RECORDATION NO. 8639 Filed & Recorded

DEC 30 1976 12 25 PM

INTERSTATE COMMERCE COMMISSION

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

RECEIVED

6-365A039

Date DEC 30

Fee $ 50

ICC Washington, D. C

Dec 30 1 52 PM '76

I. C. C.

FEE OPERATION BR.

BERNARD J. ALLEN
DIANE KOHLER-RAUSCH
JOAN A. SCHRAMM
ASSISTANT SECRETARIES

DIRECT DIAL NUMBER
312/454-6534

BY MESSENGER

December 30, 1976

File No.: A-9985
(M&StL)

Interstate Commerce Commission
Washington, D. C. 20423
Attention: Mr. Robert L. Oswald, Secretary

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act, as amended, attached for recordation are Counterpart Nos. 1 to 10, inclusive, of Bill of Sale dated as of 12/17/76, covering the sale of equipment by Chicago and North Western Transportation Company to North Western Leasing Company.

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

1. North Western Leasing Company, 400 W. Madison St., Chicago, IL, 60606.

2. Chicago and North Western Transportation Company, 400 W. Madison St., Chicago, IL, 60606.

Enclosed is our check for $50.00 to cover your recording fee. Please return Counterpart Nos. 1 to 8, inclusive, showing your recordation data. (This transaction should have its own file number).

Very truly yours,

Diane Kohler-Rausch

Diane Kohler-Rausch
Assistant Secretary

DK:db
Encls.
cc: R. L. Schardt
R. D. Smith
F. E. Cunningham, Attn: H. Labno*
R. F. Guenther, Attn: J. James*
Z. Steiger*, C-17225
D. E. Stockham, Attn: R. S. Brenner*
*with copy of agreement

Arthur Andersen & Co.

Counterparts to Diane Kohler-Rausch

Interstate Commerce Commission

Washington, D.C. 20423 12/29/76

OFFICE OF THE SECRETARY

Diane Kohler-Rausch

Chicago & NorthWestern Transp.Co.
400 W. Madison St.
Chicago, Illinois 60606

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 12/29/76 at 2:05pm , and assigned recordation number(s) 8639

Sincerely yours,

Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

COUNTERPART

No. 1 of 10

RECORDATION NO. 8029 Filed & Recorded

DEC 29 1976 2 05 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

FOR AND IN CONSIDERATION and upon the payment of the sum of Five Hundred Thirty Three Thousand One Hundred Fourteen and 00/100 ($533,114.00) undersigned, CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, a Delaware Corporation, (hereinafter called the Company) does hereby sell, assign, transfer, convey and deliver to said NORTH WESTERN LEASING COMPANY, a Delaware Corporation, at Oelwein, Iowa, all of the Company's right, title and interest in and to the railroad equipment identified and described on the list, marked Schedule A, attached hereto and made a part hereof. The Company does hereby covenant that it is the lawful owner of said equipment, that each unit of said equipment is free and clear from all claim, liens, security interests, security titles and encumbrances, except the liens, which will be released, of the Mortgage and Security Agreement dated June 1, 1972 between the Company and Chicago and North Western Railway Company and Chicago and North Western Railway Company's First Mortgage or Minneapolis and St. Louis Railway Company's First Mortgage or Chicago Great Western Railway Company's First and General Income Mortgages (the obligations of which Mortgages have been assumed by the Company); that it has full right and power to sell and convey said equipment as aforesaid, and that it will warrant and defend said equipment against the lawful claims and demands of all parties and persons whomsoever.

IN WITNESS WHEREOF, the Chicago and North Western Transportation Company has executed this Bill of Sale this 21st day of December, 1976.

CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY

By J M Butler
Vice President

ATTEST:

Diane Kohler-Rausch
Assistant Secretary

SCHEDULE A

Quantity	Description	Railroad System No.	Purchase Price
1	50' Box Car	MStL 2902	$ 9,204.00
7	Refrigerated Box Cars	MStL 2008	10,505.00
		MStL 2010	10,505.00
		MStL 2012	10,505.00
		MStL 2022	10,505.00
		MStL 2028	10,505.00
		MStL 2040	10,505.00
		MStL 2056	9,567.00
24	Covered Hoppers	MStL 70201	1,700.00
		MStL 70209	5,497.00
		MStL 70217	8,066.00
		MStL 70245	4,783.00
		MStL 70277	4,783.00
		MStL 70311	6,974.00
		MStL 70319	6,654.00
		MStL 70351	7,193.00
		MStL 70367	7,193.00
		MStL 70397	7,193.00
		MStL 70399	7,386.00
		MStL 70403	7,547.00
		MStL 70417	7,728.00
		MStL 70455	6,766.00
		MStL 70471	7,547.00
		MStL 70493	7,547.00
		MStL 70513	9,208.00
		MStL 70535	8,982.00
		MStL 70539	7,840.00
		MStL 70551	7,547.00
		MStL 70577	7,554.00
		MStL 70581	7,554.00
		MStL 70591	4,757.00
		MStL 71037	10,524.00
77	Open Top Hopper Cars	MStL 66501	1,755.00
		MStL 66515	1,934.00
		MStL 66521	1,755.00
		MStL 66523	1,755.00
		MStL 66545	3,197.00
		MStL 66551	1,700.00
		MStL 66553	1,934.00
		MStL 66571	2,550.00
		MStL 66581	1,755.00
		MStL 66585	8,013.00
		MStL 66587	1,755.00

