CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

RECORDATION NO. 14081-B Filed 1425

MAR 14 1988 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

March 11, 1988

File: 60-3593

No. 8-074A041

Date MAR 14 1988

Fee $ 13.00

ICC Washington, D. C.

Ms. Norretta McGee
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Ms. McGee:

Please refer to the Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement A dated as of June 29, 1983 between Chicago and North Western Transportation Company and Midwestern Railroad Properties, Incorporated as Mortgagors and Continental Illinois National Bank and Trust Company of Chicago and The First National Bank of Chicago as Mortgagees, filed pursuant to Section 11303 (formerly Section 20(c)) of the Interstate Commerce Commission assigned Recordation Nos. 14081 and 14082.

Attached for recordation in relation to the forementioned Indentures are counterparts of a Bill of Sale dated as of March 9, 1988, covering sale by this Company of the freight cars listed on Schedule A attached hereto.

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. This Company, One North Western Center, Chicago, Illinois 60606.

Enclosed is a check for $13.00 to cover your recording fee. Please assign a sequential 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

Enclosures
cc: R. R. DeWitt
J. G. Marski
M. H. Shumate
D. E Stockham
J. E. Voldseth
Arthur Andersen & Co.
ATTN: Daniel Doyle

csd1/22(4)

RECORDATION NO. 14081-B Filed 1425

MAR 14 1988 - 10 25 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

FOR AND IN CONSIDERATION and upon payment of the sum of Six Million Two Hundred Sixty Thousand Five Hundred Twelve and no/100 (6,260,512.00) CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (the Seller), does hereby grant, bargain, sell, transfer and deliver to NORTH WESTERN LEASING COMPANY, a Delaware corporation (the Buyer), all of the Seller's right, title and interest in the equipment described in Schedule A attached hereto and made a part hereof (the Equipment).

The Seller hereby warrants that it is the owner of the Equipment and has good and lawful right to sell the same and that title to each unit of the Equipment is free of all claims, liens, security interests and other encumbrances, except any liens and security interests, which the Seller hereby undertakes to cause to be released, of any mortgage applicable to property of the Seller including such unit or of any conditional sale agreement or other security agreement applicable to such unit; and the Seller covenants that it will warrant and defend such title against the lawful claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, the Seller has executed this Bill of Sale this 9th day of March, 1988.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By _____
Vice President

[Corporate seal]

ATTEST:

_____
Assistant Secretary

CNW B/S 3/9/88

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price	Qty.	Description	Railroad System No.	Purchase Price
179	50' Box Cars	CNW 161403	$ 17,028	179	50' Box Cars (continued)	CNW 161513	$ 17,028
		CNW 161404	17,028			CNW 161516	17,028
		CNW 161406	17,028			CNW 161519	17,028
		CNW 161407	17,028			CNW 161520	17,028
		CNW 161410	17,028			CNW 161521	17,028
		CNW 161411	17,028			CNW 161530	17,028
		CNW 161414	17,028			CNW 161531	17,028
		CNW 161415	17,028			CNW 161533	17,028
		CNW 161417	17,028			CNW 161536	17,028
		CNW 161418	17,028			CNW 161545	17,028
		CNW 161425	17,028			CNW 161547	17,028
		CNW 161428	17,028			CNW 161548	17,028
		CNW 161432	17,028			CNW 161550	17,028
		CNW 161436	17,028			CNW 161554	17,028
		CNW 161437	17,028			CNW 161559	17,028
		CNW 161438	17,028			CNW 161561	17,028
		CNW 161439	17,028			CNW 161562	17,028
		CNW 161440	17,028			CNW 161565	17,028
		CNW 161443	17,028			CNW 161566	17,028
		CNW 161444	17,028			CNW 161567	17,028
		CNW 161445	17,028			CNW 161569	17,028
		CNW 161446	17,028			CNW 161571	17,028
		CNW 161449	17,028			CNW 161573	17,028
		CNW 161453	17,028			CNW 161578	17,028
		CNW 161454	17,028			CNW 161580	17,028
		CNW 161459	17,028			CNW 161582	17,028
		CNW 161461	17,028			CNW 161584	17,028
		CNW 161462	17,028			CNW 161586	17,028
		CNW 161465	17,028			CNW 161587	17,028
		CNW 161466	17,028			CNW 161590	17,028
		CNW 161468	17,028			CNW 161591	17,028
		CNW 161474	17,028			CNW 161592	17,028
		CNW 161475	17,028			CNW 161595	17,028
		CNW 161477	17,028			CNW 161596	17,028
		CNW 161478	17,028			CNW 161598	17,028
		CNW 161479	17,028			CNW 161602	17,028
		CNW 161481	17,028			CNW 161603	17,028
		CNW 161485	17,028			CNW 161606	17,028
		CNW 161487	17,028			CNW 161608	17,028
		CNW 161491	17,028			CNW 161610	17,028
		CNW 161492	17,028			CNW 161615	17,028
		CNW 161495	17,028			CNW 161616	17,028
		CNW 161497	17,028			CNW 161617	17,028
		CNW 161498	17,028			CNW 161619	17,028
		CNW 161499	17,028			CNW 161624	17,028
		CNW 161501	17,028			CNW 161626	17,028
		CNW 161505	17,028			CNW 161627	17,028
		CNW 161507	17,028			CNW 161628	17,028
		CNW 161510	17,028			CNW 161631	17,028
		CNW 161511	17,028			CNW 161632	17,028
			$851,400				$851,400

