

CHICAGO AND



TRANSPORTATION COMPANY

JOAN A. SCHRAMM  
J.S. EDWARDS  
FRANCES L. TURNER  
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER  
312/454-6535

April 10, 1981

File No. A-11264

No. 1-103A060  
Date APR 13 1981  
Fee \$ 3.50 + 10.00

RECORDATION NO. 11772-D  
Filed 1425

APR 13 1981 10 52 AM

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue  
Washington, D.C. 20423

ICC Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Re: Security Agreement dated as of April 15, 1980 between North Western Leasing Company, Debtor, to Continental Illinois National Bank and Trust Company of Chicago, Secured Party, as amended, covering 35 EMD GP-7 Locomotives CNW Nos. 4431 through 4465 inclusive, filed pursuant to Section 11303 (formerly 20c) of the Interstate Commerce Act and assigned Recordation No. 11772

Dear Ms. Mergenovich:

Enclosed for recordation are four counterparts of a Release executed by the Continental Illinois National Bank and Trust Company of Chicago releasing their security interest in one unit of the aforementioned equipment as described on the attached "Schedule A."

Enclosed is our check in the amount of \$10.00 to cover your recording fee. Please keep one counterpart for your file and return the other counterparts each showing your recordation data.

Yours very truly,

J. S. Edwards  
Assistant Secretary

JSE:lc  
Enclosures

cc: R. D. Smith  
J. D. O'Neill  
T. E. Greeland  
R. F. Guenther  
D. E. Stockham

Peter Horne  
Continental Illinois National  
Bank and Trust Company of  
Chicago

RECEIVED  
APR 13 10 50 AM '81  
I.C.C.  
FEE OPERATION BR.

*Counterpart - S. P. Pund*

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

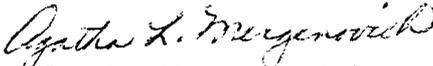
OFFICE OF THE SECRETARY

J. S. Edwards  
Chicago & Northwestern Trnsp. Co.  
400 West Madison Street  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/13/81 at 10:55AM , and assigned re-  
recording number(s). 11772-D

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER

312/559-6158

May 8, 1990

File No. A-11264  
C-311

RECORDATION NO. 11772-E FILED 1425

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION

0-131A005

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

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 dated April 15, 1980, as amended by Amendment to Equipment Lease dated August 7, 1980, and Security Agreement dated April 15, 1980, also amended by Amendment to Security Agreement dated August 7, 1980, among North Western Leasing Company, Continental Bank, N.A., and this Company. The Equipment Lease and it's Amendment were assigned Recordation Nos. 11771 and 11771-A, respectively, and the Security Agreement and it's Amendment were assigned Recordation Nos. 11772 and 11772-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-cs37k7

A December 1990 - J. P. R. -

RECORDATION NO 11772-F FILED 1425

Counterpart 6 of 6

MAY 14 1990 - 10 55 AM

A-11264  
C-311

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 April 15, 1980, (hereinafter referred to as "Agreement") pursuant to which Debtor has granted to Secured Party a security interest in and lien on thirty-five (35) EMD GP-7 locomotives described in Schedule 1 to the Security Agreement;

WHEREAS, under the terms of Amendment to Security Agreement dated as of August 7, 1980 between Debtor and Secured Party, the sequence of Railroad System Numbers listed on Schedule 1 of the Security Agreement was changed from CNW 4331 through 4365, inclusive, to CNW 4431 through 4465, inclusive;

WHEREAS, Secured Party has received from Debtor all payments due under said Agreement and the conditions and obligations of Debtor with respect to locomotives CNW 4431 through CNW 4465, inclusive, (hereinafter referred to as "Locomotives") 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 Locomotives TO HAVE AND TO HOLD the Locomotives 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 Locomotives hereby conveyed are or may be in any manner encumbered or charged; that the Locomotives are 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 Locomotives 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 7 day of May, A.D. 1990.

CONTINENTAL BANK N.A.  
By: [Signature]  
Title: VICE PRESIDENT

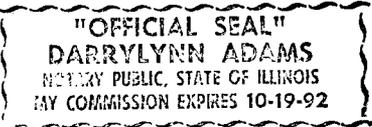
Attest:  
[Signature]  
cs/p5/15k11

STATE OF ILLINOIS     )  
                                  )     SS  
COUNTY OF COOK        )

On this 7 day of May, 1990,  
before me personally appeared Jeffrey Atkins; Robert Bolt 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.

Darryl Lynn Adams  
Notary Public

My Commission Expires:  
10-19-92



(NOTARY SEAL)