

September 26, 1983
File No: A-12076

SEP 28 1983 - 9 45 AM
OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER
312 - 559-6165

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No.
Date SEP 28 1983
Fee \$ 50.00
RECORDATION NO. 14172-A Filed 1426
ICC Washington, D. C. SEP 28 1983 - 9 45 AM

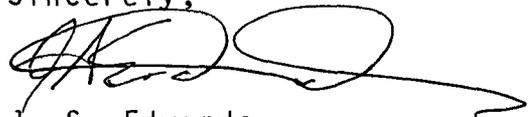
Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Conditional Sale Agreement and Agreement and Assignment both dated as of September 22, 1983, covering 8 Coil Steel Cars, 1 52' Gondola Car and 9 units of Maintenance of Way equipment as listed in Schedule A attached to the Agreement.

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

1. Conditional Sale Agreement between North Western Leasing Company, One North Western Center, Chicago, Illinois 60606 and this Company, One North Western Center, Chicago, Illinois 60606.
2. Agreement and Assignment between Continental Illinois National Bank and Trust Company of Chicago, Assignee, 231 South LaSalle Street, Chicago, Illinois 60693 and North Western Leasing Company, One North Western Center, Chicago, Illinois 60606.

Enclosed is our check for \$100.00 to cover your recording fee. Please assign a sub-file number for the Agreement and Assignment. Keep one counterpart for your files and return the other counterparts showing your recordation data.

Sincerely,

J. S. Edwards
Assistant Secretary

RECEIVED
SEP 28 9 37 AM '83
I.C.C.
FEE OPERATION BR.

Enclosure
cc: R. D. Smith
D. L. Boger
G. R. Charles A-376
F. E. Cunningham, Attn: R. DeWitt
M. H. Shumate
G. F. Guenther, Attn: J. James

D. E. Stockham,
Attn: P. J. Brod
Arthur Andersen & Co,
Attn: G. Holdren

cs(f-142)

Handwritten notes:
C. Cunningham
J. S. Edwards

STEPTOE & JOHNSON

ATTORNEYS AT LAW

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14171-B
FEB 1991

DEC 11 1990 - 3 32 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 11, 1990 from Continental Bank N.A. to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Conditional Sale Agreement recorded under Recordation No. 14171. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 14171.

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

Assignee:

Continental Bank N.A.
231 South LaSalle Street
Chicago, Illinois 60697

14171-B
RECORDED BY FILED IN

DEC 11 1990 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

Counterpart No. 3 of 4

A-12049A
A376

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of September 22, 1983, (hereinafter called the "Conditional Sale Agreement") between NORTH WESTERN LEASING COMPANY, a Delaware corporation (hereinafter called "Seller") and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware corporation (hereinafter called "Railroad"), Seller agreed to sell and deliver to the Railroad and Railroad agreed to purchase the railroad equipment described on Schedule A attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of September 22, 1983, (hereinafter called the "Agreement and Assignment") between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, NOW KNOWN AS CONTINENTAL BANK N.A. (hereinafter referred to as "Assignee"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full payment due under said Conditional Sale Agreement and Agreement and Assignment and the conditions and obligations of Railroad with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Assignee, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Railroad, the receipt whereof is 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 Conditional Sale Agreement and Agreement and Assignment.

Assignee 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 Assignee or arising out of any act, obligation or liability on its party. The Assignee hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Assignee.

IN WITNESS WHEREOF, Continental Bank N.A. has caused this instrument to be executed in its corporate name by one of its Vice Presidents and attested by one of its Banking Officers, this 11th day of December A.D. 1990.

CONTINENTAL BANK N.A.

By  _____
Vice President

ATTEST:

Carolyn Sullivan

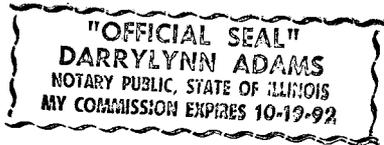
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 11th day of December, 1990, before me personally appeared Paul Key and Carolyn Sullivan to me personally known, who, being by me duly sworn, says that they are, respectively, a Vice President and a Banking Officer of Continental 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.

Darryl Lynn Adams
Notary Public

My Commission Expires

10-19-92



(NOTARY SEAL)