

CHICAGO AND



TRANSPORTATION COMPANY

RECORDATION NO. 14234-B Filed 125

OCT 1 1984 - 1 25 PM

~~August 24, 1984~~ SEP 28 1984 INTERSTATE COMMERCE COMMISSION  
OFFICE OF THE SECRETARY

File No. A-12049-B (A-386)

DIRECT DIAL NUMBER

(312) 559-6167

Ms. Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Re: Conditional Sale Agreement dated as of December 5, 1983 between North Western Leasing Company and Chicago and North Western Transportation Company and Agreement and Assignment dated as of December 5, 1983 between North Western Leasing Company, and Continental Illinois National Bank and Trust Company of Chicago, assigned Recordation No. 14234 and 14234A respectively, on December 27, 1983.

Dear Ms. Mergenovich:

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act, enclosed for recordation are counterparts of Amendment #1 dated June 1, 1984 covering substitution of twenty-three (23) 50' boxcars as described on Schedule A-1 attached to the Agreement.

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

1. Chicago and North Western Transportation Company, One North Western Center, Chicago, Illinois 60606.
2. North Western Leasing Company, One North Western Center, Chicago, Illinois 60606.
3. Continental Illinois National Bank and Trust Company of Chicago, 231 South LaSalle Street, Chicago, Illinois 60604.

Enclosed is our check for \$10.00 to cover your recording fee. Please assign a sequential recordation number, retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

4-275A060

Sincerely,

Joan A. Schramm  
Assistant Secretary

ICC OFFICE OF THE SECRETARY  
OCT 1 1 27 PM '84  
MOTOR OPERATING UNIT

No.                     

Date OCT 1 1984

Fee \$ 10.00

ICC Washington, D.C.

Enclosures

cc: G. R. Charles (A-386)  
R. F. Guenther  
R. L. Johnson

D. E. Stockham, Attn: P. J. Brod  
M. R. Jeske  
Arthur Anderson & Co., Attn: Paul Keglevic  
Continental Illinois National Bank  
and Trust Company of Chicago

cs/d4/106 2

*S.P.R.*

*C*

Interstate Commerce Commission  
Washington, D.C. 20423

10/1/84

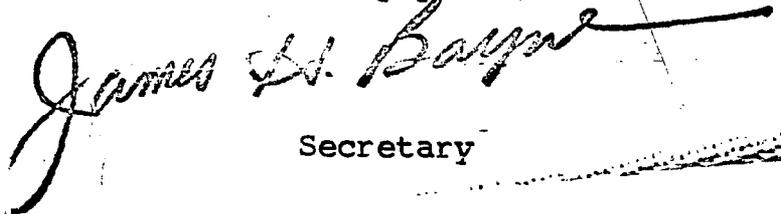
OFFICE OF THE SECRETARY

Joan Schramm  
Assist. Sec.  
Chicago & Northwestern Transp. Co.  
One Northwestern 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 10/1/84 at 1:35pm and assigned re-  
recording number(s). 14226-B, 14228-B & 14234-B

Sincerely yours,

  
Secretary

Enclosure(s)

AMENDMENT #1  
To  
CONDITIONAL SALE AGREEMENT  
Dated As Of December 5, 1983  
Between  
Chicago And North Western Transportation Company  
And  
North Western Leasing Company  
And To  
AGREEMENT AND ASSIGNMENT  
Dated As of December 5, 1983  
Between  
North Western Leasing Company  
and  
Continental Illinois National Bank and  
Trust Company of Chicago, Agent

RECORDATION 14234-B Filed 1425

OCT 1 1984 .1 25 PM

INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT #1 is dated as of the first day of June, 1984 among Chicago and North Western Transportation Company, North Western Leasing Company and Continental Illinois National Bank and Trust Company of Chicago, as Agent under Finance Agreement dated as of April 1, 1983 (those capitalized terms not defined herein shall have the meanings ascribed to them in the above-referenced Conditional Sale Agreement (the "CSA") and Agreement and Assignment (the "Assignment"))).

WHEREAS, the Railroad and the Seller entered into the CSA, pursuant to the Finance Agreement dated as of April 1, 1983 among the Railroad, the Seller, the banks named therein and the Agent, which CSA was secured with collateral consisting of, among other Equipment, the railroad boxcars identified in Column 3 of Schedule A-1 (the "Released Cars") attached hereto and made a part hereof;

WHEREAS, the interests of the Seller in the CSA were assigned to the Agent under the Assignment; and

WHEREAS, the Railroad and the Seller wish to substitute under the CSA alternate boxcars identified in Column 5 of Schedule A-1 (the "Substituted Cars") in place of the Released Cars, and the Agent agrees to such substitution;

NOW THEREFORE, in consideration of the CSA and the amounts to be paid thereunder and the mutual covenants therein and herein set forth, the parties hereto agree as follows:

1. It is hereby agreed that the Released Cars are deleted from the original Schedule A to the CSA and the Substituted Cars are hereby added to the original Schedule A to the CSA as units of Equipment under and subject to the CSA and the Assignment and upon filing of this Amendment #1 with the Interstate Commerce Commission in accordance with 49 U.S.C. §11303, such units shall be deemed to have been sold, delivered and settled for under the CSA and the Assignment.

