

Chicago and NorthWestern
Transportation Company



June 3, 1991

File No: A-10671

9431-D
RECORDED BY: [unclear] FROM [unclear]

JUN 4 1991 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

One NorthWestern Center
Chicago, Illinois 60606

Office of the Secretary
312-559-6156

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

1-155A014

Re: Equipment Lease No. 2 dated March 1, 1978 between Continental Illinois National Bank and Trust Company of Chicago, and Chicago and North Western Transportation Company recorded June 8, 1978, assigned Recordation No. 9431.

Dear Mr. Strickland:

Pursuant to Section 11303 (formerly Section 20C) of the Interstate Commerce Act, enclosed for recordation in relation to the above-reference agreements are Counterparts of a Bill of Sale dated April 20, 1989 covering 143 fully enclosed tri-level auto racks and 16 fully enclosed bi-level auto racks.

Enclosed is a check for \$15.00 to cover your recording fee. The subject Bill of Sale must be filed under the original ICC filing record to make it clear on the public record that the Railroad Equipment is no longer subject to the original financing. Therefore, in addition to the ICC recordation number 16437 filed July 19, 1989, we must re-record under ICC recordation 9431, assigning a sequential recordation number for the filing. Our records indicate that the last filing was 9431-C. Retain one Counterpart for your files, and return the remaining Counterparts showing recordation data.

I apologize for any inconvenience this may have caused you. Thank you for your cooperation.

Sincerely,

K. A. Dombrowski

K. A. Dombrowski
Assistant Secretary

Enclosures

- cc: J. E. Voldseth
- M. H. Shumate
- R. C. Gancarz
- R. R. DeWitt
- K. H. Lange
- Arthur Andersen & Co. (Joe Adams)

CSD11/4(2)

Continental

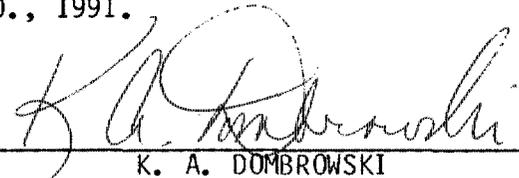
NOV 01 1991
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RECORDED NO. 2431-D
JUN 4 1991 -11 45 AM
INTERSTATE COMMERCE COMMISSION

I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected ASSISTANT SECRETARY of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY and custodian of the records, files and corporate seal of said Company.

I FURTHER CERTIFY that the annexed and foregoing is a full, true and correct copy of a Bill of Sale dated April 20, 1989 contained in the files of said Company concerning a Lease and Security Agreement dated March 1, 1978 with the Chicago and North Western Transportation Company.

WITNESS my signature and the corporate seal of said Chicago and North Western Transportation Company this 3rd day of June A.D., 1991.


K. A. DOMBROWSKI
Assistant Secretary

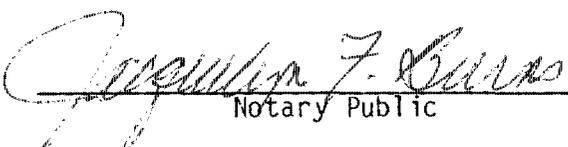
(Corporate Seal)

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 3rd day of June, 1991, before me, personally appeared K. A. DOMBROWSKI, to me known to be the person described in and who executed the foregoing instrument and she acknowledged that she executed the same as her free act and deed.

(SEAL)

" OFFICIAL SEAL "
JACQUELYN F. BURNS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 5/14/94


Notary Public

cs/p4/15(12)

9431-D
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RECORDATION NO 16437 FILED 1425

JUL 19 1989 - 2 20 PM

COMMISSION OF SALE

INTERSTATE COMMERCE COMMISSION

Continental Bank N.A., as Trustee (the "Seller") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto NORTH WESTERN LEASING COMPANY (the "Buyer"), the unit(s) of equipment described in Schedule A attached hereto ("the Equipment"):

TO HAVE AND TO HOLD the same unto the Buyer, its successors and assigns forever;

THE SELLER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to such unit was then free of all claims, liens, security interests and other encumbrances of any nature arising by, through or under the Seller, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

EXCEPT AS PROVIDED IN THE IMMEDIATELY PRECEDING PARAGRAPH, SELLER HEREBY DISCLAIMS ANY AND ALL REPRESENTATIONS AND WARRANTIES, WHETHER EXPRESS OR IMPLIED. BUYER ACKNOWLEDGES AND AGREES THAT (i) SELLER SHALL NOT BY VIRTUE OF HAVING SOLD THE GOODS, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, QUALITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE GOODS AND (ii) SELLER DISCLAIMS AND BUYER WAIVES ALL OTHER WARRANTIES, GUARANTEES OR LIABILITIES, EXPRESS OR IMPLIED, ARISING BY LAW, EQUITY OR OTHERWISE, INCLUDING, WITHOUT LIMITATION, ANY OBLIGATION OR LIABILITY WITH RESPECT TO FITNESS, MERCHANTABILITY, OR STRICT LIABILITY IN TORT OR CONSEQUENTIAL DAMAGES, it being agreed and understood that all such risks are to be borne by Buyer. Buyer purchases the Goods "AS IS" and "WHERE IS" and the description of the Goods given herein is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its Vice President thereunto duly authorized, and its corporate seal to be hereunto affixed and to be attested by its Trust Officer, this 20th day of April, 1989.

