

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY  
DIRECT DIAL NUMBER

312/558-6158

RECORDATION NO. 13244-D FILED 1990

February 14, 1990

FEB 15 1990 -3 05 PM

File No. A-11637  
T-333

INTERSTATE COMMERCE COMMISSION

RECORDATION UNIT  
FEB 15 2 55 PM '90

Ms. Noretta McGee  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

0-046A044

Dear Ms. McGee:

Pursuant to Section 11303 (formerly Section 20c), of the Interstate Commerce Act, as amended, attached for recordation are counterparts of Release and Bill of Sale dated February 14, 1990 which is the final release of equipment under the Reconstruction Agreement between Chicago and North Western Transportation Company and North Western Leasing Company, the Equipment Trust Agreement between Connecticut Bank and Trust Company and North Western Leasing Company, the Lease of Railroad Equipment between Chicago and North Western Transportation Company and North Western Leasing Company, and the Assignment of Lease and Agreement between the bank and North Western Leasing Company; all dated July 15, 1981. The agreements were all recorded with the ICC on September 25, 1981, and assigned recordation numbers 13244, 13244-A, 13244-B and 13244-C, 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 to me the remaining counterparts each showing recordation data.

Sincerely,

Lisa M. Fanelli  
Assistant Secretary

Enclosure

cc: K. H. Lange  
M. H. Shumate  
M. Starc (Manwell & Wes)

f-cs37(3)kn1

*C. Dandy*

#15  
13244-D

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

2/15/90

OFFICE OF THE SECRETARY

Lisa M. Fanelli  
Assistant Secretary  
Chicago & Northwestern Transp. Co.  
One North Western Center  
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 2/15/90 at 3:05pm, and assigned recordation number(s). 13244-D

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RELEASE AND BILL OF SALE

RECORDATION NO 13244-D  
FILED 1483  
FEB 15 1990 -3 05 PM  
INTERSTATE COMMERCE COMMISSION

WHEREAS, under the terms of a RECONSTRUCTION AGREEMENT dated as of July 15, 1981, (the "Reconstruction Agreement") between CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY (the "Railroad") and NORTH WESTERN LEASING COMPANY (the "Owner"), the Railroad agreed to reconstruct thirty-eight (38) GP-40 locomotives described on Annex A to the Reconstruction Agreement (the "Equipment"); and

WHEREAS, under the terms of the LEASE OF RAILROAD EQUIPMENT dated as of July 15, 1981, (the "Lease") between the Railroad and the Owner, the Railroad leased the Equipment from Owner; and

WHEREAS, under the terms of the ASSIGNMENT OF LEASE AND AGREEMENT, dated as of July 15, 1981, (the "Assignment") between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee (the "Trustee") and the Owner, the Owner assigned and transferred all right, title and interest under the Lease to the Trustee; and

WHEREAS, under the terms of an EQUIPMENT TRUST AGREEMENT dated as of July 15, 1981, between the Trustee and the Owner, the Trustee issued Equipment Trust Certificates (the "Certificates") to the Purchasers (the "Purchasers") identified in the Participation Agreement dated as of July 15, 1981, among the Railroad, the Owner, the Trustee and the Purchasers; and

WHEREAS, the Trustee has received from the Railroad all payments due under the Lease; the Purchasers have received all payments due with respect to the Certificates; the Railroad has received all payments due under the Reconstruction Agreement, and all conditions and obligations of the Railroad and Owner with respect to the Equipment have been satisfied in full;

NOW, THEREFORE, the Trustee and the Railroad, in consideration of the sum of One Dollar (\$1.00) to each of them respectively in hand paid by the Owner, the receipt whereof is hereby acknowledged, DO HEREBY SELL, 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 above mentioned Reconstruction Agreement, Equipment Trust Agreement, Lease and Assignment.

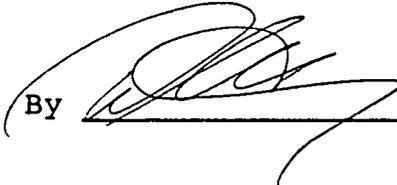
The Trustee and the Railroad each hereby covenant that neither has done anything whereby the Equipment hereby conveyed is or may be in any manner encumbered or charged;

C

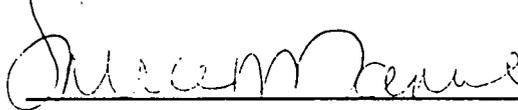
that the Equipment is free and clear of all liens and encumbrances of every kind and nature whatsoever created by the Trustee or the Railroad or arising out of any act, obligation or liability on its respective part. The Trustee hereby authorizes removal from the Equipment of any and all ownership plates and other markings required by the Equipment Trust Agreement and the Lease.

IN WITNESS WHEREOF, THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee and CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY have each caused this instrument to be executed in its respective corporate name by one of its Vice Presidents and its Corporate seal to be affixed and duly attested this 14th day of February, 1990.

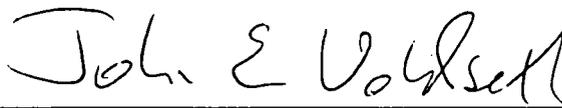
THE CONNECTICUT BANK  
AND TRUST COMPANY, N.A.

By  \_\_\_\_\_

Attest:

 \_\_\_\_\_

CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

By  \_\_\_\_\_

Attest:

 \_\_\_\_\_



