



**Illinois  
Central  
Gulf**

An **IC Industries** Company

William H. Sanders  
Corporate Counsel

**Illinois Central  
Gulf Railroad**  
Two Illinois Center  
233 North Michigan Avenue  
Chicago, IL 60601  
(312) 565 1600

RECORDATION NO. 1502-1 Filed & Recorded

*10/3* 1977-10 22 AM

September 29, 1977

7-276A020

HONORABLE COMMISSIONER OF COMMERCE  
Honorable H. Gordon Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D. C. 20436

OCT 9 1977

Re: Illinois Central Railroad Company  
Chattel Mortgage dated as of February 15,  
1972 (Recordation Nos. 6502-A and 6502-C)

Dear Mr. Homme:

Enclosed for recording with the Interstate Commerce Commission is Amendment No. 3 dated as of September 15, 1976 to the above mortgage, which was recorded as shown above. Illinois Central Gulf Railroad Company is the successor in interest to Illinois Central Railroad Company.

Also enclosed is a check payable to the Interstate Commerce Commission to cover the recording fee for this Supplement.

The parties to this transaction are:

Mortgagee	First National Bank of Chicago One First National Plaza Chicago, Illinois 60670
Mortgagor	Illinois Central Gulf Railroad Company 233 North Michigan Ave., Chicago, Ill. 60601

The Equipment covered by the Amendment is set out in Schedule B attached hereto.

Upon completion of the recording, please deliver to the bearer of this letter all counterparts not required for retention in your files.

Very truly yours,

*W H Sanders*  
W. H. Sanders

Enc.

*BBH*

CHATTEL MORTGAGE DATED AS OF 2/15/72Schedule BREPLACEMENT EQUIPMENT

No.	Class	Car Number	Book Value As Of 2/15/72	Depreciated Value As Of 9/1/76
281	70-Ton Cov. Hopper Cars	IC 79000 - 79011, Inclusive	\$ 1,292,609	\$ 710,935
		" 79013 - 79019, "		
		" 79021		
		" 79023 - 79024, Inclusive		
		" 79026 - 79028, "		
		" 79030 - 79031, "		
		" 79033 - 79038, "		
		" 79040 - 79042, "		
		" 79043 - 79044, "		
		" 79200 - 79201, "		
		" 79203		
		" 79207		
		" 79210		
		" 79215		
		" 79217		
		" 79220		
		" 79222		
		" 79226 - 79227, Inclusive		
		" 79232 - 79235, "		
		" 79237		
		" 79241		
		" 79245 - 79247, Inclusive		
		" 79250		
		" 79254 - 79255, Inclusive		
		" 79259		
		" 79262 - 79265, Inclusive		
		" 79267		
		" 79271 - 79272, Inclusive		
		" 79277		
		" 79281 - 79282, Inclusive		
		" 79286 - 79287, "		
		" 79294		
		" 79298 - 79300, Inclusive		
		" 79305		
		" 79310		
		" 79312		
		" 79314 - 79316, Inclusive		
		" 79320 - 79323, "		
		" 79326		
		" 79328		
		" 79332 - 79333, Inclusive		
		" 79335 - 79338, "		
		" 79340 - 79346, Inclusive		
		" 79348 - 79349, "		
		" 79351 - 79352, "		
		" 79356		
		" 79360		
		" 79364		
		" 79366 - 79370, Inclusive		

REPLACEMENT EQUIPMENT

(CONTINUED)