(CORPORATE SEAL)

CONTINENTAL BANK, N.A., AS TRUSTEE
(Name of Corporation)

By: J. C. Mull, Jr.
(Signature)

J. C. Mull, Jr.
(Type Name of Officer)

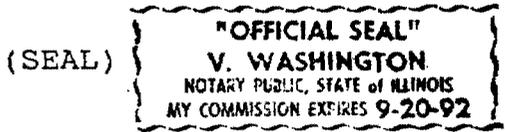
Vice President
(Title)

Attest:

Diane J. Schmidt
Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 20th day of April, 1989, before me personally appeared J. C. Mull, Jr., to me personally known, who being by me duly sworn, says that he is a Vice President of CONTINENTAL BANK N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.



V. Washington

Notary Public

My Commission expires: September 20, 1992

SCHEDULE A

143 FULLY ENCLOSED TRI-LEVEL AUTO RACKS

RAILROAD SYSTEM NUMBERS

<u>EETX</u>	<u>Serial No.</u>								
801226	65457-58	820670	65391-92	820633	65255-56	903421	65283-84	902758	65453-54
820618	65379-80	820671	65393-94	820635	65231-32	903790	65295-96	902850	65451-52
820628	65437-38	820672	65399-400	820638	65223-24	903873	65297-98	903002	65465-66
820634	65441-42	820673	65407-08	820639	65227-28	903888	65289-90	903097	65357-58
820636	65387-88	820603	65203-04	820641	65247-48	904083	65313-14	903367	65385-86
820637	65477-78	820604	65201-02	820657	65259-60	904093	65311-12	903369	65375-76
820640	65447-48	820605	65199-200	820661	65249-50	904405	65455-56	903389	65445-46
820642	65433-34	820606	65213-14	820664	65253-54	904684	65319-20	903403	65463-64
820643	65377-78	820607	65243-44	820666	65241-42	904691	65315-16	903853	65469-70
820644	65435-36	820609	65225-26	820669	65251-52	820674	65419-20	903951	65473-74
820645	65421-22	820610	65195-96	900148	65293-94	820677	65429-30	903961	65439-40
820646	65405-06	820611	65197-98	900165	65301-10	900173	65361-62	904109	65461-62
820647	65427-28	820612	65215-16	900287	65269-70	900221	65359-60	904405	65275-76
820648	65401-02	820613	65207-08	901196	65317-18	900320	65449-50	901929	65325-26
820649	65389-90	820614	65257-58	901780	65285-86	900588	65475-76	904172	65323-24
820650	65413-14	820615	65239-40	901792	65301-02	901009	65381-82	902962	65329-30
820651	65485-86	820616	65257-38	901803	95265-66	901022	65383-84	902336	65327-28
820652	65415-16	820617	65261-62	901910	65303-04	901427	65471-72	900156	65337-38
820653	65431-32	820619	65245-46	901912	65267-68	901723	65363-64	904260	65331-32
820654	65409-10	820620	65221-22	902056	65277-78	901758	65355-56	901003	65333-34
820655	65423-24	820621	65233-34	902096	65505-06	901785	65371-72	901905	65343-44
820658	65417-18	820623	65211-12	902430	65281-82	901885	65369-70	903373	65345-46
820659	65395-96	820624	65217-18	902461	65291-92	901928	65373-74	902527	65341-42
820660	65397-98	820625	65235-36	902499	65321-22	901950	65467-68	902934	65339-40
820662	65403-04	820626	65209-10	902605	65263-64	902208	65365-66	904399	65347-48
820663	65425-26	820627	65205-06	902902	65279-80	902236	65367-68	908415	65349-50
820665	65443-44	820629	65229-30	903122	65299-300	902474	65479-80	904693	65353-54
820667	65481-82	820631	65219-20	903347	65271-72	902555	65459-60	901021	65351-52
820668	65411-12	820632	65307-08	903372	65287-88				

16 FULLY ENCLOSED BI-LEVEL AUTO RACKS

<u>TTGX</u>	<u>Serial No.</u>	<u>TTGX</u>	<u>Serial No.</u>	<u>TTGX</u>	<u>Serial No.</u>
942552	65589-90	942572	65609-10	942565	65623-24
942527	65578-88	942633	65607-08	942541	65621-22
942589	65585-86	942576	65599-600	942636	65603-04
942533	65597-98	942553	65613-14	942588	65591-92
942501	65595-96	942538	65605-06	942664	65593-94
942532	65601-02				