CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

May 26, 1988

File No.: 60-3594

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER
312/559-6158

RECORDATION NO. 14082-D FILED 1425

MAY 31 1988 · 10 25 AM
INTERSTATE COMMERCE COMMISSION

No. 8-152A030 RECORDATION NO. 14082-C FILED 1425
Date MAY 31 1988
Fee $26.00
ICC Washington, D. C.

MAY 31 1988 · 10 25 AM
INTERSTATE COMMERCE COMMISSION

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, DC 20434

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 Midwestern Railroad Properties, Inc., as Mortgagor and The First National Bank of Chicago as Mortgagee assigned recordation number 14082 filed pursuant to Section 11303 (formerly Section 20(c)) of the Interstate Commerce Act.

Attached for recordation in relation to the formentioned Indentures are four (4) counterparts of Deed of Release executed by the First National Bank of Chicago dated May 10, 1988 covering the equipment described on Schedule A.

Also attached for recordation in relation to the forementioned Indenture are Counterparts of a Bill of Sale dated as of April 25, 1988, covering sale by this Company of the equipment listed on Schedule A.

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

1. North Western Leasing Co., One North Western Center, Chicago, IL 60606

2. This Company, One North Western Center, Chicago, IL 60606

Enclosed are two (2) checks for $13.00 each to cover your recording fee. Please Deed of Release first and cross index under parties as named in the Deed for the Bill of Sale. Kindly retain one counterpart of each document for your files and return the remaining items each showing your recordation data.

Sincerely,

Lisa M. Fanelli

Lisa M. Fanelli
Assistant Secretary

Enclosures
cc: J. G. Marski
R. S. Morgan
K. M. Lange
Arthur Andersen & Co.
ATTN: Daniel Doyle

csd5/6(2)

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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

FOR AND IN CONSIDERATION and upon payment of the sum of One Million Nine Hundred Ninety-Three Thousand Four Hundred Forty-One and no/100 (1,993,441.00) 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 25th day of April, 1988.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

By _____
Vice President

[Corporate seal]

ATTEST:

Lisa M. Fanelli
Assistant Secretary

CNW B/S 3/9/88

SCHEDULE A

Qty.	Description	Railroad System No.	Purchase Price
45	Covered Hoppers	CNW 69877	$ 20,827
		CNW 69881	20,827
		CNW 69883	20,827
		CNW 69885	20,827
		CNW 69887	20,827
		CNW 69889	20,827
		CNW 69891	20,827
		CNW 69893	20,827
		CNW 69895	20,827
		CNW 170468	14,144
		CNW 170470	14,144
		CNW 170472	14,144
		CNW 170479	14,144
		CNW 170481	14,144
		CNW 170483	14,144
		CNW 170487	14,144
		CNW 170494	14,144
		CNW 170495	14,144
		CNW 170496	14,144
		CNW 170522	15,073
		CNW 170567	15,073
		CNW 170581	15,073
		CNW 170719	15,073
		CNW 170845	15,073
		CNW 170849	15,073
		CNW 170854	15,073
		CNW 170855	15,073
		CNW 170856	15,073
		CNW 170857	15,073
		CNW 170858	15,073
		CNW 170859	15,073
		CNW 170860	15,073
		CNW 170864	15,073
		CNW 170865	15,073
		CNW 170866	15,073
		CNW 170868	15,073
		CNW 170869	15,073
		CNW 170884	15,073
		CNW 170894	15,073
		CNW 170902	15,073
		CNW 170908	15,073
		CNW 170917	15,073
		CNW 170919	15,073
		CNW 170921	15,073
		CNW 170922	15,073

Qty.	Description	Railroad System No.	Purchase Price
64	Refrigerated Box Cars	CGW 576	$ 20,276
		CGW 578	20,276
		CGW 582	19,271
		CGW 584	19,271
		CGW 586	19,271
		CGW 587	19,271
		CGW 588	19,271
		CGW 589	19,271
		CGW 590	19,271
		CGW 591	19,271
		CGW 592	19,271
		CGW 593	19,271
		CGW 594	19,271
		CGW 595	19,271
		CGW 596	19,271
		CGW 597	19,271
		CGW 598	19,271
		CGW 600	19,271
		CNW 33201	20,082
		CNW 33202	20,082
		CNW 33203	20,082
		CNW 33204	20,082
		CNW 33205	20,082
		CNW 33207	20,082
		CNW 33208	20,082
		CNW 33209	20,082
		CNW 33210	20,082
		CNW 33211	20,082
		CNW 33212	20,082
		CNW 33213	20,082
		CNW 33214	20,082
		CNW 33215	20,082
		CNW 33216	20,082
		CNW 33217	20,082
		CNW 33218	20,082
		CNW 33219	20,082
		CNW 33220	20,082
		CNW 33221	20,082
		CNW 33223	20,082
		CNW 33224	20,082
		CNW 33225	20,082
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		CNW 33239	20,082
		CNW 33240	20,082
		CNW 33242	20,082
		CNW 33243	20,082
		CNW 33244	20,082
		CNW 33245	20,082
		CNW 33247	20,082
		CNW 33249	20,082
		CNW 32250	20,082
		CNW 32251	20,082
		CNW 33252	20,082
			$1,993,441