No.	Class	Car Number	Book Value As Of <u>2/15/72</u>	Depreciated Value As Of <u>9/1/76</u>
(Cont)	70-Ton Cov. Hopper Cars	IC 79373		
		" 79375 - 79376, Inclusive		
		" 79378 - 79381, "		
		" 79384		
		" 79388		
		" 79390		
		" 79392 - 79393, Inclusive		
		" 79395 - 79396, "		
		" 79399 - 79400, "		
		" 79407 - 79408, "		
		" 79412 - 79414, "		
		" 79416 - 79419, "		
		" 79421		
		" 79424 - 79428, Inclusive		
		" 79435		
		" 79437		
		" 79439		
		" 79444		
		" 79446 - 79447, Inclusive		
		" 79449 - 79450, "		
		" 79453 - 79454, "		
		" 79456 - 79458, "		
		" 79462 - 79464, "		
		" 79468 - 79469, "		
		" 79472		
		" 79476 - 79477, Inclusive		
		" 79480		
		" 79482 - 79486, Inclusive		
		" 79490		
		" 79492		
		" 79494 - 79495, Inclusive		
		" 79498		
		" 79793 - 79797, Inclusive		
		" 79800		
		" 79802		
		" 79806		
		" 79808		
		" 79815 - 79816, Inclusive		
		" 79818		
		" 79820 - 79823, Inclusive		
		" 79825 - 79830, Inclusive		
		" 79835		
		" 79840		
		" 79843		
		" 79852		
		" 79855 - 79856, Inclusive		
		" 79861 - 79863, "		
		" 79865		
		" 79868		
		" 79873		

CHATTEL MORTGAGE DATED AS OF 2/15/72REPLACEMENT EQUIPMENT(CONTINUED)

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As Of 2/15/72</u>	<u>Depreciate Value As Of 9/1/76</u>
(Cont.)	70-Ton Cov. Hopper Cars	IC 79875 - 79876, Inclusive		
		" 79879 - 79883, "		
		" 79885 - 79888, "		
		" 79891		
		" 79894 - 79895, Inclusive		
		" 79899		
		" 79901 - 79902, Inclusive		
		" 79904 - 79905, Inclusive		
		" 79907		
		" 79910		
		" 79912 - 79913, Inclusive		
		" 79916 - 79919, "		
		" 79921 - 79922, "		
		" 79924 - 79930, "		
		" 79933 - 79934, "		
		" 79936 - 79938, "		
		" 79940		
		" 79942 - 79944, Inclusive		
		" 79946 - 79948, "		
		" 79950 - 79956, "		
		" 79959		
		" 79961		
		" 79963 - 79964, Inclusive		
		" 79966 - 79967, "		
		" 79969		
		" 79971 - 79973, Inclusive		
		" 79975		
		" 79977 - 79978, Inclusive		
		" 79981		

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/3/77

OFFICE OF THE SECRETARY

W.H. Sanders,  
Illinois Central Gulf RR.Co.  
233 North Michigan Avenue  
Chicago, Illinois 60601

Dear

**Sir:**  
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 \_\_\_\_\_ at \_\_\_\_\_,

and assigned recordation number(s) **10/3/77**

10:20am

6502-28  
Sincerely yours, 6502- & 6502- P

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)



89880

ORIGINAL  
THIS DOCUMENT MUST BE FILED WITH  
FROM I. C. G. R. A. OR A. C. S.

AMENDMENT NO. 3 TO CHATTEL MORTGAGE ON  
RAILROAD CARS FILED AND RECORDED WITH  
THE INTERSTATE COMMERCE COMMISSION  
UNDER RECORDATION NOS. 6502, 6502-A and 6502-C

This Amendment No. 3 is entered into as of September 15, 1976, between Illinois Central Gulf Railroad Company (formerly Illinois Central Railroad Company), a railroad corporation duly organized and existing under the laws of the State of Delaware, having its principal office and place of business at 233 North Michigan Avenue, Chicago, Illinois (herein called "Mortgagor") and the First National Bank of Chicago, a national banking association, having its principal office and place of business at One First National Plaza, Chicago, Illinois (herein called "Mortgagee").

