CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

1 5495
RECORDATION NO. _____ Filed 1425

FEB 4 1988 -12 10 PM

INTERSTATE COMMERCE COMMISSION

February 3, 1988

File No.: A-13059

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

No. 8-035A080
Date FEB 4 1988
Fee $ 13.00
ICC Washington, D.C.

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, attached for recordation are counterparts of Bill of Sale dated January 26, 1988, covering the sale of five hundred twenty-three (523) box cars described in Schedule A attached to the Bill of Sale by Northwest Equipment Company to North Western Leasing Company.

The names and addresses of the parties to the transaction are as follows:

1. North Western Leasing Company, One North Western Center, Chicago, Illinois 60606.

2. Northwest Equipment Company, 450 Park Avenue, New York, New York 10022.

Enclosed is our check for $10.00 to cover the recording fee. Please assign a recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data to me.

Sincerely,

Lisa M. Fanelli

Lisa M. Fanelli
Assistant Secretary

ICC OFFICE OF THE SECRETARY
FEB 4 12 01 PM '88
MOTOR CARRIER BUREAU

Enclosures

cc: R. DeWitt
J. G. Marski
M. H. Shumate
D. E. Stockham
J. E. Voldseth

csd3/3(2)

Interstate Commerce Commission
Washington, D.C. 20423

2/4/88

OFFICE OF THE SECRETARY

Lisa M. Fanelli
Assistant Secretary
Chicago & North Western 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 2/4/88 at 12:10pm, and assigned recordation number(s). 15495

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

1 .5495
RECORDATION NO. ..... Filed 1425

FEB 4 1988 12 10 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

NORTHWEST EQUIPMENT COMPANY, a New York Limited Partnership (the "Seller") in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto NORTH WESTERN LEASING COMPANY (the "Buyer"), the unit(s) of equipment described in Schedule A attached hereto ("the Equipment"):

TO HAVE AND TO HOLD the same unto the Buyer, its successors and assigns forever;

THE SELLER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to such unit was then free of all claims, liens, security interests and other encumbrances of any nature, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its General Partner this 26th Day of January, 1988.

NORTHWEST EQUIPMENT COMPANY

By: _____
William J. Condren
General Partner

Attest:

_____

SCHEDULE A
523 BOX CARS $2,000 EACH
TOTAL $1,046,000

CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER
CNW 153150	CNW 154044	CNW 154092	CNW 154141	CNW 154190	CNW 154241
CNW 153152	CNW 154045	CNW 154093	CNW 154142	CNW 154191	CNW 154242
CNW 153153	CNW 154046	CNW 154094	CNW 154143	CNW 154192	CNW 154243
CNW 153154	CNW 154047	CNW 154095	CNW 154144	CNW 154193	CNW 154244
CNW 154000	CNW 154048	CNW 154096	CNW 154147	CNW 154194	CNW 154245
CNW 154001	CNW 154049	CNW 154097	CNW 154148	CNW 154195	CNW 154246
CNW 154002	CNW 154050	CNW 154098	CNW 154149	CNW 154196	CNW 154247
CNW 154003	CNW 154051	CNW 154099	CNW 154150	CNW 154197	CNW 154248
CNW 154004	CNW 154052	CNW 154100	CNW 154151	CNW 154198	CNW 154249
CNW 154005	CNW 154053	CNW 154101	CNW 154152	CNW 154200	CNW 154250
CNW 154006	CNW 154054	CNW 154102	CNW 154144	CNW 154201	CNW 154251
CNW 154007	CNW 154055	CNW 154103	CNW 154155	CNW 154202	CNW 154252
CNW 154008	CNW 154056	CNW 154104	CNW 154156	CNW 154204	CNW 154253
CNW 154009	CNW 154057	CNW 154105	CNW 154157	CNW 154205	CNW 154254
CNW 154010	CNW 154058	CNW 154106	CNW 154158	CNW 154206	CNW 154255
CNW 154011	CNW 154059	CNW 154107	CNW 154159	CNW 154207	CNW 154256
CNW 154012	CNW 154060	CNW 154109	CNW 154160	CNW 154208	CNW 154257
CNW 154014	CNW 154061	CNW 154110	CNW 154161	CNW 154209	CNW 154258
CNW 154015	CNW 154062	CNW 154112	CNW 154162	CNW 154210	CNW 154259
CNW 154016	CNW 154064	CNW 154113	CNW 154163	CNW 154211	CNW 154260
CNW 154017	CNW 154065	CNW 154114	CNW 154164	CNW 154212	CNW 154261
CNW 154018	CNW 154066	CNW 154115	CNW 154165	CNW 154213	CNW 154262
CNW 154019	CNW 154067	CNW 154116	CNW 154166	CNW 154214	CNW 154264
CNW 154021	CNW 154068	CNW 154117	CNW 154167	CNW 154215	CNW 154265
CNW 154022	CNW 154069	CNW 154118	CNW 154168	CNW 154216	CNW 154266
CNW 154023	CNW 154070	CNW 154119	CNW 154169	CNW 154217	CNW 154267
CNW 154024	CNW 154071	CNW 154120	CNW 154170	CNW 154218	CNW 154268
CNW 154025	CNW 154072	CNW 154121	CNW 154171	CNW 154219	CNW 154269
CNW 154026	CNW 154073	CNW 154122	CNW 154172	CNW 154220	CNW 154270
CNW 154027	CNW 154074	CNW 154123	CNW 154173	CNW 154221	CNW 154271
CNW 154028	CNW 154075	CNW 154124	CNW 154175	CNW 154222	CNW 154272
CNW 154029	CNW 154076	CNW 154125	CNW 154176	CNW 154223	CNW 154273
CNW 154030	CNW 154077	CNW 154026	CNW 154177	CNW 154224	CNW 154274
CNW 154031	CNW 154078	CNW 154127	CNW 154178	CNW 154225	CNW 154275
CNW 154032	CNW 154079	CNW 154128	CNW 154179	CNW 154227	CNW 154276
CNW 154033	CNW 154081	CNW 154130	CNW 154180	CNW 154228	CNW 154277
CNW 154034	CNW 154082	CNW 154131	CNW 154181	CNW 154229	CNW 154278
CNW 154035	CNW 154083	CNW 154133	CNW 154182	CNW 154230	CNW 154279
CNW 154036	CNW 154084	CNW 154134	CNW 154183	CNW 154232	CNW 154282
CNW 154037	CNW 154086	CNW 154135	CNW 154184	CNW 154233	CNW 154283
CNW 154038	CNW 154087	CNW 154136	CNW 154185	CNW 154234	CNW 154284
CNW 154039	CNW 154088	CNW 154137	CNW 154186	CNW 154235	CNW 154286
CNW 154040	CNW 154089	CNW 154138	CNW 154187	CNW 154236	CNW 154287
CNW 154041	CNW 154090	CNW 154139	CNW 154188	CNW 154237	CNW 154288
CNW 154042	CNW 154091	CNW 154140	CNW 154189	CNW 154239	CNW 154290

SCHEDULE A
523 BOX CARS $2,000 EACH
TOTAL $1,046,000
(continued)

CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER	CAR NUMBER
CNW 154291	CNW 154337	CNW 154384	CNW 154429	CNW 154475	CNW 154521
CNW 154292	CNW 154338	CNW 154385	CNW 154430	CNW 154476	CNW 154523
CNW 154293	CNW 154339	CNW 154386	CNW 154431	CNW 154477	CNW 154524
CNW 154294	CNW 154340	CNW 154387	CNW 154432	CNW 154478	CNW 154525
CNW 154295	CNW 154341	CNW 154388	CNW 154433	CNW 154479	CNW 154526
CNW 154297	CNW 154342	CNW 154389	CNW 154434	CNW 154480	CNW 154527
CNW 154298	CNW 154343	CNW 154390	CNW 154435	CNW 154482	CNW 154528
CNW 154300	CNW 154344	CNW 154391	CNW 154436	CNW 154483	CNW 154529
CNW 154301	CNW 154345	CNW 154392	CNW 154437	CNW 154484	CNW 154530
CNW 154302	CNW 154347	CNW 154393	CNW 154438	CNW 154485	CNW 154531
CNW 154303	CNW 154348	CNW 154395	CNW 154439	CNW 154487	CNW 154532
CNW 154304	CNW 154349	CNW 154396	CNW 154440	CNW 154488	CNW 154533
CNW 154305	CNW 154350	CNW 154397	CNW 154441	CNW 154489	CNW 154534
CNW 154306	CNW 154351	CNW 154398	CNW 154443	CNW 154490	CNW 154535
CNW 154307	CNW 154352	CNW 154400	CNW 154444	CNW 154491	CNW 154536
CNW 154308	CNW 154353	CNW 154401	CNW 154445	CNW 154492	CNW 154537
CNW 154309	CNW 154354	CNW 154402	CNW 154446	CNW 154493	CNW 154538
CNW 154310	CNW 154355	CNW 154403	CNW 154447	CNW 154494	CNW 154539
CNW 154311	CNW 154356	CNW 154404	CNW 154448	CNW 154495	CNW 154540
CNW 154312	CNW 154357	CNW 154405	CNW 154449	CNW 154496	CNW 154541
CNW 154313	CNW 154358	CNW 154406	CNW 154450	CNW 154497	CNW 154542
CNW 154315	CNW 154359	CNW 154407	CNW 154451	CNW 154498	CNW 154543
CNW 154316	CNW 154360	CNW 154408	CNW 154452	CNW 154499	CNW 154544
CNW 154317	CNW 154361	CNW 154409	CNW 154453	CNW 154500	CNW 154545
CNW 154318	CNW 154363	CNW 154410	CNW 154454	CNW 154501	CNW 154546
CNW 154319	CNW 154364	CNW 154411	CNW 154455	CNW 154502	CNW 154547
CNW 154320	CNW 154365	CNW 154412	CNW 154456	CNW 154503	CNW 154548
CNW 154321	CNW 154367	CNW 154413	CNW 154457	CNW 154504	CNW 154549
CNW 154322	CNW 154368	CNW 154414	CNW 154458	CNW 154505	CNW 154550
CNW 154323	CNW 154369	CNW 154415	CNW 154459	CNW 154506	CNW 154551
CNW 154324	CNW 154370	CNW 154416	CNW 154460	CNW 154507	CNW 154552
CNW 154325	CNW 154371	CNW 154417	CNW 154461	CNW 154508	CNW 154553
CNW 154326	CNW 154372	CNW 154418	CNW 154462	CNW 154509	CNW 154554
CNW 154327	CNW 154373	CNW 154419	CNW 154463	CNW 154510	CNW 154555
CNW 154328	CNW 154374	CNW 154420	CNW 154464	CNW 154512	CNW 154556
CNW 154329	CNW 154375	CNW 154421	CNW 154466	CNW 154513	CNW 154557
CNW 154330	CNW 154376	CNW 154422	CNW 154467	CNW 154514	CNW 154558
CNW 154331	CNW 154377	CNW 154423	CNW 154468	CNW 154515	CNW 154559
CNW 154332	CNW 154378	CNW 154424	CNW 154469	CNW 154516	
CNW 154333	CNW 154379	CNW 154425	CNW 154470	CNW 154517	
CNW 154334	CNW 154380	CNW 154426	CNW 154471	CNW 154518	
CNW 154335	CNW 154381	CNW 154427	CNW 154472	CNW 154519	
CNW 154336	CNW 154383	CNW 154428	CNW 154473	CNW 154520	

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 26th day of January 1988, before me personally came William J. Condren to me known, who being by me duly sworn did depose and say that he resides at 998 Fifth Avenue, New York, New York 10028; that he is a general partner of NORTHWEST EQUIPMENT COMPANY, a New York limited partnership described in and which executed the foregoing instrument; that he signed his name thereto on behalf of and with the authority of such limited partnership.

Jody Rickard
Notary Public

JODY RICKARD
Notary Public, State of New York
No. 31-489678
Qualified in New York County
Commission Expires May 26, 1989

[NOTARIAL SEAL]