

CHICAGO AND



TRANSPORTATION COMPANY

OFFICE OF THE SECRETARY
DIRECT DIAL NUMBER

312/559-6158

June 19, 1990

File Nos: A-12203
A-12369

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

RECORDATION NO. 14281 F FILED 1990

JUN 20 1990 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Pursuant to Section 11303 (formerly §20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of a Termination, Satisfaction, Release and Discharge dated January 26, 1990 under the Consolidated Mortgage Indenture dated January 15, 1984 between American National Bank and Trust Company of Chicago, as trustee, and Chicago and North Western Transportation Company. The Indenture was supplemented by supplemental indentures dated as of April 15, 1984, March 1, 1987, June 27, 1988 and December 15, 1988, and originally recorded on March 2, 1984 and assigned recordation number 14281.

Enclosed is a check for \$15.00 to cover your recordation fee. Please retain one counterpart for your files and return the remaining counterparts each showing recordation data to me.

Thank you.

Sincerely,

Lisa M. Fanelli
Manager Stock Operations

Enclosures

cc: M. H. Shumate

csd11/53(2)

17 Denny [unclear] Gregory C. Alford

RECORDATION NO. 14281-F
FILED 1990

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INTERSTATE COMMERCE COMMISSION

TERMINATION, SATISFACTION, RELEASE AND DISCHARGE

THIS INSTRUMENT OF TERMINATION, SATISFACTION, RELEASE AND DISCHARGE, made as of the 26th day of January, 1990, by AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, as Trustee (the "Trustee") under the Consolidated Mortgage Indenture dated as of January 15, 1984 (the "Original Mortgage") between Chicago and North Western Transportation Company, a Delaware corporation (the "Company") and the Trustee, as supplemented by supplemental indentures dated as of April 15, 1984, March 1, 1987, June 27, 1988 and December 15, 1988 (collectively, the "Mortgage"),

WITNESSETH:

WHEREAS, pursuant to the granting clauses of the Original Mortgage, a first mortgage lien was created with respect to certain property of the Company, including certain after-acquired property (the "Mortgaged Property"); and

WHEREAS, pursuant to Sections 2 and 3 of Article Eleven of the Original Mortgage the Company has irrevocably deposited in trust with the Trustee money or U.S. Government Obligations sufficient to pay principal and interest when due on all Bonds of Series C (the "Bonds") to maturity; and there is not any event of default described in Article Six, Section 1 of the Original Mortgage (without giving effect to grace periods referred to therein); and

WHEREAS, there are no bonds outstanding under the Mortgage other than the Bonds; and

WHEREAS, the Company desires to exercise its right to terminate (i) the lien of the Mortgage with respect to the Mortgaged Property, and (ii) the obligations of the Company with respect to the bonds of every series issued and/or outstanding under the Mortgage.

NOW, THEREFORE, in accordance with the provisions of Sections 2 and 3 of Article Eleven of the Mortgage, and in consideration of the premises and of One Dollar (\$1.00), the receipt and sufficiency of which being hereby acknowledged, the Trustee does hereby (i) confirm that the Trustee and each holder of the Bonds has ceased to be entitled to the benefit of the security of the Mortgaged Property or any other security under the Mortgage, (ii) release, cancel, terminate, discharge

This instrument was prepared by and should be returned to:
Mack H. Shumate, Jr., General Attorney, Chicago and North Western Transportation Company, 165 North Canal Street, Chicago, IL 60606

and acknowledge satisfaction of the lien of the Mortgage on the Mortgaged Property, which lien is recorded in the Recorders' Offices in the counties and states referenced on Exhibit A which is attached hereto and hereby made a part hereof, (iii) release, assign, remise, quitclaim, transfer and deliver to the Company, its successors and assigns, all property, rights, title, and interests in the Mortgaged Property conveyed to the Trustee by the Mortgage, and (iv) acknowledge that its estate, right, title and interest in or to the Mortgaged Property and all security interests created with respect to the Mortgaged Property have ceased, terminated and become null and void.

In order to facilitate the recording of this instrument, it may be simultaneously executed in any number of counterparts, each of which so executed shall be deemed to be an original.

IN WITNESS WHEREOF, AMERICAN NATIONAL BANK AND TRUST COMPANY OF CHICAGO, as Trustee, has caused this instrument to be signed and acknowledged on its behalf by a duly authorized Vice President and its corporate seal to be hereunto affixed and attested by one of its Trust Officers, as of the day and year first above written.

AMERICAN NATIONAL BANK AND TRUST
COMPANY OF CHICAGO

By 

Corporate Seal

Name: Ronald Bremen

Title: Vice President

ATTEST:

By: 

Name: Brian E. Terwilliger

Title: Trust Officer

EXHIBIT A

PUBLIC RECORD OF CONSOLIDATED MORTGAGE DATED AS OF
JANUARY 15, 1984 BETWEEN CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY AND AMERICAN NATIONAL BANK
AND TRUST COMPANY OF CHICAGO, Trustee for
\$75,000,000 Principal Amount of Consolidated Mortgage
14 1/4% Bonds, Series A, Due 2004,

and

SUPPLEMENTAL INDENTURE DATED AS OF APRIL 15, 1984 FOR
\$80,000,000 Principal Amount of Consolidated Mortgage
15 3/4% Bonds, Series B, Due 2004

and

SECOND SUPPLEMENTAL INDENTURE DATED AS OF MARCH 1, 1987
FOR \$25,000,000 Principal Amount of Consolidated Mortgage
9.93% Bonds, Series C, Dues 1992

and

THIRD SUPPLEMENTAL INDENTURE DATED AS OF JUNE 27, 1988
FOR \$11,000,000 Principal Amount of Consolidated Mortgage
15 3/4% Bonds, Series D, Due 1994

and

FOURTH SUPPLEMENTAL INDENTURE DATED AS OF DECEMBER 15, 1988
FOR \$8,700,000 Principal Amount of Consolidated Mortgage
14.25% Bonds, Series E, Due 1994

and

ACKNOWLEDGMENT OF TERMINATION, SATISFACTION, RELEASE AND
DISCHARGE COVERING The Second Supplemental Indenture
Dated as of March 1, 1987

and

TERMINATION, SATISFACTION, RELEASE AND DISCHARGE COVERING
The Mortgage and All Supplements Thereunder Dated as of
, 1990

LOCATION

RECORDATION

County	County Seat	Date	Doc. No.	Book	Page
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INTERSTATE COMMERCE COMMISSION

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