Whereas, as security for the payment of a note more fully described in that certain Chattel Mortgage filed and recorded with the Interstate Commerce Commission under Recordation Nos. 6502, 6502-A and 6502-C (herein called "Chattel Mortgage") Mortgagor granted to Mortgagee as of February 15, 1972, a mortgage on certain railroad cars of Mortgagor; and

Whereas, from time to time 250 railroad cars subject to the Chattel Mortgage, having a depreciated value of \$710,485.40, have been destroyed or retired; and

Whereas, Mortgagor wishes to replace the destroyed or retired railroad cars with 281 railroad cars having a depreciated value of \$710,935.00.

Now, Therefore, Mortgagor and Mortgagee hereby amend the Chattel Mortgage by eliminating from the Chattel Mortgage the 250 railroad cars described in Schedule A to this Amendment No. 3 and by substituting therefor, subject to the terms of the Chattel Mortgage, the 281 railroad cars described in Schedule B to this Amendment No. 3.

IN WITNESS WHEREOF, Mortgagor, Illinois Central Gulf Railroad Company, and Mortgagee, the First National Bank of Chicago, have respectively caused this instrument to be signed and attested by their respective duly authorized officers and their respective corporate seals to be hereunto affixed as of this 15th day of September, 1976.

(CORPORATE SEAL)

ATTEST:

J. B. Goodrich  
Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By: J. E. Korman  
Sr. VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

R. Bucklin  
Loan Officer

THE FIRST NATIONAL BANK OF CHICAGO

By: Douglas F. Nelson  
VICE PRESIDENT

ca





## CHattel MORTGAGE DATED AS OF 2/15/72

1 of 7

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
228	50-Ton Box Cars	IC 225847	11-8-74	\$4,736.00	25	\$3,552.00
		" 232035	11-8-74	"	25	3,552.00
		" 205093	11-8-74	"	25	3,552.00
		" 205187	11-8-74	"	25	3,552.00
		" 225527	11-8-74	"	25	3,552.00
		" 200537	11-8-74	"	25	3,552.00
		" 200108	11-9-74	"	25	3,552.00
		" 200112	11-8-74	"	25	3,552.00
		" 200273	11-5-74	"	25	3,552.00
		" 205029	11-8-74	"	25	3,552.00
		" 205096	11-9-74	"	25	3,552.00
		" 205105	11-8-74	"	25	3,552.00
		" 205178	11-5-74	"	25	3,552.00
		" 205180	11-9-74	"	25	3,552.00
		" 210084	11-9-74	"	25	3,552.00
		" 210095	11-5-74	"	25	3,552.00
		" 210099	11-9-74	"	25	3,552.00
		" 211599	11-9-74	"	25	3,552.00
		" 225579	11-8-74	"	25	3,552.00
		" 225583	11-9-74	"	25	3,552.00
		" 225606	11-5-74	"	25	3,552.00
		" 200325	6-30-74	"	20	3,788.80
		" 200234	2-28-75	"	30	3,315.20
		" 200252	2-10-75	"	25	3,552.00
		" 200419	2-16-75	"	30	3,315.20
		" 200589	2-5-75	"	25	3,552.00
		" 205023	2-28-75	"	30	3,315.20
		" 200189	1-31-75	"	25	3,552.00
		" 210101	1-8-75	"	25	3,552.00
		" 225552	1-7-75	"	25	3,552.00
		" 200157	2-2-75	"	25	3,552.00
		" 200206	4-12-75	"	30	3,315.20
		" 200336	4-12-75	"	30	3,315.20
		" 210129	9-5-75	"	35	3,078.40
		" 210548	9-5-75	"	35	3,078.40
		" 210171	9-19-75	"	35	3,078.40
		" 200587	9-22-75	"	35	3,078.40
		" 458504	4-13-75	"	30	3,315.20
		" 200207	8-17-75	"	35	3,078.40
		" 205034	1-27-76	"	35	3,078.40
		" 200075	10-6-75	"	35	3,078.40

