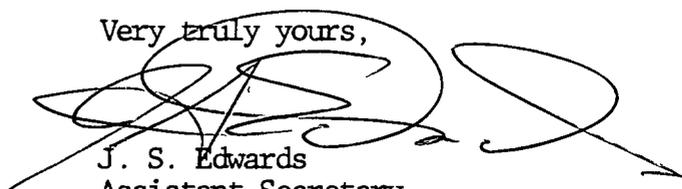
Dear Ms. Mergenovich:

Pursuant to Section 11303, (formerly Section 20c) of the Interstate Commerce Act, attached hereto for recordation are counterparts of Agreement of Confirmation dated as of July 1, 1980, covering sale by this Company of fifteen GP-7 diesel locomotive hulks, CNW Nos. 151 through 159, both inclusive, 161, 1532, 1550, 1568, 1570 and 1659 and five GP-9 diesel locomotives hulks, CNW Nos. 1727, 1730, 1739, 1758, 1763 to the First National Security Bank of Utah, N.A. *which relates to the trust indenture and Security Agreement dated as of April 15, 1979*
The names and addresses of the parties to the transaction are as follows:

Confirmation Agreement between and among Chicago and North Western Transportation Company, 400 W. Madison Street, Chicago, Illinois 60606, as Lessee, First Security Bank of Utah, 79 South Main Street, Salt Lake City, Ut 84111, as Owner Trustee, and Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60693, as Security Trustee.

Enclosed is our check for \$50.00 to cover the recording fee. Keep one counterpart and return the other counterparts showing the recordation data.

Very truly yours,


J. S. Edwards
Assistant Secretary

JSE:bw

cc: G. R. Charles, A-014.
R. D. Smith
F. E. Curningham, Attn: R. DeWitt
R. F. Guenther, Attn: J. James
D. E. Stockham, Attn: G. Ogurek

Arthur Andersen & Co.
Attn: G. Holdren
Peter D. Horne
Vice President
Continental Illinois National
Bank and Trust Company of Chicago

*and received
with the ICC
June 20, 1979
under
recordation No.
10523, and
a Lease of
Railroad
equipment
recorded the
same date under
Recordation No.
10523-A.*

*Ms. See
This is
Recordation No
10523-B*

Continental Illinois National Bank and Trust Company

Interstate Commerce Commission
Washington, D.C. 20423

8/19/80

OFFICE OF THE SECRETARY

J.S. Edwards
Assist. Sec.
Chicago & North Western Trans.Co.
400 Madison Street
Chicago, Ill. 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 **8/19/80** at **3:55am**, and assigned re-
recording number(s). **10523-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

AGREEMENT OF CONFIRMATION

AUG 19 1980 -8 55 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated as of July 1, 1980 between and among CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Lessee"), FIRST SECURITY BANK OF UTAH, N.A., a national banking association, ~~not in its individual capacity but solely as Trustee~~ (hereinafter, together with its successors and assigns, called "Owner Trustee"), under a trust agreement dated as of April 15, 1979 (hereinafter called the "Trust Agreement") with FIRST SECURITY BANK OF IDAHO, N.A. and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, as Trustee (hereinafter, together with its successors and assigns, called "Security Trustee");

W I T N E S S E T H:

WHEREAS, Owner Trustee and Security Trustee are parties to a Trust Indenture and Security Agreement dated as of April 15, 1979; and

WHEREAS, Lessee and Owner Trustee are parties to a Hulk Purchase Agreement dated as of April 15, 1979 which is made a part of the Trust Indenture and Security Agreement as Annex A thereto; and

WHEREAS, Annex A to the Hulk Purchase Agreement contains a list of thirty eight (38) Diesel Locomotive Hulks ("Hulks") from which twenty (20) units have been sold to Owner Trustee pursuant to the terms of the Hulk Purchase Agreement; and

WHEREAS, Lessee, the Owner Trustee and the Security Trustee wish to confirm and record the unit numbers of those Hulks sold pursuant to the Hulk Purchase Agreement and the numbers of those Hulks not sold to the Owner Trustee;

NOW, THEREFORE, in consideration of the premises and intending to be legally bound hereby, Lessee, Owner Trustee and Security Trustee agree as follows:

1. The Hulks described and identified in Schedule A to this Agreement have been sold to Owner Trustee pursuant to the Hulk Purchase Agreement.

