CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

RECORDATION NO. 14083-B Filed 1425

SEP 14 1988 · 11 10 AM

INTERSTATE COMMERCE COMMISSION

September 13, 1988

File No.: 60-3595

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

No. 8-258A012
Date SEP 14 1988
Fee $ 13.00
ICC Washington, D.C.

RECORDATION NO. 14083-C Filed 1425

SEP 14 1988 · 11 10 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 B dated as of June 29, 1983 between Chicago and North Western Transportation Company and Midwestern Railroad Properties, Incorporated, Mortgagors, and Continental Illinois National Bank and Trust Company and The First National Bank of Chicago, Mortgagees, assigned recordation number 14083 filed pursuant to Section 11303 (formerly Section 20(c)) of the Interstate Commerce Act.

Attached for recordation in relation to the formentioned Indenture are four (4) counterparts of Deed of Release executed by the First National Bank of Chicago dated September 13, 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 September 8, 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 record the 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(1.2)

Counterpart - Dump Affidavits

RECORDATION NO. 14083-B

BILL OF SALE

SEP 14 1988 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

FOR AND IN CONSIDERATION and upon payment of the sum of Five Million Sixty-Eight Thousand Eight Hundred Ninety-Seven and 00/100 (5,068,897.00) 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 8th day of September, 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 |
|---|---|---|---|
| 2 | Hopper Cars | CNW 110588 | $ 14,063 |
| | | CNW 110592 | 14,063 |
| | | | $ 28,126 |
| 8 | Refrigerated Cars | CNW 33253 | $ 22,194 |
| | | CNW 33254 | 22,194 |
| | | CNW 33255 | 22,194 |
| | | CNW 33257 | 22,194 |
| | | CNW 33258 | 22,194 |
| | | CNW 33259 | 22,194 |
| | | CNW 33261 | 22,194 |
| | | CNW 33262 | 22,194 |
| | | | $177,552 |
| 15 | Equipped Box Cars | CNW 92112 | $ 27,429 |
| | | CNW 92113 | 27,429 |
| | | CNW 92120 | 27,429 |
| | | CNW 92503 | 28,920 |
| | | CNW 92504 | 28,920 |
| | | CNW 92532 | 26,293 |
| | | CNW 92533 | 31,030 |
| | | CNW 92534 | 31,030 |
| | | CNW 92535 | 31,030 |
| | | CNW 92536 | 31,030 |
| | | CNW 92537 | 31,030 |
| | | CNW 92538 | 31,030 |
| | | CNW 92539 | 31,030 |
| | | CNW 92540 | 31,030 |
| | | CNW 92541 | 31,030 |
| | | | $445,690 |
| 4 | Equipped Gondolas | CNW 133007 | $ 12,943 |
| | | CNW 133023 | 12,943 |
| | | CNW 133032 | 12,799 |
| | | CNW 133038 | 12,799 |
| | | | $ 51,772 |

| Qty. | Description | Railroad System No. | Purchase Price |
|---|---|---|---|
| 33 | Covered Hoppers | CGW 7251 | $ 15,357 |
| | | CNW 76983 | 18,563 |
| | | CNW 76985 | 18,563 |
| | | CNW 76987 | 18,563 |
| | | CNW 76989 | 18,563 |
| | | CNW 170052 | 11,646 |
| | | CNW 170073 | 11,489 |
| | | CNW 170145 | 11,646 |
| | | CNW 170192 | 11,646 |
| | | CNW 170213 | 11,646 |
| | | CNW 170232 | 11,646 |
| | | CNW 170376 | 11,646 |
| | | CNW 170421 | 11,646 |
| | | CNW 170437 | 11,646 |
| | | CNW 170438 | 11,646 |
| | | CNW 170475 | 11,646 |
| | | CNW 170489 | 11,802 |
| | | CNW 170493 | 11,802 |
| | | CNW 170507 | 13,913 |
| | | CNW 170521 | 13,913 |
| | | CNW 170553 | 13,913 |
| | | CNW 170580 | 14,080 |
| | | CNW 170633 | 14,080 |
| | | CNW 170641 | 14,080 |
| | | CNW 170687 | 14,080 |
| | | CNW 170725 | 14,080 |
| | | CNW 170875 | 12,243 |
| | | CNW 170920 | 12,577 |
| | | CNW 176015 | 14,629 |
| | | CNW 176019 | 15,031 |
| | | CNW 176025 | 14,629 |
| | | CNW 176032 | 14,629 |
| | | CNW 176042 | 14,629 |
| | | | $451,668 |