CHATTEL MORTGAGE DATED AS OF 2/15/72

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
(Cont.)	50-Ton Box Cars	IC 200199	9-7-75	\$4,736.00	35	\$3,078.40
		" 210585	4-8-76	"	40	2,841.60
		" 200051	9-1-76	"	45	2,604.80
		" 200052	"	"	"	2,604.80
		" 200053	"	"	"	2,604.80
		" 200055	"	"	"	2,604.80
		" 200059	"	"	"	2,604.80
		" 200063	"	"	"	2,604.80
		" 200073	"	"	"	2,604.80
		" 200076	"	"	"	2,604.80
		" 200078	"	"	"	2,604.80
		" 200083	"	"	"	2,604.80
		" 200086	"	"	"	2,604.80
		" 200087	"	"	"	2,604.80
		" 200088	"	"	"	2,604.80
		" 200085	"	"	"	2,604.80
		" 200091	"	"	"	2,604.80
		" 200092	"	"	"	2,604.80
		" 200094	"	"	"	2,604.80
		" 200096	"	"	"	2,604.80
		" 200098	"	"	"	2,604.80
		" 200100	"	"	"	2,604.80
		" 200106	"	"	"	2,604.80
		" 200107	"	"	"	2,604.80
		" 200113	"	"	"	2,604.80
		" 200114	"	"	"	2,604.80
		" 200119	"	"	"	2,604.80
		" 200125	"	"	"	2,604.80
		" 200128	"	"	"	2,604.80
		" 200135	"	"	"	2,604.80
		" 200137	"	"	"	2,604.80
		" 200138	"	"	"	2,604.80
		" 200144	"	"	"	2,604.80
		" 200149	"	"	"	2,604.80
		" 200155	"	"	"	2,604.80
		" 200156	"	"	"	2,604.80
		" 200160	"	"	"	2,604.80
		" 200161	"	"	"	2,604.80
		" 200162	"	"	"	2,604.80
		" 200167	"	"	"	2,604.80
		" 200171	"	"	"	2,604.80

CHATEL MORTGAGE DATED AS OF 2/15/72

3 of 7

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
(Cont.)	50-Ton Box Cars	IC 200173	9-1-76	\$4,736.00	45	\$2,604.80
		" 200175	"	"	"	2,604.80
		" 200179	"	"	"	2,604.80
		" 200180	"	"	"	2,604.80
		" 200182	"	"	"	2,604.80
		" 200186	"	"	"	2,604.80
		" 200188	"	"	"	2,604.80
		" 200217	"	"	"	2,604.80
		" 200190	"	"	"	2,604.80
		" 200191	"	"	"	2,604.80
		" 200196	"	"	"	2,604.80
		" 200204	"	"	"	2,604.80
		" 200209	"	"	"	2,604.80
		" 200214	"	"	"	2,604.80
		" 200215	"	"	"	2,604.80
		" 200219	"	"	"	2,604.80
		" 200221	"	"	"	2,604.80
		" 200222	"	"	"	2,604.80
		" 200227	"	"	"	2,604.80
		" 200228	"	"	"	2,604.80
		" 200229	"	"	"	2,604.80
		" 200242	"	"	"	2,604.80
		" 200250	"	"	"	2,604.80
		" 200251	"	"	"	2,604.80
		" 200253	"	"	"	2,604.80
		" 200254	"	"	"	2,604.80
		" 200256	"	"	"	2,604.80
		" 200263	"	"	"	2,604.80
		" 200269	"	"	"	2,604.80
		" 200271	"	"	"	2,604.80
		" 200278	"	"	"	2,604.80
		" 200281	"	"	"	2,604.80
		" 200282	"	"	"	2,604.80
		" 200289	"	"	"	2,604.80
		" 200290	"	"	"	2,604.80
		" 200293	"	"	"	2,604.80
		" 200297	"	"	"	2,604.80
		" 200301	"	"	"	2,604.80
		" 200302	"	"	"	2,604.80
		" 200303	"	"	"	2,604.80
		" 200305	"	"	"	2,604.80

