

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

May 7, 1990

File No. A-11128

C-307

RECORDATION NO. 11232-B FILED 1425

MAY 14 1990 -10 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

0-131A005

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are Counterparts of Release and Bill of Sale covering railroad equipment under Equipment Lease and Security Agreement among North Western Leasing Company, Continental Bank, N.A. and this Company dated December 26, 1979, assigned Recordation Nos. 11232 and 11232-A, respectively.

Enclosed is a check for \$15.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts showing recordation data.

Sincerely,

Lisa M. Fanelli
Manager-Stock Operations

Enclosure

- cc: R. M. Grossman
- R. R. DeWitt
- W. H. Clark III
- K. H. Lange
- J. G. Marski
- R. S. Morgan

f-cs37k1

MAY 14 10 49 AM '90
MOTOR OPERATING UNIT

Handwritten vertical text: S. P. R. [Signature]

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Counterpart 6 of 6

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INTERSTATE COMMERCE COMMISSION

RELEASE AND BILL OF SALE

WHEREAS, NORTH WESTERN LEASING COMPANY, a Delaware Corporation, (hereinafter referred to as "Debtor") has heretofore executed and delivered to Continental Illinois National Bank and Trust Company of Chicago, now known as CONTINENTAL BANK N.A., (hereinafter referred to as "Secured Party") that certain Security Agreement dated as of December 20, 1979, (hereinafter referred to as "Agreement") pursuant to which Debtor has granted to Secured Party a security interest in and lien on eight (8) SD-40 locomotives, five (5) 50' box cars and two (2) covered hoppers (hereinafter referred to as "Equipment") described in Schedule A attached to the Agreement;

WHEREAS, Secured Party has received from Debtor all payments due under said Agreement and the conditions and obligations of Debtor with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, Secured Party, in consideration of the sum of One Dollar (\$1.00) to it in hand paid by Debtor, DOES HEREBY ASSIGN, CONVEY TRANSFER AND SET OVER TO NORTH WESTERN LEASING COMPANY the Equipment TO HAVE AND TO HOLD the Equipment 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 Agreement.

Secured Party 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 hereby free and clear of all liens and encumbrances of every kind and nature whatsoever created by Secured Party or arising out of any act, obligation or liability on its part. The Secured Party hereby authorizes removal from the Equipment of any and all ownership plates and other marking of Secured Party.

IN WITNESS WHEREOF, CONTINENTAL BANK N.A. has caused this instrument to be executed in its corporate names by one of its Vice Presidents and attested by one of its Commercial Banking Officers this 1 day of May, A.D. 1990.

CONTINENTAL BANK N.A.
By: [Signature]
Title: Vice President

Attest:
Carolyn Sullivan

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this 1 day of May, 1990,
before me personally appeared Paul Frey & Carolyn Sullivan to me
personally known, who, being by me duly sworn, says that they are 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.

Cheryl K. Lownds
Notary Public

My Commission Expires:

3-3-93

(NOTARY SEAL)



cs/p5/15K8