SCHEDULE A

| Qty. | Description | Railroad System No. | Purchase Price | Qty. | Description | Railroad System No. | Purchase Price |
|---|---|---|---|---|---|---|---|
| 105 | Box Cars | CNW 161068 | $ 16,057 | | | CNW 161911 | $ 16,381 |
| | | CNW 161681 | 16,219 | | | CNW 161912 | 16,381 |
| | | CNW 161795 | 16,381 | | | CNW 161913 | 16,381 |
| | | CNW 161798 | 16,381 | | | CNW 161915 | 16,381 |
| | | CNW 161799 | 16,381 | | | CNW 161927 | 16,381 |
| | | CNW 161800 | 16,381 | | | CNW 161928 | 16,381 |
| | | CNW 161801 | 16,381 | | | CNW 161929 | 16,381 |
| | | CNW 161806 | 16,381 | | | CNW 161931 | 16,381 |
| | | CNW 161807 | 16,381 | | | CNW 161932 | 16,381 |
| | | CNW 161808 | 16,381 | | | CNW 161933 | 16,381 |
| | | CNW 161809 | 16,381 | | | CNW 161935 | 16,381 |
| | | CNW 161810 | 16,381 | | | CNW 161936 | 16,381 |
| | | CNW 161811 | 16,381 | | | CNW 161937 | 16,381 |
| | | CNW 161816 | 16,381 | | | CNW 161938 | 16,381 |
| | | CNW 161818 | 16,381 | | | CNW 161940 | 16,381 |
| | | CNW 161820 | 16,381 | | | CNW 161942 | 16,381 |
| | | CNW 161823 | 16,381 | | | CNW 161947 | 16,381 |
| | | CNW 161827 | 16,381 | | | CNW 161948 | 16,381 |
| | | CNW 161828 | 16,381 | | | CNW 161949 | 16,381 |
| | | CNW 161830 | 16,381 | | | CNW 161950 | 16,381 |
| | | CNW 161831 | 16,381 | | | CNW 161953 | 16,381 |
| | | CNW 161832 | 16,381 | | | CNW 161954 | 16,381 |
| | | CNW 161834 | 16,381 | | | CNW 161955 | 16,381 |
| | | CNW 161839 | 16,381 | | | CNW 161957 | 16,381 |
| | | CNW 161840 | 16,381 | | | CNW 161959 | 16,381 |
| | | CNW 161842 | 16,381 | | | CNW 161961 | 16,381 |
| | | CNW 161845 | 16,381 | | | CNW 161963 | 16,381 |
| | | CNW 161846 | 16,381 | | | CNW 161965 | 16,381 |
| | | CNW 161849 | 16,381 | | | CNW 161966 | 16,381 |
| | | CNW 161850 | 16,381 | | | CNW 161970 | 16,381 |
| | | CNW 161852 | 16,381 | | | CNW 161972 | 16,381 |
| | | CNW 161854 | 16,381 | | | CNW 161973 | 16,381 |
| | | CNW 161862 | 16,381 | | | CNW 161974 | 16,381 |
| | | CNW 161869 | 16,381 | | | CNW 161981 | 16,381 |
| | | CNW 161872 | 16,381 | | | CNW 161982 | 16,381 |
| | | CNW 161874 | 16,381 | | | CNW 161983 | 16,381 |
| | | CNW 161879 | 16,381 | | | CNW 161984 | 16,381 |
| | | CNW 161880 | 16,381 | | | CNW 161987 | 16,381 |
| | | CNW 161883 | 16,381 | | | CNW 161989 | 16,381 |
| | | CNW 161885 | 16,381 | | | CNW 161991 | 16,381 |
| | | CNW 161887 | 16,381 | | | CNW 161993 | 16,381 |
| | | CNW 161888 | 16,381 | | | CNW 161994 | 16,381 |
| | | CNW 161889 | 16,381 | | | CNW 161998 | 16,381 |
| | | CNW 161890 | 16,381 | | | CNW 162000 | 22,625 |
| | | CNW 161891 | 16,381 | | | CNW 162001 | 22,773 |
| | | CNW 161892 | 16,381 | | | CNW 162002 | 22,625 |
| | | CNW 161894 | 16,381 | | | CNW 162003 | 22,773 |
| | | CNW 161896 | 16,381 | | | CNW 162004 | 22,773 |
| | | CNW 161898 | 16,381 | | | CNW 162006 | 22,773 |
| | | CNW 161900 | 16,381 | | | CNW 162010 | 22,773 |
| | | CNW 161901 | 16,381 | | | CNW 162012 | 22,773 |
| | | CNW 161904 | 16,381 | | | | |
| | | CNW 161905 | 16,381 | | | | $1,770,359 |
| | | CNW 161909 | 16,381 | | | | |