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price
179	50' Box Cars (continued)	CNW 161634	$ 17,028
		CNW 161638	17,028
		CNW 161641	17,028
		CNW 161642	17,028
		CNW 161643	17,028
		CNW 161646	17,028
		CNW 161648	17,028
		CNW 161649	17,028
		CNW 161652	17,028
		CNW 161654	17,028
		CNW 161655	17,028
		CNW 161658	17,028
		CNW 161659	17,028
		CNW 161662	17,028
		CNW 161664	17,028
		CNW 161672	17,028
		CNW 161673	17,028
		CNW 161674	17,028
		CNW 161675	17,028
		CNW 161676	17,028
		CNW 161679	17,028
		CNW 161681	17,028
		CNW 161682	17,028
		CNW 161683	17,028
		CNW 161684	17,028
		CNW 161685	17,028
		CNW 161687	17,028
		CNW 161688	17,028
		CNW 161690	17,028
		CNW 161693	17,028
		CNW 161696	17,028
		CNW 161699	17,028
		CNW 161700	17,028
		CNW 161701	17,028
		CNW 161705	17,028
		CNW 161706	17,028
		CNW 161707	17,028
		CNW 161708	17,028
		CNW 161709	17,028
		CNW 161711	17,028
		CNW 161712	17,028
		CNW 161716	17,028
		CNW 161725	17,028
		CNW 161726	17,028
		CNW 161727	17,028
		CNW 161728	17,028
		CNW 161729	17,028
		CNW 161731	17,028
		CNW 161732	17,028
		CNW 161734	17,028
			$851,400

Qty.	Description	Railroad System No.	Purchase Price
179	50' Box Cars (continued)	CNW 161735	$ 17,028
		CNW 161736	17,028
		CNW 161739	17,028
		CNW 161740	17,028
		CNW 161742	17,028
		CNW 161745	17,028
		CNW 161746	17,028
		CNW 161747	17,028
		CNW 161748	17,028
		CNW 161750	17,028
		CNW 161751	17,028
		CNW 161752	17,028
		CNW 161754	17,028
		CNW 161755	17,028
		CNW 161759	17,028
		CNW 161760	17,028
		CNW 161762	17,028
		CNW 161764	17,028
		CNW 161766	17,028
		CNW 161767	17,028
		CNW 161770	17,028
		CNW 161775	17,028
		CNW 161776	17,028
		CNW 161777	17,028
		CNW 161779	17,028
		CNW 161784	17,028
		CNW 161787	17,028
		CNW 161788	17,028
		CNW 161792	17,028
			$ 493,812
		SUBTOTAL	$3,048,012

