

MAY 19 1994 -10 35 AM

INTERSTATE COMMERCE COMMISSION

Chicago and North Western  
~~Transportation~~ Company  
Railway



May 18, 1994

File: A-13778  
EOC: 0-098

0100232007

One North Western Center  
Chicago, Illinois 60606

Office of the Secretary  
312.559.6156

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

RE: Lease of Railroad Equipment (CNW 1993-C) dated as of October 14, 1993 between Chicago and North Western Transportation Company, the Lessee, and Shawmut Bank Connecticut, National Association, the Lessor; Trust Indenture and Security Agreement (CNW 1993-C) dated as of October 14, 1993 between Shawmut Bank Connecticut, National Association, as Owner Trustee, and Harris Trust and Savings Bank, as Indenture Trustee; Lease Supplement (CNW 1993-C) No. 1 dated as of April 15, 1994 between Shawmut Bank Connecticut, National Association, Lessor, and Chicago and North Western Transportation Company, Lessee; Indenture Supplement (CNW 1993-C) No. 1 dated as of April 15, 1994 between Shawmut Bank Connecticut, National Association, Owner Trustee, and Harris Trust and Savings Bank, Indenture Trustee

ICC Recordation No.: 18444

Dear Mr. Strickland:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation in relation to the above-referenced agreements are three (3) certified copies of the Certificate of Amendment of Restated Certificate of Incorporation of Chicago and North Western Transportation Company, changing the name of the corporation to Chicago and North Western Railway Company, as filed with the State of Delaware effective May 6, 1994.

Also enclosed is a check to cover the recording fee. Please assign the next available sub-file recordation number to this filing, retain one counterpart for your files and return to me the remaining counterparts with the stamped recordation data.

Sincerely,  
  
K. A. Dombrowski  
Assistant Secretary

Enclosures

counterparts by C. Alveda

RECEIVED  
OFFICE OF THE  
SECRETARY  
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CHICAGO BRANCH

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MAY 19 1994 - 10 35 AM

INTERSTATE COMMERCE COMMISSION

I, K. A. DOMBROWSKI, HEREBY CERTIFY that I am a duly elected Assistant Secretary of CHICAGO AND NORTH WESTERN RAILWAY COMPANY (formerly 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 the Certificate of Amendment of Restated Certificate of Incorporation of said CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY changing its name from CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY to CHICAGO AND NORTH WESTERN RAILWAY COMPANY effective at 4:59 P.M. (EST) on May 6, 1994.

WITNESS my signature and the corporate seal of said CHICAGO AND NORTH WESTERN RAILWAY COMPANY this 18<sup>th</sup> day of May A.D. 1994.

*K. A. Dombrowski*

K. A. Dombrowski  
Assistant Secretary



*State of Delaware*  
*Office of the Secretary of State*

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I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY", CHANGING ITS NAME FROM "CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY" TO "CHICAGO AND NORTH WESTERN RAILWAY COMPANY", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 1994, AT 11:29 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*William T. Quillen*  
\_\_\_\_\_  
William T. Quillen, Secretary of State

0746918 8100

AUTHENTICATION: 7110441

MAY 19 1994 -10 35 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

-----  
Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware  
-----

The undersigned, Robert Schmiege, President and Chief  
Executive Officer, and James P. Daley, Senior Vice President,  
General Counsel and Secretary, of Chicago and North Western  
Transportation Company, a corporation existing under the laws of  
the State of Delaware ("Corporation"), do hereby certify as  
follows:

FIRST: The amendment to the Corporation's Restated  
Certificate of Incorporation, as amended, set forth in the  
following resolution was consented to in writing by all of the  
Directors of the Corporation in lieu of a meeting and duly  
approved and adopted in accordance with the provisions of Section  
141(f) of the General Corporation Law of the State of Delaware:

RESOLVED, that this Board of Directors hereby  
declares the advisability of an amendment of its  
Restated Certificate of Incorporation, amending and  
restating Article 1 thereof to read as follows:

Article 1

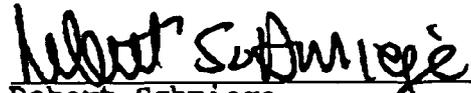
The name of the corporation is CHICAGO AND  
NORTH WESTERN RAILWAY COMPANY.

SECOND: That such amendment was thereafter consented to and duly adopted by the unanimous written consent of the sole stockholder of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That such amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That such amendment shall become effective at 4:59 E.S.T. on May 6, 1994.

IN WITNESS WHEREOF, Chicago and North Western Transportation Company has caused this Certificate of Amendment to be executed this 3rd day of May, 1994.

  
\_\_\_\_\_  
Robert Schmiede  
Chairman, President and  
Chief Executive Officer

ATTEST:

  
\_\_\_\_\_  
James P. Daley  
Secretary

74805

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

On this 18<sup>th</sup> day of May, 1994, before me personally appeared K.A. Dombrowski, to me personally known, who, by me being duly sworn, says that she is Assistant Secretary of Chicago and North Western Railway Company, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

My commission expires: April 12, 1995



**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

May 19, 1994

K. A. Dombrowski  
CHICAGO & NORTH WESTERN RAILWAY CO.  
ONE NORTHWESTERN CENTER  
CHICAGO ILLINOIS 60606

Dear K. A. DOMBROWSKI:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on May 19, 1994 at 10:35AM, and assigned recordation number(s). 18444-D, 18444-E, 18444-F .

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)