SCHEDULE A

| Qty. | Description | Railroad System No. | Purchase Price | Qty. | Description | Railroad System No. | Purchase Price |
|---|---|---|---|---|---|---|---|
| 163 | Gondolas | CNW 89085 | $ 12,485 | | | CNW 132661 | $ 12,799 |
| | | CNW 89086 | 12,485 | | | CNW 132662 | 12,799 |
| | | CNW 89087 | 12,485 | | | CNW 132663 | 12,799 |
| | | CNW 89088 | 14,348 | | | CNW 132664 | 12,799 |
| | | CNW 132475 | 12,501 | | | CNW 132666 | 12,799 |
| | | CNW 132600 | 12,462 | | | CNW 132667 | 12,603 |
| | | CNW 132601 | 12,656 | | | CNW 132668 | 12,799 |
| | | CNW 132602 | 12,656 | | | CNW 132669 | 12,799 |
| | | CNW 132603 | 12,656 | | | CNW 132672 | 12,799 |
| | | CNW 132605 | 12,656 | | | CNW 132677 | 12,799 |
| | | CNW 132606 | 12,656 | | | CNW 132678 | 12,799 |
| | | CNW 132607 | 12,656 | | | CNW 132680 | 12,799 |
| | | CNW 132608 | 12,656 | | | CNW 132681 | 12,799 |
| | | CNW 132613 | 12,656 | | | CNW 132682 | 12,799 |
| | | CNW 132614 | 12,656 | | | CNW 132683 | 12,799 |
| | | CNW 132615 | 12,656 | | | CNW 132684 | 12,799 |
| | | CNW 132617 | 12,656 | | | CNW 132686 | 12,799 |
| | | CNW 132619 | 12,462 | | | CNW 132687 | 12,603 |
| | | CNW 132620 | 12,656 | | | CNW 132691 | 12,799 |
| | | CNW 132621 | 12,656 | | | CNW 132692 | 12,799 |
| | | CNW 132622 | 12,656 | | | CNW 132693 | 12,799 |
| | | CNW 132623 | 12,656 | | | CNW 132695 | 12,799 |
| | | CNW 132624 | 12,799 | | | CNW 132696 | 12,799 |
| | | CNW 132625 | 12,656 | | | CNW 132697 | 12,603 |
| | | CNW 132626 | 12,799 | | | CNW 132698 | 12,799 |
| | | CNW 132628 | 12,799 | | | CNW 132699 | 12,799 |
| | | CNW 132629 | 12,799 | | | CNW 132700 | 12,799 |
| | | CNW 132630 | 12,799 | | | CNW 132701 | 12,799 |
| | | CNW 132632 | 12,799 | | | CNW 132702 | 12,799 |
| | | CNW 132633 | 12,799 | | | CNW 132703 | 12,603 |
| | | CNW 132634 | 12,799 | | | CNW 132705 | 12,799 |
| | | CNW 132635 | 12,799 | | | CNW 132706 | 12,799 |
| | | CNW 132636 | 12,799 | | | CNW 132708 | 12,799 |
| | | CNW 132637 | 12,799 | | | CNW 132709 | 12,799 |
| | | CNW 132639 | 12,799 | | | CNW 132710 | 12,799 |
| | | CNW 132640 | 12,799 | | | CNW 132711 | 12,799 |
| | | CNW 132641 | 12,799 | | | CNW 137212 | 12,799 |
| | | CNW 132642 | 12,799 | | | CNW 132713 | 12,799 |
| | | CNW 132643 | 12,799 | | | CNW 132715 | 12,799 |
| | | CNW 132644 | 12,799 | | | CNW 132716 | 12,799 |
| | | CNW 132646 | 12,799 | | | CNW 132722 | 12,799 |
| | | CNW 132648 | 12,799 | | | CNW 132724 | 12,799 |
| | | CNW 132649 | 12,799 | | | CNW 132725 | 12,799 |
| | | CNW 132650 | 12,799 | | | CNW 132727 | 12,799 |
| | | CNW 132651 | 12,799 | | | CNW 132729 | 12,799 |
| | | CNW 132652 | 12,799 | | | CNW 132731 | 12,799 |
| | | CNW 132654 | 12,799 | | | CNW 132732 | 12,799 |
| | | CNW 132656 | 12,603 | | | CNW 132733 | 12,603 |
| | | CNW 132657 | 12,799 | | | CNW 132734 | 12,799 |
| | | CNW 132659 | 12,603 | | | CNW 132735 | 12,799 |
| | | CNW 132660 | 12,799 | | | CNW 132736 | 12,799 |

