

CHICAGO AND



TRANSPORTATION COMPANY

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

DIRECT DIAL NUMBER

312/559-6165

RECORDATION NO. 13606-B
Filed 1982

APR - 9 1982 - 9 20 AM

INTERSTATE COMMERCE COMMISSION

File No. A-11705
A-340

2-099A050

No. APR 9 1982
Date.....
Fee \$ 10.00

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

Dear Ms. Mergenovich:

ICC Washington, D. C.

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, as amended, enclosed for recordation are counterparts of an Amendment Number One dated as of March 19, 1982, to Conditional Sale Agreement dated as of March 19, 1982, between North Western Leasing Company, One North Western Center, Chicago, Illinois, 60606 and Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606 and assigned Recordation No. 13606.

Enclosed is a check for \$10.00 to cover your recording fee. Please keep one counterpart for your files and return the other counterparts showing your recordation data.

Sincerely,

J. S. Edwards
Assistant Secretary

JSE/baf

Encl.

- cc: J. A. Barnes
- G. R. Charles
- R. D. Smith
- F. E. Cunningham, Attn: R. DeWitt
- M. H. Shumate
- R. F. Guenther, Attn: J. James
- D. E. Stockham, Attn: G. Ogurek

APR 9 9 16 AM '82

Counterpart - J. P. Runk

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

April 9, 1982

J. S. Edwards
Assistant Secretary
Chicago & NorthWestern Trnsp. 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 4/9/82 at 9:30AM, and assigned re-
recording number(s) 13606-B

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

2-099A050

RECORDED NO. 13606-B
APR -9 1982 -9 30 AM
INTERSTATE COMMERCE COMMISSION

AMENDMENT NUMBER ONE
TO CONDITIONAL SALE AGREEMENT
DATED AS OF MARCH 19, 1982
BETWEEN
NORTH WESTERN LEASING COMPANY
AND
CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

This AMENDMENT dated as of March 19, 1982 between NORTH WESTERN LEASING COMPANY, a Delaware corporation (the "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (the "Railroad"):

W I T N E S S E T H:

WHEREAS, the Seller and the Railroad entered into a Conditional Sale Agreement dated as of March 19, 1982 (the "CSA"); and

WHEREAS, the CSA contains certain clerical errors which are corrected by this AMENDMENT,

NOW, THEREFORE, for and in consideration of the premises and of the installments of Conditional Sale Indebtedness and the interest thereon to be paid under the CSA and the covenants therein contained, the parties hereto hereby agree as follows:

The last sentence of the fourth paragraph within Article 4 of the CSA is hereby amended to read as follows:

"Such interest shall be payable quarterly on the fifteenth day of March, June, September and December in each year commencing the first such date after the Closing Date (such dates being hereinafter called the "Interest Payment Dates")."

All other terms and conditions of the CSA shall remain unchanged and in full force and effect.

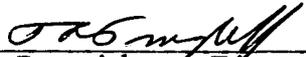
IN WITNESS WHEREOF, the parties hereto have duly executed this AMENDMENT as of the day and year first above written.

NORTH WESTERN LEASING COMPANY
By *JOB miff*
Vice President

[CORPORATE SEAL]

ATTEST:
[Signature]
Assistant Secretary

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By 
Vice President-Finance

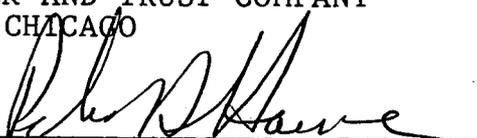
[CORPORATE SEAL]

ATTEST:


Assistant Secretary

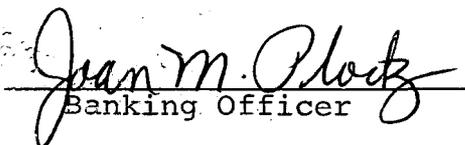
Continental Illinois National Bank and Trust Company of Chicago (the "Bank") as assignee of the Seller under that certain Agreement and Assignment dated as of March 19, 1982 between the Seller and the Bank hereby acknowledges receipt of this AMENDMENT and consents to the provisions thereof as of March 19, 1982.

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY
OF CHICAGO

By: 
Vice President

[CORPORATE SEAL]

ATTEST:

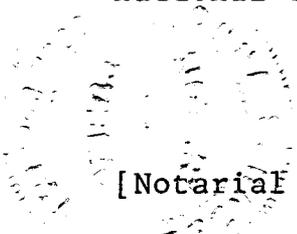

Banking Officer

- 2 -

L/P-328

STATE OF ILLINOIS)
COUNTY OF COOK) SS.:

On this 8th day of April, 1982, before me personally appeared Peter D. Horne, 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 national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Donna S. Hazel
Notary Public

[Notarial Seal]

My Commission expires

My Commission Expires Jan. 13th, 1986