CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

February 15, 1989

File No.: 60-3596

RECORDATION NO 14083-D FILED 1425

FEB 22 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

Date 2/22/89

Fee $ 13

ICC Washington, D. C.

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 December 9, 1988 covering the equipment described on Schedule A.

Enclosed is our check for $13.00 to cover your recording fee. Kindly retain one counterpart 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: Joe Adams

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Counterparts Dep Blocks

ONE NORTH WESTERN CENTER / CHICAGO, ILLINOIS 60606

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INTERSTATE COMMERCE COMMISSION

DEED OF RELEASE

KNOW ALL MEN BY THESE PRESENTS, that the FIRST NATIONAL BANK OF CHICAGO, a National Banking Association duly organized and existing under the laws of the United States of America (hereinafter referred to as the "Mortgagee"), as Mortgagee under Mortgage Indenture and Deed of Trust, Assignment of Leases and Rents, Security Agreement and Financing Statements A and B, each dated June 29, 1983, from CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and MIDWESTERN RAILROAD PROPERTIES, INCORPORATED to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO and Mortgagee (hereinafter referred to as "Mortgagees") (hereinafter referred to as "Mortgage Indentures and Deeds of Trust").

FOR AND IN CONSIDERATION of the payment of the sum of ONE ($1.00) DOLLAR and other good and valuable considerations, the receipt whereof is hereby acknowledged, pursuant to its authority as Mortgagee acting for Mortgagees under Section 8.15 of each of the Mortgage Indentures and Deeds of Trust, does hereby RELEASE, REMISE, CONVEY and QUITCLAIM unto ~~North Western Leasing Company, a Delaware corporation~~ Mortgago, all of the right, title and interest and every claim and demand whatsoever which said Mortgagees may now have or claim to have acquired in, under, through, or by virtue of said Mortgage Indentures and Deeds of Trust, in and to the property more particularly described in Schedule "A" attached hereto and made a part hereof,

This instrument shall in no manner affect the lien or security interest of said Mortgage Indentures and Deeds of Trust as to the remainder of the property therein described and not hereby specifically released.

IN WITNESS WHEREOF, said THE FIRST NATIONAL BANK OF CHICAGO, as Mortgagee, as aforesaid, has caused its name to be signed to this Deed of Release by one of its Vice Presidents thereunto duly authorized, and its corporate seal to be affixed hereunto and attested by one of its Assistant Vice Presidents, this 9th day of December, A.D., Nineteen Hundred and Eighty-Eight.

(SEAL)

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO and THE FIRST NATIONAL BANK OF CHICAGO, as Mortgagees as aforesaid

By THE FIRST NATIONAL BANK OF CHICAGO, as Mortgagee as aforesaid

By Thomas W. Bittner
Vice President

ATTEST:

Kenneth [illegible]
Assistant Vice President

WITNESSES:
TO THE SIGNATURES OF THE OFFICERS OF THE FIRST NATIONAL BANK OF CHICAGO:

Susan De Franco

Frances H. Bailey

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STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, C. Kech a Notary Public, duly commissioned and qualified in and for the County and State aforesaid and residing therein, DO HEREBY CERTIFY THAT Thomas W. Bittman and Kenneth A. Hirsch to me personally known and known to me to be, respectively, a Vice President and an Assistant Vice President of THE FIRST NATIONAL BANK OF CHICAGO, a National Banking Association described in and which executed the within and foregoing Instrument in writing, and known to me to be the identical persons whose names are subscribed to said Instrument, appeared before me this day in person, and being first duly sworn by me, did severally depose and say that Thomas W. Bittman resides in Wilmette, IL and that Kenneth A. Hirsch resides in Chicago, IL and they severally acknowledged to me that they are, respectively, a Vice President and an Assistant Vice President of said Association; that as such officers they signed, sealed, and delivered said Instrument in behalf of said Association by authority of its By-Laws as the free and voluntary act and deed of said Association, and as their own free and voluntary act; that they know the seal of said Association; that the seal affixed to said Instrument is the seal of said Association; and that said Association executed said Instrument for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal as such Notary Public, at Chicago, Illinois, this 9th day of December A.D., Nineteen Hundred and Eighty-Eight.

" OFFICIAL SEAL "
C. KECH
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6/9/92

CKech
NOTARY PUBLIC

In and for the County of Cook in the State of Illinois

My Commission as such Notary Public Expires: 6/9/92

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SCHEDULE A

Quantity	Description	Unit Number	Purchase Price	Prior Lien	Release Amount
3	GP-30 Locomotives	814	$ 45,000	$ -	$ 45,000
		815	45,000	-	45,000
		820	45,000	-	45,000
5	GP-35 Locomotives	831	45,000	-	45,000
		832	45,000	-	45,000
		840	45,000	-	45,000
		846	45,000	-	45,000
		866	45,000	-	45,000
9	GP-7 Locomotives	4119	45,000	12,425	32,575
		4133	45,000	12,425	32,575
		4146	45,000	12,425	32,575
		4151	45,000	12,425	32,575
		4159	45,000	12,425	32,575
		4327	45,000	6,563	38,437
		4329	45,000	6,563	38,437
		4330	45,000	6,563	38,437
		4332	45,000	6,563	38,437
7	GP-9 Locomotives	4504	45,000	6,563	38,437
		4505	45,000	6,563	38,437
		4506	45,000	6,563	38,437
		4508	45,000	-	45,000
		4509	45,000	-	45,000
		4510	45,000	-	45,000
		4514	45,000	-	45,000
	SUB-TOTAL LOCOMOTIVES		$1,080,000	$ 108,066	$ 971,934
1	Caboose	CNW 10523	3,000	-	3,000
1	Jordan Spreader	11-967	10,000	-	10,000
1	Typhoon Snow Blower	17-3272	11,500	-	11,500
1	Snowplow	CNWX 262701	5,000	-	5,000
35	Motorola HT220 Radios		6,125	-	6,125
	TOTAL		$1,115,625	$ 108,066	$1,007,559

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