SCHEDULE A

| Qty. | Description | Railroad System No. | Purchase Price | Qty. | Description | Railroad System No. | Purchase Price |
|---|---|---|---|---|---|---|---|
| 163 | Gondolas (continued) | CNW 132737 | $ 12,799 | | | CNW 132785 | 12,943 |
| | | CNW 132738 | 12,799 | | | CNW 132786 | 12,943 |
| | | CNW 132739 | 12,799 | | | CNW 132789 | 12,943 |
| | | CNW 132741 | 12,799 | | | CNW 132790 | 12,744 |
| | | CNW 132742 | 12,799 | | | CNW 132791 | 12,943 |
| | | CNW 132743 | 12,603 | | | CNW 132792 | 12,943 |
| | | CNW 132744 | 12,799 | | | CNW 132793 | 12,943 |
| | | CNW 132745 | 12,799 | | | CNW 132795 | 12,943 |
| | | CNW 132748 | 12,799 | | | CNW 132796 | 12,943 |
| | | CNW 132749 | 12,799 | | | CNW 133008 | 12,943 |
| | | CNW 132750 | 12,799 | | | CNW 133010 | 12,534 |
| | | CNW 132751 | 12,799 | | | CNW 133012 | 12,799 |
| | | CNW 132752 | 12,799 | | | CNW 133017 | 12,799 |
| | | CNW 132754 | 12,799 | | | CNW 133018 | 12,394 |
| | | CNW 132755 | 12,799 | | | CNW 133039 | 12,799 |
| | | CNW 132756 | 12,799 | | | CNW 133041 | 12,799 |
| | | CNW 132758 | 12,799 | | | CNW 133042 | 12,943 |
| | | CNW 132760 | 12,799 | | | CNW 134029 | 12,799 |
| | | CNW 132761 | 12,799 | | | CNW 370000 | 18,829 |
| | | CNW 132762 | 12,799 | | | CNW 370001 | 18,829 |
| | | CNW 132763 | 12,799 | | | CNW 370002 | 18,829 |
| | | CNW 132764 | 12,799 | | | CNW 370003 | 18,829 |
| | | CNW 132765 | 12,799 | | | CNW 370004 | 18,829 |
| | | CNW 132766 | 12,799 | | | CNW 370005 | 18,829 |
| | | CNW 132767 | 12,943 | | | CNW 370006 | 18,829 |
| | | CNW 132768 | 12,943 | | | CNW 370007 | 18,829 |
| | | CNW 132770 | 12,943 | | | CNW 370008 | 18,829 |
| | | CNW 132771 | 12,744 | | | CNW 370009 | 18,829 |
| | | CNW 132778 | 12,943 | | | | |
| | | CNW 132779 | 12,943 | | | SUBTOTAL | $2,143,730 |
| | | CNW 132782 | 12,744 | | | | |
| | | CNW 132783 | 12,943 | | | GRAND TOTAL | $5,068,897 |
| | | CNW 132784 | 12,744 | | | | |