CHATTEL MORTGAGE DATED AS OF 2/15/72

4 of 7

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
(Cont.)	50-Ton Box Cars	IC 200307	9-1-76	\$4,736.00	45	\$2,604.80
		" 200310	"	"	"	2,604.80
		" 200316	"	"	"	2,604.80
		" 200317	"	"	"	2,604.80
		" 200318	"	"	"	2,604.80
		" 200319	"	"	"	2,604.80
		" 200322	"	"	"	2,604.80
		" 200323	"	"	"	2,604.80
		" 200324	"	"	"	2,604.80
		" 200327	"	"	"	2,604.80
		" 200329	"	"	"	2,604.80
		" 200330	"	"	"	2,604.80
		" 200338	"	"	"	2,604.80
		" 200340	"	"	"	2,604.80
		" 200341	"	"	"	2,604.80
		" 200342	"	"	"	2,604.80
		" 200343	"	"	"	2,604.80
		" 200345	"	"	"	2,604.80
		" 200346	"	"	"	2,604.80
		" 200347	"	"	"	2,604.80
		" 200351	"	"	"	2,604.80
		" 200352	"	"	"	2,604.80
		" 200355	"	"	"	2,604.80
		" 200356	"	"	"	2,604.80
		" 200358	"	"	"	2,604.80
		" 200361	"	"	"	2,604.80
		" 200362	"	"	"	2,604.80
		" 200363	"	"	"	2,604.80
		" 200364	"	"	"	2,604.80
		" 200368	"	"	"	2,604.80
		" 200372	"	"	"	2,604.80
		" 200373	"	"	"	2,604.80
		" 200375	"	"	"	2,604.80
		" 200376	"	"	"	2,604.80
		" 200383	"	"	"	2,604.80
		" 200384	"	"	"	2,604.80
		" 200385	"	"	"	2,604.80
		" 200386	"	"	"	2,604.80
		" 200390	"	"	"	2,604.80
		" 200394	"	"	"	2,604.80
		" 200401	"	"	"	2,604.80
		" 200402	"	"	"	2,604.80

CHATTEL MORTGAGE DATED AS OF 2/15/72

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
(Cont.)	50-Ton Box Cars	IC 200403	9-1-76	\$4,736.00	45	\$2,604.80
		" 200404	"	"	"	2,604.80
		" 200405	"	"	"	2,604.80
		" 200409	"	"	"	2,604.80
		" 200413	"	"	"	2,604.80
		" 200421	"	"	"	2,604.80
		" 200423	"	"	"	2,604.80
		" 200426	"	"	"	2,604.80
		" 200428	"	"	"	2,604.80
		" 200429	"	"	"	2,604.80
		" 200430	"	"	"	2,604.80
		" 200439	"	"	"	2,604.80
		" 200442	"	"	"	2,604.80
		" 200448	"	"	"	2,604.80
		" 200452	"	"	"	2,604.80
		" 200453	"	"	"	2,604.80
		" 200455	"	"	"	2,604.80
		" 200457	"	"	"	2,604.80
		" 200466	"	"	"	2,604.80
		" 200467	"	"	"	2,604.80
		" 200468	"	"	"	2,604.80
		" 200474	"	"	"	2,604.80
		" 200477	"	"	"	2,604.80
		" 200480	"	"	"	2,604.80
		" 200483	"	"	"	2,604.80
		" 200487	"	"	"	2,604.80
		" 200489	"	"	"	2,604.80
		" 200490	"	"	"	2,604.80
		" 200492	"	"	"	2,604.80
		" 200494	"	"	"	2,604.80
		" 200496	"	"	"	2,604.80
		" 200497	"	"	"	2,604.80
		" 200499	"	"	"	2,604.80
		" 200505	"	"	"	2,604.80
		" 200506	"	"	"	2,604.80
		" 200509	"	"	"	2,604.80
		" 200510	"	"	"	2,604.80
		" 200518	"	"	"	2,604.80
		" 200519	"	"	"	2,604.80
		" 200520	"	"	"	2,604.80

