

June 3, 1991

9433-E  
RECORDED BY [unclear]



File No: A-10671

JUN 4 1991 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

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

One NorthWestern Center  
Chicago, Illinois 60606

Office of the Secretary  
312-559-6156

1-155A009

Re: Second Security Agreement 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. 9433.

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 July 12, 1989 covering 8 fully enclosed bi-level auto racks and 28 enclosed tri-level auto racks.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number for the filing. Our records indicate that the last filing was 9433-B. Retain one Counterpart for your files, and return the remaining Counterparts showing recordation data.

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(1.1)

*Completed 8/1/91*

RECORDED & INDEXED  
JUN 4 11 45 AM '91

9433-E

JUN 4 1991 - 11 45 AM  
INTERSTATE ELECTED ASSISTANT  
NOTARY PUBLIC 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 July 12, 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.

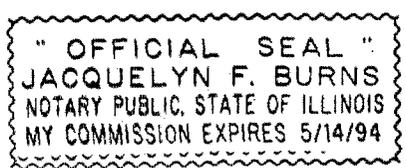
*K. A. Dombrowski*  
K. A. DOMBROWSKI  
Assistant Secretary

(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)



*Jacquelyn F. Burns*  
Notary Public

9433-E

JUN 4 1991 - 11 45 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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. <sup>such</sup>

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 CORPORATE PRODUCTS OFFICER ~~Secretary~~, this 12th day of July, 1989.

(CORPORATE SEAL)

CONTINENTAL BANK, NATIONAL ASSOCIATION <sup>as</sup>  
(Name of Corporation) Trustee

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

J. C. MULL, JR  
(Type Name of Officer)

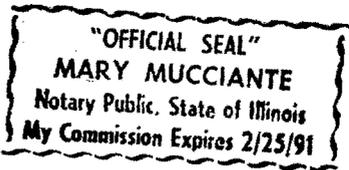
VICE PRESIDENT  
(Title)

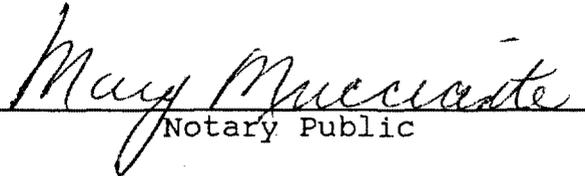
Attest:

*Alice K. Greenhouse*  
Secretary  
CORPORATE PRODUCTS OFFICER

STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK        )

On this 12 day of July, 1989, before me personally appeared John C. Hull 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.

(SEAL) 

  
Notary Public

My Commission expires: 2/25/91

SCHEDULE A

RAILROAD SYSTEM NUMBERS

---

8 FULLY ENCLOSED BI-LEVEL AUTO RACKS

<u>TTGX</u>	<u>Serial No.</u>	<u>TTGX</u>	<u>Serial No.</u>
941657	65633-34	942631	65629-30
942519	65617-18	942550	65625-26
942520	65627-28	942670	65615-16
942535	65619-20	964463	65631-32

28 ENCLOSED TRI-LEVEL AUTO RACKS

<u>TTGX</u>	<u>Serial No.</u>	<u>TTGX</u>	<u>Serial No.</u>	<u>TTGX</u>	<u>Serial No.</u>
853714	66235-36	853887	66271-72	853864	66241-42
820908	66251-52	853910	66281-82	853913	66277-78
820903	66249-50	853902	66285-86	853862	66239-40
853817	66265-66	853907	66287-88	853876	66275-76
820922	66263-64	853815	66267-68	820999	66257-58
853875	66269-70	853871	66289-90	854024	66247-48
854074	66255-56	853943	66245-46	853859	66261-62
820707	66253-54	853783	66237-38	854046	66259-60
853908	66273-74	853786	66293-94	853906	66291-92
853834	66243-44				