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CHICAGO AND NORTHWESTERN TRANSPORTATION COMPANY

September 13, 1988

File No.: 60-3595

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

No. 8-258A012 RECORDATION NO. 14084-C Filed 1425
Date SEP 14 1988
Fee $ 13.00
ICC Washington, D.C.

RECORDATION NO. 14084-B Filed 1425
SEP 14 1988 - 11 10 AM
INTERSTATE COMMERCE COMMISSION

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 14084 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

ICC OFFICE OF THE SECRETARY
SEP 14 11 04 AM '88
MOTOR OPERATING UNIT

Enclosures

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

csd5/6(1.3)

Counterpart - Gregory C Blades

RECORDATION NO. 14084-C Filed 1425

SEP 14 1988 - 11 19 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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
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				