CHATTEL MORTGAGE DATED AS OF 2/15/72

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
(Cont.)	50-Ton Box Cars	IC 200521	9-1-76	\$4,736.00	45	\$2,604.80
		" 200527	"	"	"	2,604.80
		" 200530	"	"	"	2,604.80
		" 200542	"	"	"	2,604.80
		" 200543	"	"	"	2,604.80
		" 200552	"	"	"	2,604.80
		" 200559	"	"	"	2,604.80
		" 200560	"	"	"	2,604.80
		" 200564	"	"	"	2,604.80
		" 200567	"	"	"	2,604.80
		" 200569	"	"	"	2,604.80
		" 200570	"	"	"	2,604.80
		" 200574	"	"	"	2,604.80
		" 200576	"	"	"	2,604.80
		" 200577	"	"	"	2,604.80
		" 200578	"	"	"	2,604.80
		" 200581	"	"	"	2,604.80
		" 200591	"	"	"	2,604.80
		" 200597	"	"	"	2,604.80
		" 200598	"	"	"	2,604.80
		" 200599	"	"	"	2,604.80
		" 296054	8-26-75	4,736.00	35	3,078.40
		" 296016	5-8-75	"	30	3,315.20
2	Hi-Cube Box Cars	" 15462	1-20-75	12,092.00	25	9,069.00
		" 44284	1-6-76	"	35	7,859.80
13	55-Ton Fixed Ends Gondolas	" 296317	3-19-75	4,482.00	30	3,137.40
		" 296443	6-20-74	"	20	3,585.60
		" 296337	3-24-75	"	30	3,137.40
		" 296364	5-22-75	"	30	3,137.40
		" 296346	6-2-75	"	30	3,137.40
		" 296361	9-4-75	"	35	2,913.30
		" 296400	5-8-75	"	30	3,137.40
		" 296358	10-29-75	"	35	2,913.30
		" 296392	4-4-75	"	30	3,137.40
		" 296496	2-11-76	"	35	2,913.30
		" 296475	6-5-74	"	20	3,535.60
		" 296393	1-31-75	"	25	3,361.50
		" 296426	2-4-75	"	25	3,361.50
2	55-Ton Box Cars	" 210203	12-9-75	4,738.00	35	3,079.70
		" 210202	4-22-76	"	40	2,828.60

CHATTEL MORTGAGE DATED AS OF 2/15/72

7 of 7

DESTROYED OR RETIRED EQUIPMENT

<u>No. Of Units</u>	<u>Class</u>	<u>Car No.</u>	<u>Date Retired</u>	<u>Book Value As of 2/15/72</u>	<u>Depreci- ation %</u>	<u>Depreciated Value</u>
5	55-Ton Solid Bottom Gondolas	IC 241320	1-10-75	\$4,455.00	25	\$3,341.25
		" 241374	12-9-74	"	25	3,341.25
		" 241395	6-5-74	"	20	3,564.00
		" 241369	9-11-75	"	35	2,895.75
		" 241456	1-19-76	"	35	2,895.75
<hr/>						<hr/>
250						\$710,485.40

