

CHICAGO AND



TRANSPORTATION COMPANY

(312) 559-6067

July 24, 1989

VIA MESSENGER

Ms. Noretta McGee, Secretary
Interstate Commerce Commission
12th St. & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO 15315-B FILED 1425

JUL 25 1989 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO 15315-A FILED 1425

JUL 25 1989 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

Quarter parts - In Road

Re: Assignment and Assumption Agreement dated as of July 14, 1989 among LaSalle National Bank, Algemene Bank Nederland N.V. and Chemical Bank and Supplement Agreement dated as of July 14, 1989 between Chicago and North Western Transportation Company and North Western Leasing Company both being related to Assignment Agreement dated as of September 15, 1987 among North Western Leasing Company and LaSalle National Bank Bearing ICC Recordation No. 15315-A

Dear Ms. McGee:

Pursuant to Section 11303 of the Interstate Commerce Act, enclosed for recordation are two originals of the above-referenced Assignment and Assumption Agreement dated as of July 14, 1989.

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

Chicago and North Western Transportation Company
165 North Canal Street
One Northwestern Center
Chicago, Illinois 60606

and

North Western Leasing Company
165 North Canal Street
Chicago, Illinois, Illinois

and

Algemene Bank Nederland N.V.
Chicago Branch
Room 218
135 South LaSalle Street
Chicago, Illinois 60603

JUL 25 10 47 AM '89
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ICC

Ms. Noreta McGee
July 24, 1989
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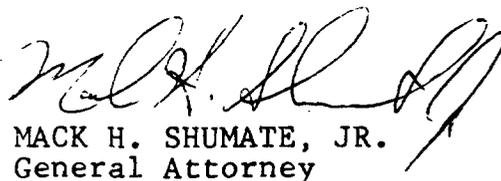
LaSalle National Bank
Room 218
135 South LaSalle Street
Chicago, Illinois 60603

and

Chemical Bank
277 Park Avenue
New York, New York 10172

Enclosed is our check for \$13.00 to cover applicable recording fees. Please assign a sequential recordation number and retain one original for Interstate Commerce Commission files and return the remaining counterpart showing applicable recordation information to me as soon as practicable.

Sincerely,



MACK H. SHUMATE, JR.
General Attorney

MHS/fpd
Enclosures

RECORDATION NO. 15315-C FILED 1989
JUL 25 1989 - 10 40 AM
INTERSTATE COMMERCE COMMISSION

ORIGINAL

SUPPLEMENTAL AGREEMENT

Dated as of July 14, 1989.

The undersigned hereby acknowledge receipt of a copy of and consent to and agree to be bound by, that certain Assignment and Assumption Agreement, dated as of July 14, 1989, by and among LaSalle National Bank ("LNB"), Algemene Bank Nederland N.V. ("ABN") (ABN and LNB are collectively referred to as the "Assignors") and Chemical Bank (the "Assignee"), the form and substance of which are satisfactory to each of them. Unless otherwise defined herein, all terms and phrases which are defined in said Assignment and Assumption Agreement shall have the same meaning when used herein as that which is ascribed to them in said Assignment and Assumption Agreement. The undersigned further agree that (1) unless the Assignee shall have entered into an assignment pursuant to which assignment the Assignee sells, assigns, transfers and sets over to such person and such person purchases and assumes from the Assignee the then remaining Assigned Property, then and notwithstanding any provision of the Assigned Loan Documents to the contrary, all Advances and Obligations shall mature and become due and payable upon the earlier to occur of (a) that date which occurs six (6) months following the Closing Date (as that term is defined in that certain proposed Credit Agreement among Chicago and North Western Holdings Corp., Chicago and North Western Acquisition Corp., the Lenders to be listed therein and Chemical Bank, as the Agent for said Lenders) or (b) the Merger (as that term is defined in that certain proposed Credit Agreement by and among Chicago and North Western Acquisition Corp., the Railroad, Chicago and North Western Holdings, Inc., the Lenders to be listed therein and Chemical Bank, as the Agent for said Lenders and (2) they shall cause to be delivered to the Assignee such opinions of counsel for the Railroad and the Subsidiary as are reasonably requested by the Assignee in connection with the Assignment and Assumption Agreement referred to above.

CHICAGO AND NORTH WESTERN
TRANSPORTATION COMPANY

NORTH WESTERN LEASING COMPANY

By: John E Voldseth
Title: Vice President Finance
165 North Canal Street
Chicago, Illinois 60606
Attention: ~~Assistant Vice~~ President-Finance JW

By: John E Voldseth
Title: Vice President Finance
165 North Canal Street
Chicago, Illinois 60606
Attention: ~~Assistant Vice~~ President - Finance JW

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 14th day of July, 1989, before me personally appeared John E. Voldseth, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a Vice President-Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Fair P. Delgado

Notary Public

[Notarial Seal]

My Commission expires: ~~My Commission Expires Mar. 3, 1990~~

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS

On this 14th day of July, 1989, before me personally appeared John E. Voldseth, to me personally known who signed the foregoing instrument on this day and, being by me duly sworn, says that he is a Vice President-Finance of NORTH WESTERN LEASING COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Fair P. Delgado

Notary Public

[Notarial Seal]

My Commission expires: ~~My Commission Expires Mar. 3, 1990~~

Interstate Commerce Commission
Washington, D.C. 20423

7/25/89

OFFICE OF THE SECRETARY

Mack H. Shumate, Jr., General Attorney
Chicago And Northwestern Transportation Company
165 North Central Canal Street
One Northwestern Center
Chicago, Illinois 60606

Dear: **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/25/89 , at 10:40AM and assigned recordation number(s). 15315-B, 15315-C, 10158-A and 13012-C

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)