2. The Agent hereby releases to the Railroad, effective upon the Agent's obtaining a first priority security interest in the Substitute Cars under the CSA and Assignment, its security interest in the Released Cars and, if requested by the Railroad and at the Railroad's expense, agrees to execute and deliver to the Railroad or the Railroad's vendee or nominee, a bill of sale (without warranties) for the Released Cars or portion thereof and such other documents as may be necessary or appropriate to make clear upon the public records the release of the security interest of the Agent in the Released Cars.

3. All other terms and conditions of the CSA and Assignment shall remain in full force and effect unmodified hereby.

IN WITNESS WHEREOF, the parties hereto have signed this Amendment #1 as of the date first above written.

CHICAGO AND NORTH WESTERN  
TRANSPORTATION COMPANY

[Corporate Seal]

Attest:

Joan A. Schramm  
Assistant Secretary

By JTB m/jll  
Vice President - Finance

NORTH WESTERN LEASING COMPANY

[Corporate Seal]

Attest:

Joan A. Schramm  
Assistant Secretary

By JTB m/jll  
Vice President

CONTINENTAL ILLINOIS NATIONAL  
BANK AND TRUST COMPANY OF  
CHICAGO, AS AGENT UNDER  
FINANCE AGREEMENT DATED AS OF  
APRIL 1, 1983

[Corporate Seal]

Attest:

Thomas B. Katerman

By Nancy J. Kosobud  
Vice President

D1/21hw

STATE OF ILLINOIS, )  
COUNTY OF COOK, ) SS:

On this 24th day of August 1984, before me personally appeared T. A. Tindell, to me personally known who, being by me duly sworn, says that he is Vice President - Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Marcia L. Bovenzo  
Notary Public

[Notarial Seal]

My Commission expires: 9/12/87

STATE OF ILLINOIS, )  
COUNTY OF COOK, ) SS:

On this 24th day of August, 1984, before me personally appeared T. A. Tindell, to me personally known, who, being by me duly sworn says that he is a Vice President of NORTH WESTERN LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

Marcia L. Bovenzo  
Notary Public

[Notarial Seal]

My Commission expires: 9/12/87

D1/21hw

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.

On this 10th day of AUGUST 1984, before me personally appeared NANCY L. KOSOBUD, to me personally known who, being by me duly sworn, says that she is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, Agent, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Barbara M. Braun  
Notary Public

[Notarial Seal]

My Commission expires:

My Commission Expires May 24th, 1986

D1/21hw

SCHEDULE A-1  
 CONDITIONAL SALES AGREEMENT DATED 12/5/83  
 BETWEEN  
 CHICAGO AND NORTH WESTERN TRANSPORTATION COMPANY  
 AND  
 NORTH WESTERN LEASING COMPANY  
 AS ASSIGNED TO  
 CONTINENTAL ILLINOIS NATIONAL BANK AND  
 TRUST COMPANY OF CHICAGO, AGENT

	Column 3	Column 4	Column 5	Column 6	
<u>Quantity</u>	<u>Description</u>	<u>Railroad System No. of Car to be Replaced</u>	<u>Purchase Price</u>	<u>Railroad System No. of Substitute Car</u>	<u>Purchase Price</u>
23	50' Boxcar	CNW 160001	24,823	CNW 161230	24,726
		CNW 160016	24,823	CNW 161231	24,568
		CNW 160025	24,823	CNW 161232	24,568
		CNW 160032	24,823	CNW 161233	24,568
		CNW 160035	24,823	CNW 161234	24,568
		CNW 160049	24,823	CNW 161235	24,726
		CNW 160053	24,823	CNW 161236	24,726
		CNW 160056	24,823	CNW 161237	24,568
		CNW 160062	24,823	CNW 161238	24,726
		CNW 160068	24,823	CNW 161240	24,568
		CNW 160076	24,823	CNW 161243	24,568
		CNW 160084	24,823	CNW 161244	24,568
		CNW 160088	24,823	CNW 161245	24,568
		CNW 160102	24,823	CNW 161246	24,568
		CNW 160115	24,823	CNW 161247	24,568
		CNW 160132	24,823	CNW 161249	24,568
		CNW 160152	24,823	CNW 161250	24,568
		CNW 160199	24,823	CNW 161251	24,568
		CNW 160224	24,823	CNW 161252	24,568
		CNW 160225	24,823	CNW 161255	24,568
		CNW 160246	24,823	CNW 161256	24,568
		CNW 160255	24,823	CNW 161258	24,568
		CNW 160270	24,823	CNW 161259	24,568
			570,929		565,696

D1/21hw