

CHICAGO AND



TRANSPORTATION COMPANY

~~August 23, 1984~~ SEP 28 1984

OFFICE OF THE SECRETARY

DIRECT DIAL NUMBER

File No. A-12072-B (A-383)

RECORDATION NO. 14226-129-559-6167
FILE 1425

OCT 1 1984 - 1 25 PM

Ms. Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Re: Conditional Sale Agreement dated as of December 14, 1983 between North Western Leasing Company and Chicago and North Western Transportation Company and Agreement and Assignment dated as of December 14, 1983 between North Western Leasing Company, Comerica Bank - Detroit and Chicago and North Western Transportation Company, assigned Recordation No. 14226 and 14226A respectively, on December 22, 1983.

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment #1 dated June 1, 1984 and Comerica's Consent to this amendment covering substitution of eleven (11) 50' boxcars as described on Schedule A-1 attached to the Agreement.

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

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606.
2. North Western Leasing Company, One North Western Center, Chicago, Illinois 60606.
3. Comerica Bank - Detroit, 211 West Fort Street, Detroit, Michigan 68226.

Enclosed is our check for \$10.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

4-275A060

Sincerely,

No. _____

Date OCT 1 1984

Fee \$ 10.00

ICC Washington, D.C.

Joan A. Schramm

Joan A. Schramm
Assistant Secretary

ICC OFFICE OF THE SECRETARY
OCT 1 1 27 PM '84
MOTOR OPERATING UNIT

Enclosures

cc: G. R. Charles (A-383)
R. F. Guenther
R. L. Johnson

D. E. Stockham, Attn: P. J. Brod
M. R. Jeske
Arthur Anderson & Co., Attn: Paul Keglevic
Comerica Bank - Detroit

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REGISTRATION NO. 14226-B Filed 1425

OCT 1 1984 - 1 35 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT #1
To
CONDITIONAL SALE AGREEMENT
Dated As Of December 14, 1983
Between
Chicago And North Western Transportation Company
And
North Western Leasing Company

THIS AMENDMENT #1 is dated as of the first day of June, 1984 by and between Chicago and North Western Transportation Company and North Western Leasing Company (those capitalized terms not defined herein shall have the meanings ascribed to them in the above referenced Conditional Sale Agreement (the "CSA")).

WHEREAS, Railroad and Seller entered into the CSA, under and pursuant to the Finance Agreement dated as of July 15, 1983 among Railroad, Seller and Assignee, which CSA was secured with collateral consisting of, among other Equipment, those railroad boxcars identified in Column 3 of Schedule A-1 attached hereto and hereby made a part hereof;

WHEREAS, Railroad and Seller wish to substitute alternate boxcars identified in Column 5 of Schedule A-1 under the CSA in place of the boxcars identified in Column 3; and

WHEREAS, the interests of the Seller in the CSA were assigned to the Assignee under an Agreement and Assignment dated the same date as the CSA, consequently requiring the consent of the Assignee to amendments of the CSA.

NOW THEREFORE, in consideration of the CSA and the amounts to be paid thereunder and the mutual covenants therein and herein set forth, the parties hereto agree as follows:

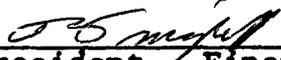
1. It is hereby agreed that those railroad boxcars identified in Column 3 of Schedule A-1 are deleted from the original Schedule A to the CSA effective ab initio under the CSA and those railroad boxcars identified in Column 5 of Schedule A-1 are hereby added to original Schedule A to the CSA effective ab initio under the CSA as if they had been Equipment subject to the CSA from the moment of its first effectiveness.

2. All other terms and conditions of the CSA shall remain in full force and effect unmodified hereby.

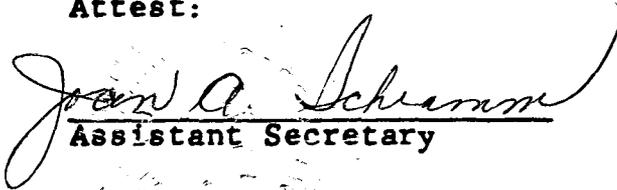
IN WITNESS WHEREOF, the parties hereto have signed
this Amendment #1 as of the date first above written.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

[Corporate Seal]

By 
Vice President Finance

Attest:


Assistant Secretary

NORTH WESTERN LEASING COMPANY

[Corporate Seal]

By 
Vice President

Attest:


Assistant Secretary

STATE OF ILLINOIS,)
COUNTY OF COOK,) SS:

On this 24th day of August, 1984, before me personally appeared T.A. Tingleff, to me personally known who, being by me duly sworn, says that he is Vice President - Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcea L. Saverzo
Notary Public



[Notarial Seal]

My Commission expires: 9/12/87

STATE OF ILLINOIS,)
COUNTY OF COOK,) SS:

On this 24th day of August, 1984, before me personally appeared T.A. Tingleff, to me personally known who, being by me duly sworn says that he is a Vice President of NORTH WESTERN LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcea L. Saverzo
Notary Public



[Notarial Seal]

My Commission expires: 9/12/87

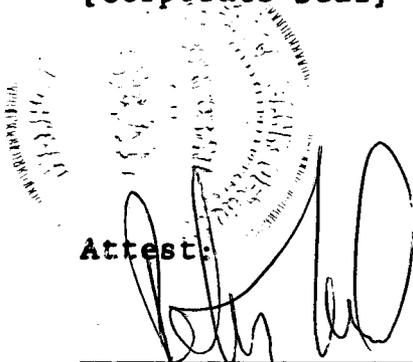
D1/17hw

Consent
To
Amendment #1

Comerica Bank - Detroit ("Assignee") as Assignee of Seller's interests in the CSA under the Agreement and Assignment between Seller and Assignee dated as of the date of the CSA, hereby affirms its consent to the foregoing Amendment #1.

Comerica Bank - Detroit

[Corporate Seal]



Attest:

[Signature]

Corporate Banking Representative

By *Douglas J Cook*
Vice President

SCHEDULE A-1
 CONDITIONAL SALES AGREEMENT DATED 12/14/83
 BETWEEN
 CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
 AND
 NORTH WESTERN LEASING COMPANY
 AS ASSIGNED TO
 COMERICA BANK - DETROIT

		Column 3	Column 4	Column 5	Column 6
Quantity	Description	Railroad System No. of Car to be Replaced	Purchase Price	Railroad System No. of Substitute Car	Purchase Price
11	50' Boxcar	CNW 152024	24,009	CNW 161184	24,568
		CNW 152026	24,009	CNW 161186	24,568
		CNW 152050	24,009	CNW 161187	24,568
		CNW 160307	24,823	CNW 161190	24,568
		CNW 160308	24,823	CNW 161191	24,568
		CNW 160312	24,823	CNW 161192	24,568
		CNW 160314	24,823	CNW 161193	24,568
		CNW 160323	24,823	CNW 161194	24,568
		CNW 160331	24,823	CNW 161195	24,568
		CNW 160339	24,823	CNW 161197	24,568
		CNW 160355	24,823	CNW 161198	24,568
			<u>270,611</u>		<u>270,248</u>

D1/17hw