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers	CNW 175007	$ 12,500
		CNW 175008	12,500
		CNW 175009	12,500
		CNW 175010	12,500
		CNW 175011	12,500
		CNW 175012	12,500
		CNW 175013	12,500
		CNW 175014	12,500
		CNW 175015	12,500
		CNW 175016	12,500
		CNW 175017	12,500
		CNW 175018	12,500
		CNW 175019	12,500
		CNW 175020	12,500
		CNW 175022	12,500
		CNW 175023	12,500
		CNW 175024	12,500
		CNW 175025	12,500
		CNW 175026	12,500
		CNW 175027	12,500
		CNW 175029	12,500
		CNW 175030	12,500
		CNW 175031	12,500
		CNW 175032	12,500
		CNW 175033	12,500
		CNW 175034	12,500
		CNW 175035	12,500
		CNW 175036	12,500
		CNW 175037	12,500
		CNW 175038	12,500
		CNW 175039	12,500
		CNW 175040	12,500
		CNW 175042	12,500
		CNW 175044	12,500
		CNW 175045	12,500
		CNW 175046	12,500
		CNW 175047	12,500
		CNW 175048	12,500
		CNW 175049	12,500
		CNW 175050	12,500
		CNW 175051	12,500
		CNW 175052	12,500
		CNW 175053	12,500
		CNW 175054	12,500
		CNW 175055	12,500
		CNW 175056	12,500
		CNW 175057	12,500
		CNW 175058	12,500
		CNW 175059	12,500
		CNW 175060	12,500
			$625,000

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers (continued)	CNW 175061	$ 12,500
		CNW 175062	12,500
		CNW 175063	12,500
		CNW 175064	12,500
		CNW 175065	12,500
		CNW 175066	12,500
		CNW 175067	12,500
		CNW 175069	12,500
		CNW 175070	12,500
		CNW 175071	12,500
		CNW 175072	12,500
		CNW 175073	12,500
		CNW 175074	12,500
		CNW 175076	12,500
		CNW 175078	12,500
		CNW 175079	12,500
		CNW 175081	12,500
		CNW 175082	12,500
		CNW 175083	12,500
		CNW 175084	12,500
		CNW 175086	12,500
		CNW 175087	12,500
		CNW 175088	12,500
		CNW 175089	12,500
		CNW 175090	12,500
		CNW 175091	12,500
		CNW 175092	12,500
		CNW 175093	12,500
		CNW 175095	12,500
		CNW 175096	12,500
		CNW 175097	12,500
		CNW 175098	12,500
		CNW 175099	12,500
		CNW 175100	12,500
		CNW 175102	12,500
		CNW 175103	12,500
		CNW 175105	12,500
		CNW 175106	12,500
		CNW 175107	12,500
		CNW 175108	12,500
		CNW 175110	12,500
		CNW 175111	12,500
		CNW 175114	12,500
		CNW 175115	12,500
		CNW 175116	12,500
		CNW 175117	12,500
		CNW 175120	12,500
		CNW 175121	12,500
		CNW 175122	12,500
		CNW 175124	12,500
			$625,000

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers (continued)	CNW 175125	$ 12,500
		CNW 175126	12,500
		CNW 175127	12,500
		CNW 175128	12,500
		CNW 175129	12,500
		CNW 175130	12,500
		CNW 175132	12,500
		CNW 175133	12,500
		CNW 175135	12,500
		CNW 175136	12,500
		CNW 175138	12,500
		CNW 175139	12,500
		CNW 175141	12,500
		CNW 175142	12,500
		CNW 175143	12,500
		CNW 175145	12,500
		CNW 175146	12,500
		CNW 175147	12,500
		CNW 175148	12,500
		CNW 175149	12,500
		CNW 175150	12,500
		CNW 175151	12,500
		CNW 175153	12,500
		CNW 175154	12,500
		CNW 175155	12,500
		CNW 175156	12,500
		CNW 175157	12,500
		CNW 175058	12,500
		CNW 175159	12,500
		CNW 175160	12,500
		CNW 175161	12,500
		CNW 175162	12,500
		CNW 175163	12,500
		CNW 175164	12,500
		CNW 175165	12,500
		CNW 175166	12,500
		CNW 175167	12,500
		CNW 175168	12,500
		CNW 175169	12,500
		CNW 175170	12,500
		CNW 175171	12,500
		CNW 175172	12,500
		CNW 175173	12,500
		CNW 175174	12,500
		CNW 175175	12,500
		CNW 175176	12,500
		CNW 175177	12,500
		CNW 175178	12,500
		CNW 175179	12,500
		CNW 175180	12,500
			$625,000