2. The Hulks identified and described in Schedule B hereto have not been sold by Lessee to Owner Trustee, Lessee having retained all title and interest in and to such Hulks.

With respect to the Hulks identified in Schedule B Owner Trustee and Security Trustee acknowledge and agree that no security interest has attached pursuant to the Trust Indenture Security Agreement.

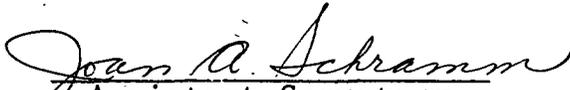
IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this Agreement to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, as of the date first above written

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

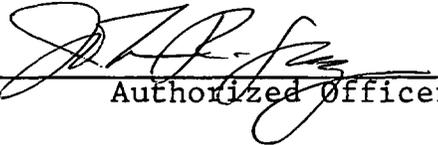
By 
Senior Vice President

(SEAL)

ATTEST:

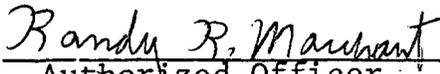

Assistant Secretary

FIRST SECURITY BANK OF UTAH, N.A.
Not in its individual capacity
but solely as Owner Trustee

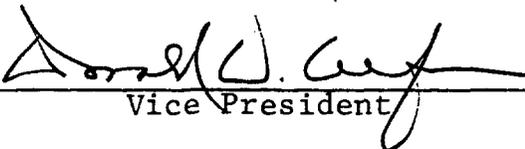
By 
Authorized Officer

(SEAL)

ATTEST:


Authorized Officer

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO,
as Security Trustee

By 
Vice President

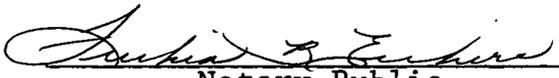
(SEAL)

ATTEST:


Trust Officer

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this 25th day of July, 1980, before me personally appeared John R. Sager, to me personally known, who, being by me duly sworn, says that he is a ~~ASSISTANT TRUST OFFICER~~ of First Security Bank of Utah, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said association and that said instrument was signed and sealed on behalf of said association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



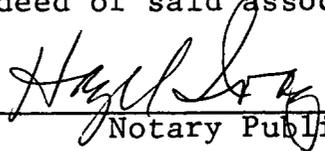
Notary Public

(Notarial Seal)

My Commission Expires April 20, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 23rd day of July, 1980, before me personally appeared DONALD W. ALFVIN, 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 association and that said instrument was signed and sealed on behalf of said association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.



Notary Public Hazel Ivaz

(Notarial Seal)

My Commission Expires December 6, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 23 day of July, 1980, before me personally appeared J. M. BUTLER, to me personally known, who, being by me duly sworn, says that he is a Senior 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 association and that said instrument was signed and sealed on behalf of said association by authority of its By-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Lee Swiontek
Notary Public

(Notarial Seal)

LEE SWIONTEK
Notary Public
Cook Co. Illinois
My Commission Expires Oct. 27, 1980

My Commission Expires

SCHEDULE A

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers</u>
15	GP-7	1500 H.P. Diesel Electric Locomotives	151, 152, 153, 154, 155, 156, 157, 158, 159, 161, 1532, 1550, 1568, 1570, 1659
5	GP-9	1750 H.P. Diesel Electric Locomotives	1727, 1730, 1739, 1758 1763

SCHEDULE B

<u>Quantity</u>	<u>AAR Mechanical Designation</u>	<u>Description</u>	<u>Lessee's Road Numbers</u>
15	GP-7	1500 H.P. Diesel Electric Locomotives	1526, 1530, 1534, 1536, 1537, 1538, 1542, 1544, 1545, 1548, 1556, 1557, 1558, 1559, 1662
4	GP-9	1750 H.P. Diesel Electric Locomotives	1733, 1734, 1737, 1740