CHATTEL MORTGAGE DATED AS OF 2/15/72Schedule BREPLACEMENT EQUIPMENT

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As Of 2/15/72</u>	<u>Depreciated Value As Of 9/1/76</u>
281	70-Ton Cov. Hopper Cars	IC 79000 - 79011, Inclusive	\$ 1,292,609	\$ 710,935
		" 79013 - 79019, "		
		" 79021		
		" 79023 - 79024, Inclusive		
		" 79026 - 79028, "		
		" 79030 - 79031, "		
		" 79033 - 79038, "		
		" 79040 - 79042, "		
		" 79043 - 79044, "		
		" 79200 - 79201, "		
		" 79203		
		" 79207		
		" 79210		
		" 79215		
		" 79217		
		" 79220		
		" 79222		
		" 79226 - 79227, Inclusive		
		" 79232 - 79235, "		
		" 79237		
		" 79241		
		" 79245 - 79247, Inclusive		
		" 79250		
		" 79254 - 79255, Inclusive		
		" 79259		
		" 79262 - 79265, Inclusive		
		" 79267		
		" 79271 - 79272, Inclusive		
		" 79277		
		" 79281 - 79282, Inclusive		
		" 79286 - 79287, "		
		" 79294		
		" 79298 - 79300, Inclusive		
		" 79305		
		" 79310		
		" 79312		
		" 79314 - 79316, Inclusive		
		" 79320 - 79323, "		
		" 79326		
		" 79328		
		" 79332 - 79333, Inclusive		
		" 79335 - 79338, "		
		" 79340 - 79346, Inclusive		
		" 79348 - 79349, "		
		" 79351 - 79352, "		
		" 79356		
		" 79360		
		" 79364		
		" 79366 - 79370, Inclusive		

CHATEL MORTGAGE DATED AS OF 2/15/72REPLACEMENT EQUIPMENT(CONTINUED)

No.	Class	Car Number	Book Value As Of 2/15/72	Depreciated Value As Of 9/1/76
(Cont)	70-Ton Cov. Hopper Cars	IC 79373		
		" 79375 - 79376, Inclusive		
		" 79378 - 79381, "		
		" 79384		
		" 79388		
		" 79390		
		" 79392 - 79393, Inclusive		
		" 79395 - 79396, "		
		" 79399 - 79400, "		
		" 79407 - 79408, "		
		" 79412 - 79414, "		
		" 79416 - 79419, "		
		" 79421		
		" 79424 - 79428, Inclusive		
		" 79435		
		" 79437		
		" 79439		
		" 79444		
		" 79446 - 79447, Inclusive		
		" 79449 - 79450, "		
		" 79453 - 79454, "		
		" 79456 - 79458, "		
		" 79462 - 79464, "		
		" 79468 - 79469, "		
		" 79472		
		" 79476 - 79477, Inclusive		
		" 79480		
		" 79482 - 79486, Inclusive		
		" 79490		
		" 79492		
		" 79494 - 79495, Inclusive		
		" 79498		
		" 79793 - 79797, Inclusive		
		" 79800		
		" 79802		
		" 79806		
		" 79808		
		" 79815 - 79816, Inclusive		
		" 79818		
		" 79820 - 79823, Inclusive		
		" 79825 - 79830, Inclusive		
		" 79835		
		" 79840		
		" 79843		
		" 79852		
		" 79855 - 79856, Inclusive		
		" 79861 - 79863, "		
		" 79865		
		" 79868		
		" 79873		

CHATTEL MORTGAGE DATED AS OF 2/15/72REPLACEMENT EQUIPMENT(CONTINUED)

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As Of 2/15/72</u>	<u>Depreciated Value As Of 9/1/76</u>
(Cont.)	70-Ton Cov. Hopper Cars	IC 79875 - 79876, Inclusive		
		" 79879 - 79883, "		
		" 79885 - 79888, "		
		" 79891		
		" 79894 - 79895, Inclusive		
		" 79899		
		" 79901 - 79902, Inclusive		
		" 79904 - 79905, Inclusive		
		" 79907		
		" 79910		
		" 79912 - 79913, Inclusive		
		" 79916 - 79919, "		
		" 79921 - 79922, "		
		" 79924 - 79930, "		
		" 79933 - 79934, "		
		" 79936 - 79938, "		
		" 79940		
		" 79942 - 79944, Inclusive		
		" 79946 - 79948, "		
		" 79950 - 79956, "		
		" 79959		
		" 79961		
		" 79963 - 79964, Inclusive		
		" 79966 - 79967, "		
		" 79969		
		" 79971 - 79973, Inclusive		
		" 79975		
		" 79977 - 79978, Inclusive		
		" 79981		