

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

RECORDATION NO. 13243-13 FILED 105

May 7, 1990

MAY 14 1990 - 10:55 AM
INTERSTATE COMMERCE COMMISSION

File No. A-11622

C-358

0-131A003

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 Conditional Sale Agreement and Agreement and Assignment among North Western Leasing Company, Continental Bank, N.A., and this Company dated September 21, 1980, assigned Recordation Nos. 13243 and 13243-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
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-cs37k4

MAY 14 10 49 AM '90
MOTOR OPERATING UNIT

MAY 14 1990 - 10 55 AM

INTERSTATE COMMERCE COMMISSION RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of September 21, 1981 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 Railroad agreed to buy five (5) burro cranes, two (2) case loaders, twenty-one (21) case tractors, one (1) trencher and trailer for trencher, three (3) tie shears, two (2) brush cutters, two (2) crawler/dozers, twelve (12) air compressors, one (1) Jordan spreader, two (2) graders, two (2) truck cranes and four (4) SD-40 locomotives, (hereinafter referred to as the "Equipment") described on Schedule A attached to the Conditional Sale Agreement; and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of September 21, 1981 between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, now known as CONTINENTAL BANK N.A. (hereinafter referred to as "Agent"), Seller assigned and transferred all of its right, title and interest under the aforesaid Conditional Sale Agreement and all of its right, title and interest to said Equipment to Agent; and

WHEREAS, Agent has received from Railroad 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, Agent, 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.

Agent does hereby covenant that it has not done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or changed; that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by Agent or arising out of any act, obligation or liability on its part. The Agent hereby authorizes removal from the Equipment of any and all ownership plates and other markings of Agent.

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 Commercial Banking Officers, this 1 day of May A.D., 1990.

CONTINENTAL BANK N.A.
By [Signature]
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)