Quantity	Description	Railroad System No.	Purchase Price
77	Open Top Hopper Cars	MStL 66591	$ 1,755.00
		MStL 66601	1,700.00
		MStL 66605	1,810.00
		MStL 66611	1,700.00
		MStL 66613	1,700.00
		MStL 66623	1,755.00
		MStL 66629	1,755.00
		MStL 66637	1,700.00
		MStL 66639	1,755.00
		MStL 66653	2,242.00
		MStL 66659	2,242.00
		MStL 66675	1,755.00
		MStL 66679	1,755.00
		MStL 66687	1,755.00
		MStL 66699	1,810.00
		MStL 66715	1,700.00
		MStL 66723	1,700.00
		MStL 66727	1,700.00
		MStL 66733	1,755.00
		MStL 66735	2,396.00
		MStL 66741	1,755.00
		MStL 66747	1,700.00
		MStL 66765	1,755.00
		MStL 66779	1,755.00
		MStL 66781	1,755.00
		MStL 66785	1,934.00
		MStL 66795	1,934.00
		MStL 66797	1,700.00
		MStL 66801	1,755.00
		MStL 66805	1,700.00
		MStL 66811	1,700.00
		MStL 66821	1,755.00
		MStL 66825	1,755.00
		MStL 66831	1,810.00
		MStL 66841	1,700.00
		MStL 66851	1,755.00
		MStL 66859	1,700.00
		MStL 66881	2,057.00
		MStL 66889	1,755.00
		MStL 66893	1,755.00
		MStL 66899	1,755.00
		MStL 66907	1,700.00
		MStL 66913	1,755.00
		MStL 66919	1,700.00
		MStL 66923	1,974.00
		MStL 66931	2,057.00
		MStL 66933	1,755.00
		MStL 66935	1,755.00
		MStL 66939	1,700.00
		MStL 66951	1,755.00
		MStL 66977	1,755.00
		MStL 66983	2,242.00

Quantity	Description	Railroad System No.	Purchase Price
77	Open Top Hopper Cars	MStL 66991	$ 1,934.00
		MStL 66993	1,755.00
		MStL 66997	2,333.00
		MStL 66999	1,755.00
		MStL 67001	2,176.00
		MStL 67005	1,982.00
		MStL 67007	2,176.00
		MStL 67037	3,227.00
		MStL 67039	2,474.00
		MStL 67043	1,700.00
		MStL 67047	1,700.00
		MStL 67049	2,494.00
		MStL 67051	2,495.00
		MStL 67055	2,176.00
39	Flat Cars	MStL 16205	12,768.00
		MStL 16225	12,768.00
		MStL 23801	2,734.00
		MStL 23803	2,734.00
		MStL 23813	2,734.00
		MStL 23827	2,734.00
		MStL 23829	2,535.00
		MStL 23831	2,734.00
		MStL 23833	2,734.00
		MStL 23839	2,734.00
		MStL 23843	2,734.00
		MStL 23845	2,734.00
		MStL 23847	2,734.00
		MStL 23857	2,734.00
		MStL 23859	2,734.00
		MStL 23861	2,734.00
		MStL 23865	2,734.00
		MStL 23867	2,734.00
		MStL 23869	2,534.00
		MStL 23891	2,734.00
		MStL 23893	2,734.00
		MStL 23897	2,734.00
		MStL 23907	2,734.00
		MStL 23911	2,734.00
		MStL 23919	2,734.00
		MStL 23921	4,927.00
		MStL 23927	2,734.00
		MStL 23933	2,734.00
		MStL 23935	2,734.00
		MStL 23937	2,734.00
		MStL 23943	2,734.00
		MStL 23945	4,927.00
		MStL 23947	2,734.00
		MStL 23949	2,734.00
		MStL 23959	2,535.00
		MStL 23965	2,734.00
		MStL 23975	2,734.00
		MStL 23981	2,734.00
		MStL 23985	2,734.00
		Total	$ 533,114.00