CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

RECORDATION NO. 14082 Filed 1425
JUN 30 1983 -10 20 AM
INTERSTATE COMMERCE COMMISSION

3-181A030

File No: A-11547

No.
Date JUN 30 1983
Fee $ 200.00
ICC Washington, D. C.

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER
312 - 559-6165

RECORDATION NO. 14081 Filed 1425
JUN 30 1983 -10 20 AM
INTERSTATE COMMERCE COMMISSION

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 Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement A for $35,000,000.00 and Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statement B for $58,000,000.00, both dated as of June 29, 1983 covering Mortgages by Chicago and North Western Transportation Company of all of its property including but not limited to all interests of the Company in railroad rolling stock.

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

| Mortagors | Mortgagees |
|---|---|
| Chicago and North Western Transportation Company<br>One North Western Center<br>165 North Canal Street<br>Chicago, Illinois 60606 | Continental Illinois National Bank and Trust Company of Chicago<br>231 South LaSalle Street<br>Chicago, Illinois 60697 |
| Midwestern Railroad Properties, Incorporated<br>One North Western Center<br>165 North Canal Street<br>Chicago, Illinois 60606 | The First National Bank of Chicago<br>One First National Plaza<br>Chicago, Illinois 60670 |

Enclosed is our check in the amount of $100.00 to cover the filing fees for both recordings. Please assign separate recordation numbers to each Indenture. Keep one counterpart for each document and return the other counterparts for each showing your recordation data.

RECORDATION NO. 14083 Filed 1425
JUN 30 1983 -10 20 AM
INTERSTATE COMMERCE COMMISSION

Very truly yours,

J. S. Edwards
Assistant Secretary

RECEIVED
JUN 30 10 15 AM '83
I.C.C.
FEE OPERATION BR.

Enclosures

cc: G. R. Charles
R. D. Smith
F. E. Cunningham
F. R. Guenther, Attn: J. James
D. E. Stockham, Attn: G. Ogurek
Z. Steiger

Arthur Andersen & Co.
Attn: G. Holdren

RECORDATION NO. 14084 Filed 1425
JUN 30 1983 -10 20 AM
INTERSTATE COMMERCE COMMISSION

s1-2/ms

RECORDATION NO. 14082-B Filed 1425

BILL OF SALE

MAR 14 1988 -10 35 AM

INTERSTATE COMMERCE COMMISSION

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 |