

Chicago and North Western
~~Transportation~~ Company
Railway

RECORDATION NO. 18445-6m FILED 1425



May 20, 1994

MAY 23 1994 - 12:35 PM

File: A-13779

EOC: 0-099

INTERSTATE COMMERCE COMMISSION

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-A) dated as of October 14, 1993, between Chicago and North Western Transportation Company, the Lessee, and Shawmut Bank Connecticut, National Association, not it its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, the Lessor, Covering 65 DASH 9-44 CW Diesel Locomotives and Trust Indenture and Security Agreement (CNW 1993-A) dated as of October 14, 1993, between Shawmut Bank Connecticut, National Association, as Owner Trustee and Harris Trust and Savings Bank, as Indenture Trustee

ICC Recordation No.: 18445-6m

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,

Robin Bourne-Caris
Assistant Vice President -
Assistant Corporate Secretary

Enclosures

Handwritten notes:
Don't call back
[Signature]

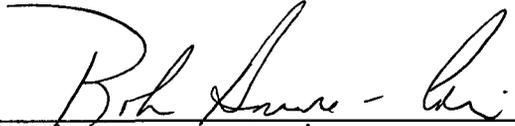
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INTERSTATE COMMERCE COMMISSION

I, ROBIN BOURNE-CARIS, HEREBY CERTIFY that I am a duly elected Assistant Vice President-Assistant Corporate 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 20th day of May A.D. 1994.


Robin Bourne-Caris
Assistant Vice President-
Assistant Corporate Secretary

(Corporate Seal)

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

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

944079404

DATE: 05-05-94

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 Schmicgc, 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 20th day of May, 1994, before me personally appeared ROBIN BOURNE-CARIS, to me personally known, who, by me being duly sworn, says that she is Assistant Vice President-Assistant Corporate 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.



Perry Menchey

Notary Public

My commission expires: April 12, 1995