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8247-B
RECORDATION NO. FILED 12/10/90

December 10, 1990

DEC 10 1990 - 1 50 PM

INTERSTATE COMMERCE COMMISSION

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and two counterparts or copies of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated November 30, 1990 from The First National Bank of Chicago to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Equipment Trust Agreement recorded under Recordation No. 8247. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 8247.

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

Trustee:

The First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

Handwritten signature: Shirley Corbett

The Honorable Sidney L. Strickland, Jr.
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Lessee:

Chicago and North Western
Transportation Company
One North Western Center
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

Railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

A fee of \$15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated November 30, 1990 from The First National Bank of Chicago to Chicago and North Western Transportation Company, covering the railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

Very truly yours,



Robert J. Corber
Attorney for Chicago and North
Western Transportation Company

Enclosures

8247 B
RECORDED INDEX

Counterpart 4 of 4

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INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

WHEREAS, THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (the "Trustee") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (the "Railroad") entered into an Equipment Trust Agreement dated as of March 15, 1976, as supplemented, (the "Equipment Trust Agreement"), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (the "Equipment") which the Trustee has leased to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS, Chicago and North Western Transportation Company Equipment Trust No. 2 Certificates of 1976 (the "Trust Certificates") have been issued and sold in an aggregate principal amount not exceeding \$7,500,000;

WHEREAS, the Trustee has received from the Railroad all payments due with respect to the Certificates and all conditions and obligations of the Railroad with respect to the Equipment have been satisfied in full.

NOW, THEREFORE, the Trustee in consideration of the sum of One Dollar (\$1.00) in hand paid by the Railroad, the receipt whereof being hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, the Equipment, TO HAVE AND TO HOLD the Equipment 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 above mentioned Equipment Trust Agreement.

The Trustee hereby covenants that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Trustee or arising out of any act, obligation or liability on its respective part. The Trustee hereby authorizes removal from the Equipment of any and all ownership plates and other markings required by the Equipment Trust Agreement.

IN WITNESS WHEREOF, The First National Bank of Chicago, a national banking association, as Trustee, has caused this instrument to be executed in its corporate name by one of its Vice Presidents and its corporate seal to be affixed and duly attested this 30th day of November, 1990.

THE FIRST NATIONAL BANK OF CHICAGO

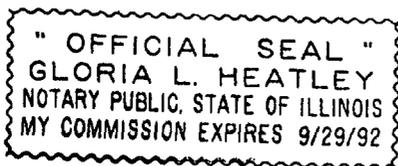
By: 
Title: R. D. Manella
Vice President

Attest:
By: 
Title: L. Dillard
Assistant Vice President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 30th day of November, 1990, before me personally appeared R. D. Manella and L. Dillard to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of The First National Bank of Chicago, a national banking association, 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.

Gloria L. Heatley
Notary Public



My Commission Expires

(Notary Seal)

**CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY
EQUIPMENT TRUST NO. 2 OF 1976**

Dated as of March 15, 1976

SCHEDULE A

Item 1: Description of Equipment

No. of Units	Description	C&NW Road Numbers	Est. Unit Cost	Est. Total Cost
200	100-Ton OT Triple Hopper Cars (Greenville Steel Car Company Greenville, Pa. 16125)	135400- 135599	\$28,000	\$5,600,000
11	EMD-Diesel Electric Locomotives, 1500 H.P., Model GP-15 (Electro-Motive Division General Motors Corporation La Grange, Illinois 60525)	4400- 4410	\$345,000	\$3,795,000
				<u>\$9,395,000</u>

Item 2: Installments of principal payable on March 15 in each year beginning March 15, 1977 and ending March 15, 1991, both inclusive.

Item 3: SUBJECT TO A SECURITY INTEREST UNDER A SECURITY AGREEMENT FILED UNDER THE INTER-STATE COMMERCE ACT, SECTION 20C.

NOV 9 1976 10 45 AM

SUPPLEMENT DATED AS OF OCTOBER 26, 1976, between THE FIRST

NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (hereinafter called the Trustee), and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of March 15, 1976 (hereinafter called the Equipment Trust Agreement), covering construction and transfer to the Trustee of title to the railroad equipment described in Schedule A thereto (hereinafter called the Trust Equipment) which the Trustee has leased to the Railroad pursuant to the terms of the Equipment Trust Agreement;

WHEREAS, Chicago and North Western Transportation Company Equipment Trust No. 2 Certificates of 1976 (hereinafter called Trust Certificates) have been issued and sold in an aggregate principal amount not exceeding \$7,500,000;

WHEREAS, the aggregate cost of Trust Equipment for which payment has been made has exceeded 125% of the aggregate principal amount of Trust Certificates pursuant to Section 2.1 of the Equipment Trust Agreement;

WHEREAS, the Trustee and the Railroad now desire to supplement the Equipment Trust Agreement as provided therein to exclude therefrom eleven (11) OT Triple Hopper Cars, manufactured by Greenville Steel Car Company, which are part of the Trust Equipment;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Item 1 of Schedule A of the Equipment Trust Agreement is hereby amended to describe the Trust Agreement comprising the 189 OT Triple Hopper Cars,

manufactured by Greenville Steel Car Company.

Item 1: Description of Equipment

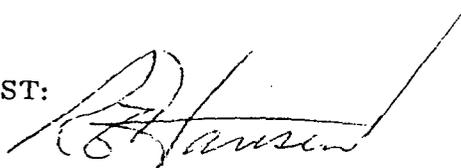
No. of Units	Description	C&NW Road Numbers	Total Cost
189	100-Ton OT Triple Hopper Cars (Greenville Steel Car Company Greenville, Pa. 16125)	135400-135588, inclusive	\$5,560,019.01

2. The Railroad will promptly cause this Supplement to be filed, recorded and deposited in like manner as the Equipment Trust Agreement.

3. Except as amended hereby, the Equipment Trust Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

ATTEST:



Trust Officer

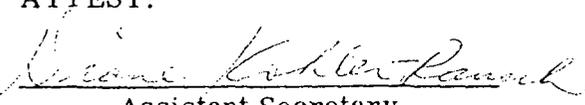
(Corporate Seal)

THE FIRST NATIONAL BANK OF CHICAGO as Trustee,

By

Vice President

ATTEST:



Assistant Secretary

(Corporate Seal)

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By

Vice President

