

STEPTOE & JOHNSON

ATTORNEYS AT LAW

PHOENIX, ARIZONA

TELEPHONE: (602) 266-6610
FACSIMILE: (602) 274-1970

1330 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-1795

(202) 429-3000
FACSIMILE: (202) 429-9204
TELEX: 89-2503

S&J LEX INTERNATIONAL
AFFILIATE IN MOSCOW, U.S.S.R.

TELEPHONE: 011-7-095-290-5775
FACSIMILE: 011-7-095-415-2920

TIMOTHY M. WALSH
(202) 429-6277

14227 B
RECORDED BY FILED 14227

DEC 11 1990 - 3 22 PM

INTERSTATE COMMERCE COMMISSION

December 11, 1990

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 December 5, 1990 from First Bank National Association (formerly known as First National Bank of St. Paul) to North Western Leasing Company.

The primary document to which this Release and Bill of Sale is connected is the Equipment Lease recorded under Recordation No. 14227. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 14227.

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

Creditor:

First Bank National Association
First Bank Place
Minneapolis, Minnesota 55480

The Honorable Sidney L. Strickland, Jr.
December 11, 1990
Page 2

Lessor:

North Western Leasing 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 1 of the Security Agreement related to 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 December 5, 1990 from First Bank National Association to North Western Leasing Company, covering the railroad rolling stock identified in Schedule 1 of the Security Agreement related to the primary document, as the same may have been supplemented or amended.

Very truly yours,



Timothy M. Walsh
Attorney for North Western
Leasing Company

Enclosures

14227-B
RECEIVED BY _____ FILED IN _____

DEC 11 1990 -3 ⁰⁰ PM

INTERSTATE COMMERCE COMMISSION

Counterpart No. 3 of 4

A-12150A
C385

RELEASE AND BILL OF SALE

WHEREAS, under the terms of the Equipment Lease (hereinafter referred to as the "Lease") dated as of December 15, 1983 between NORTH WESTERN LEASING COMPANY (hereinafter referred to as "Lessor") and the CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (hereinafter referred to as the "Lessee") the Lessee assigned and transferred all rights, title and interest of railroad equipment described in Schedule "A" to the Lease to the Lessor;

WHEREAS, NORTH WESTERN LEASING COMPANY has heretofore executed and delivered to THE FIRST NATIONAL BANK OF SAINT PAUL, NOW KNOWN AS FIRST BANK N.A. (hereinafter referred to as the "Bank") that certain Security Agreement (hereinafter referred to as the "Security Agreement") dated as of December 15, 1983 pursuant to which Lessor has granted to Bank a security interest in railroad equipment described in Schedule 1 to the Agreement (hereinafter referred to as "Equipment"); and

WHEREAS, Bank has received from Lessor all payments due under said Security Agreement with respect to the Equipment and, the conditions and obligations of Letter with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Bank, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Lessor, the receipt whereof is hereby acknowledged, DOES HEREBY SELL, ASSIGN, CONVEY, TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY all of the Bank's right, title and interest in and to the Equipment, TO HAVE AND TO HOLD such right, title and interest unto NORTH WESTERN LEASING COMPANY, its successors and assigns forever, free and clear of all liens, encumbrances and security interests created by or arising under the aforementioned Agreement.

The Bank does hereby covenant 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 Bank or arising out of any act, obligation or liability on its part. The Bank hereby authorizes removal from the Equipment of any and all ownership plates and other markings of the Bank. Except as set forth above, the Bank expressly disclaims any representations, warranties, covenants or agreements in connection with the transaction contemplated hereby.

IN WITNESS WHEREOF, First Bank ~~N.A.~~ ^{National Association} ~~N.A.~~, acting in accordance with the terms and conditions of the aforementioned Security Agreement has caused this instrument to be executed in its corporate name by one of its ~~Banking Officer~~ ^{Vice Presidents} and attested by its ~~Banking Officer~~ ^{Vice Pres.}, this 5 day of December A.D. 1990.

FIRST BANK ~~N.A.~~ National Association

By 
Senior Vice President

ATTEST:

 Vice Pres.
Banking Officer

STATE OF MINNESOTA)
) SS
COUNTY OF Hennepin)

On this 5th day of December 1990, before me personally appeared
Conrad Keech and Beth Dinndorf to me personally
known, who, being by me duly sworn, says that they are, respectively, a Vice
President and a ^{Sr. Vice Pres.} ~~Banking Officer~~ of First Bank ^{National Association ~~Bank~~} ~~N.A.~~, a corporation; that said
instrument was signed 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.

Pamela L. Voss
Notary Public

My Commission Expires:
May 4, 1993

(NOTARY SEAL)