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers (continued)	CNW 175181	$ 12,500
		CNW 175183	12,500
		CNW 175184	12,500
		CNW 175185	12,500
		CNW 175186	12,500
		CNW 175187	12,500
		CNW 175188	12,500
		CNW 175189	12,500
		CNW 175190	12,500
		CNW 175191	12,500
		CNW 175192	12,500
		CNW 175193	12,500
		CNW 175194	12,500
		CNW 175195	12,500
		CNW 175196	12,500
		CNW 175197	12,500
		CNW 175198	12,500
		CNW 175199	12,500
		CNW 175200	12,500
		CNW 175201	12,500
		CNW 175202	12,500
		CNW 175203	12,500
		CNW 175205	12,500
		CNW 175206	12,500
		CNW 175207	12,500
		CNW 175208	12,500
		CNW 175209	12,500
		CNW 175211	12,500
		CNW 175212	12,500
		CNW 175213	12,500
		CNW 175214	12,500
		CNW 175215	12,500
		CNW 175216	12,500
		CNW 175217	12,500
		CNW 175218	12,500
		CNW 175219	12,500
		CNW 175220	12,500
		CNW 175221	12,500
		CNW 175222	12,500
		CNW 175223	12,500
		CNW 175224	12,500
		CNW 175225	12,500
		CNW 175226	12,500
		CNW 175227	12,500
		CNW 175228	12,500
		CNW 175229	12,500
		CNW 175230	12,500
		CNW 175231	12,500
		CNW 175233	12,500
		CNW 175234	12,500
			$625,000

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers (continued)	CNW 175235	$ 12,500
		CNW 175236	12,500
		CNW 175237	12,500
		CNW 175238	12,500
		CNW 175239	12,500
		CNW 175240	12,500
		CNW 175241	12,500
		CNW 175242	12,500
		CNW 175243	12,500
		CNW 175247	12,500
		CNW 175249	12,500
		CNW 175250	12,500
		CNW 175251	12,500
		CNW 175253	12,500
		CNW 175254	12,500
		CNW 175255	12,500
		CNW 175256	12,500
		CNW 175257	12,500
		CNW 175258	12,500
		CNW 175259	12,500
		CNW 175260	12,500
		CNW 175261	12,500
		CNW 175263	12,500
		CNW 175264	12,500
		CNW 175265	12,500
		CNW 175267	12,500
		CNW 175268	12,500
		CNW 175269	12,500
		CNW 175271	12,500
		CNW 175272	12,500
		CNW 175273	12,500
		CNW 175274	12,500
		CNW 175275	12,500
		CNW 175276	12,500
		CNW 175277	12,500
		CNW 175278	12,500
		CNW 175279	12,500
		CNW 175280	12,500
		CNW 175281	12,500
		CNW 175282	12,500
		CNW 175283	12,500
		CNW 175284	12,500
		CNW 175285	12,500
		CNW 175286	12,500
		CNW 175287	12,500
		CNW 175288	12,500
		CNW 175289	12,500
		CNW 175290	12,500
		CNW 175291	12,500
			$625,000

Qty.	Description	Railroad System No.	Purchase Price
257	Covered Hoppers (continued)	CNW 175292	$ 12,500
		CNW 175293	12,500
		CNW 175294	12,500
		CNW 175295	12,500
		CNW 175296	12,500
		CNW 175297	12,500
		CNW 175298	12,500
			$ 87,500
		SUB TOTAL	$3,212,500
		GRAND TOTAL	$6,260,512