STEPTOE & JOHNSON

ATTORNEYS AT LAW

PHOENIX, ARIZONA

TELEPHONE: (602) 266-6610
FACSIMILE: (602) 274-1970

1330 CONNECTICUT AVENUE, N.W.
WASHINGTON, D.C. 20036-1795

(202) 429-3000
FACSIMILE: (202) 429-9204
TELEX: 89-2503

S&J LEX INTERNATIONAL
AFFILIATE IN MOSCOW, U.S.S.R.

TELEPHONE: 011-7-095-290-5775
FACSIMILE: 011-7-095-415-2920

ROBERT J. CORBER
(202) 429-8108

RECORDATION NO 9804-B FILED 1425

DEC 10 1990 -9 45 AM

INTERSTATE COMMERCE COMMISSION

December 10, 1990

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Room 2215
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed an original and two counterparts or copies of the document described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the United States Code. It relates to the railroad rolling stock identified below.

This document is a Release and Bill of Sale, a secondary document, dated December 5, 1990 from Continental Bank N.A. to Chicago and North Western Transportation Company.

The primary document to which this Release and Bill of Sale is connected is the Conditional Sale Agreement recorded under Recordation No. 9804. Accordingly, it is requested that this document be given the next available letter designation under Recordation No. 9804.

The names and addresses of the parties to the document are as follows:

Assignee:

Continental Bank N.A.
231 South LaSalle Street
Chicago, Illinois 60697

Purchaser:

Chicago and North Western
Transportation Company
One North Western Center
Chicago, Illinois 60606

Please file and record the document with indexing under the foregoing names.

A description of the equipment covered by the document follows:

Railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

A fee of $15.00 is enclosed for the recordation. Please return the original and any extra copies not needed by the Commission for recordation to the person presenting this letter.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated December 5, 1990 from Continental Bank N.A. to Chicago and North Western Transportation Company, covering the railroad rolling stock identified in Schedule A of the primary document, as the same may have been supplemented or amended.

Very truly yours,

Robert J. Corber
Attorney for Chicago and North
Western Transportation Company

Enclosures

RECORDATION NO. 9804-B FILED 1425

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INTERSTATE COMMERCE COMMISSION

Counterpart No. 3 of 4

A-10755
A354 (A285)

RELEASE AND BILL OF SALE

WHEREAS, under the terms of CONDITIONAL SALE AGREEMENT dated as of October 24, 1978, (hereinafter called the "Conditional Sale Agreement") 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 deliver to the Railroad and Railroad agreed to purchase the railroad equipment described on Schedule A attached to the Conditional Sale Agreement, (hereinafter referred to as "Equipment"); and

WHEREAS, under the terms of AGREEMENT AND ASSIGNMENT dated as of October 24, 1978, (hereinafter called the "Agreement and Assignment") between Seller and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY, NOW KNOWN AS CONTINENTAL BANK N.A. (hereinafter referred to as "Assignee"), Seller sold, assigned, transferred and set over all right, title and interest under the aforesaid Conditional Sale Agreement and all right, title and interest to said Equipment to Assignee; and

WHEREAS, Assignee has received from Railroad full 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, Assignee, 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.

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

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 Banking Officers, this 5th day of December A.D. 1990.

CONTINENTAL BANK N.A.

By _____
Vice President

ATTEST:

Carolyn Sullivan

CSP33-39(2)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 5th day of December, 1990, before me personally appeared Paul Frey and Carolyn Sullivan to me personally known, who, being by me duly sworn, says that they are, respectively, 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.

Darrylynn Adams
Notary Public

My Commission Expires

10-19-92

"OFFICIAL SEAL"
DARRYLYNN ADAMS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10-19-92

(NOTARY SEAL)

CSP33-39(3)