

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM
J. S. EDWARDS
FRANCES L. TURNER
ASSISTANT SECRETARIES
DIRECT DIAL NUMBER

RECORDATION NO. 7133-D Filed 1426

MAR 29 1982 -10 15 AM

(312) 559-6169

INTERSTATE COMMERCE COMMISSION

March 26, 1982

2-0884015

File No.: A-8723

Mo. MAR 29 1982

Date _____

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha Mergenovich
Interstate Commerce Commission
12th & Constitution Ave., N. W.
Washington, D.C. 20423

Re: Conditional Sale Agreement dated as of July 1, 1973, between General Motors Corporation (Electro-Motive Division), Builder and Chicago and North Western Transportation Company, Buyer and Agreement and Assignment dated as of July 1, 1973, between General Motors Corporation (Electro-Motive Division) Assignor and Continental Illinois National Bank and Trust Company of Chicago, Assignee covering 10 SD40-2 Diesel Electric Locomotives as described on Schedule B included therein.

Dear Ms. Mergenovich:

Please refer to the above-mentioned document assigned recordation number 7133 on August 13, 1973 at 9:35 a.m., pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act.

Enclosed for recording are counterparts of Partial Release and Bill of Sale by which the Continental Illinois National Bank and Trust Company of Chicago grants, sells, releases, transfer, convey and quitclaims unto Chicago and North Western Transportation Company right, title and interest in three (3) SD-40-2 Electric Locomotives Railroad Nos. 6801 to 6803, inclusive.

Please assign a recordation number to the Partial Release and Bill of Sale. Keep one counterpart and return the other counterparts each showing your recordation data.

Enclosed is a check in the amount of \$10.00 to cover your recording fees.

Ms. Agatha L. Mergenovich
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Please record this document before the Bill of Sale and the Deeds
of Release.

This is not a final release.

Yours very truly,



J. S. Edwards
Assistant Secretary

cc: R. D. Smith
J. D. O'Neill
T. E. Greenland

Peter D. Horne, Vice President
Continental Illinois
National Bank & Trust
Company of Chicago

cs/p(14)

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

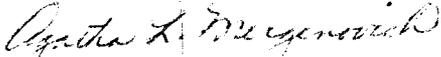
J. S. Edwards
Asst. Secretary
Chicago & NorthWestern Trnsp. Co.
One North Western Center
Chicago, Illinois 60606

March 29, 1982

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/29/82 at 10:15AM, and assigned re-
recording number(s). 7133-D

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 7133-1 FORM 1426

MAR 29 1982 - 10 15 AM
INTERSTATE COMMERCE COMMISSION

Counterpart No. 4 of 10

A-8723
A-185

PARTIAL RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of July 1, 1973, between GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation (hereinafter called "Builder") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Builder agreed to sell and Railroad agreed to buy three (3) SD-40-2 Diesel Electric Locomotives, Railroad Nos. 6801 to 6803, inclusive (hereinafter referred to as "Locomotives") and other units of equipment (hereinafter referred to as "Other Units"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of July 1, 1973, between Builder and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (hereinafter referred to as "Assignee"), Builder assigned and transferred all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Locomotives and Other Units to Assignee; and

WHEREAS, Assignee has received from Railroad all payments due under said Conditional Sale Agreement and Agreement and Assignment with respect to the Locomotives and, the conditions and obligations of Railroad with respect to the Locomotives have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY the Locomotives, TO HAVE AND TO HOLD the Locomotives unto CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Conditional Sale Agreement and Agreement and Assignment.

Assignee does hereby covenant that it has not done anything whereby the Locomotives hereby conveyed are or may be in any manner encumbered or charged; that the Locomotives are free and clear of all liens and encumbrances of every kind and nature whatsoever created by Assignee or arising out of any act, obligation or liability on its part. The Assignee hereby authorizes removal from the Locomotives of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by one of its Commercial Banking Officers, this 26 day of March, A.D. 1982.

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By: *Richard H. ...*
Vice President

(Seal)

ATTEST *Richard H. ...*
Commercial Banking Officer



STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 26 day of March 1982, before me personally appeared Peter D Horne and Sayford L. Wax to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a corporation, that the seal 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Eileen Hedson
Notary Public

My Commission Expires

October 11, 1982

(NOTARY SEAL)

cs/p(9)26