



**Illinois  
Central  
Gulf**

An **IC Industries** Company

RECORDATION NO. 6502-H Filed 10/25/80

OCT 7 - 1980 - 1 25 01

INTERSTATE COMMERCE COMMISSION  
Dennis N. Melin  
Vice President  
Financial Planning  
and Treasurer

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

OCT 3 1980

Honorable Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20436

No. 51150  
Date OCT 7 1980  
Fees 10.00  
1000 H. Washington, D. C.

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

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is  
Amendment No. 7 dated as of September 15, 1980, 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 Avenue Chicago, Illinois 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,

R. H. Hughes  
Assistant to Vice President

cc: Mr. W. H. Sanders

AMENDMENT NO. 7 TO CHATTEL MORTGAGE ON RAILROAD  
CARS FILED AND RECORDED WITH THE INTERSTATE  
COMMERCE COMMISSION UNDER RECORDATION  
NOS. 6502, 6502-A, 6502-C, 6502-D, 6502-E, 6502-F, 6502-G

6502-4  
155  
1000-1 25 P.1  
INTERSTATE COMMERCE COMMISSION

This Amendment No. 7 is entered into as of September 15, 1980, 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, 6502-C, 6502-D, 6502-E, 6502-F and 6502-G (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 82 railroad cars subject to the Chattel Mortgage, having a depreciated value of \$90,909.00 have been destroyed or retired; and

WHEREAS, Mortgagor wishes to replace the destroyed or retired railroad cars with 307 railroad cars having a depreciated value of \$93,750.00.

NOW, THEREFORE, Mortgagor and Mortgagee hereby amend the Chattel Mortgage by eliminating from the Chattel Mortgage the 82 railroad cars described in Schedule A to this Amendment No. 7 and by substituting therefor, subject to the terms of the Chattel Mortgage, the 307 railroad cars described in Schedule B to this Amendment No. 7.

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, 1980.

(CORPORATE SEAL)

ILLINOIS CENTRAL GULF RAILROAD COMPANY

ATTEST:

W. H. Anderson  
Assistant Secretary

By: [Signature]  
Vice President-Financial Planning  
and Treasurer

(CORPORATE SEAL)

THE FIRST NATIONAL BANK OF CHICAGO

ATTEST:

John F. Pabek  
Loan Officer

By: [Signature]  
Vice President

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

I, ROBERT H. HUGHES, a notary public in and for said County and State, do hereby certify that D. N. MELIN, personally known to me to be the Vice President-Financial Planning and Treasurer of Illinois Central Gulf Railroad Company, a railroad corporation duly organized and existing under the laws of the State of Delaware, and W. H. SANDERS, personally known to me to be the Assistant Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President-Financial Planning and Treasurer and Assistant Secretary, they signed and delivered the said instrument as Vice President-Financial Planning and Treasurer and Assistant Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal this 15th day of September, 1980.

Robert H. Hughes  
Notary Public

My Commission expires: 11-23-80

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

I, Carlene G. Nicks, a notary public in and for said County and State, do hereby certify that DOUGLAS E. NELSON, personally known to me to be the VICE PRESIDENT of The First National Bank of Chicago, a national banking association duly organized and existing under the laws of the United States of America, and JOHN F. PATER, personally known to me to be a Loan Officer of said Bank, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such VICE PRESIDENT and Loan Officer, they signed and accepted deliverance of the said instrument as VICE PRESIDENT and Loan Officer of said Bank, and caused the corporate seal of said Bank to be affixed thereto, as the free and voluntary act and deed of said Bank, for the uses and purposes therein set forth.

Given under my hand and official seal this 26th day of September, 1980.

Carlene G. Nicks  
Notary Public

My Commission expires:

**My Commission Expires Oct. 4, 1982**

DESTROYED OR RETIRED EQUIPMENT

<u>Number of Units</u>	<u>Class</u>	<u>SCHEDULE A</u>	
		<u>Car Number</u>	<u>Book Value As of 2/15/72</u>
12	55-Ton Gondolas	IC 241308	\$ 4,455
		IC 241321	4,455
		IC 241364	4,455
		IC 241383	4,455
		IC 241386	4,455
		IC 241468	4,455
		IC 241471	4,455
		IC 241490	4,455
		IC 296334	4,482
		IC 296349	4,482
		IC 296460	4,482
		IC 296465	4,482
14	70-Ton Covered Hoppers	IC 54077	6,174
		IC 54438	7,651
		IC 54815	7,651
		IC 54492	7,651
		IC 79246	4,600
		IC 79294	4,600
		IC 79343	4,600
		IC 79418	4,600
		IC 79427	4,600
		IC 79462	4,600
		IC 79856	4,600
		ICG 700306	4,600

(continued)

DESTROYED OR RETIRED EQUIPMENTSCHEDULE A

<u>Number of Units</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>
	70-Ton Covered Hoppers (continued)	ICG 700536	\$ 4,600
		ICG 715316	3,488
24	50-Ton Boxcars	IC 15519	4,352
		IC 15532	4,352
		IC 15561	4,352
		IC 15636	4,352
		IC 15569	4,352
		IC 15662	4,352
		IC 15692	4,352
		IC 15702	4,352
		IC 15727	4,352
		IC 15837	4,352
		IC 15876	4,352
		IC 15916	4,352
		IC 23333	2,445
		IC 200276	4,736
		IC 200320	4,736
		IC 210518	4,736
		IC 212014	4,736
		IC 210558	4,736
		IC 212041	4,736
		IC 212044	4,736
		IC 225513	4,736
		IC 296007	4,736

(continued)

DESTROYED OR RETIRED EQUIPMENT

SCHEDULE A

<u>Number of Units</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>
	50-Ton Boxcars (continued)	IC 296323	\$ 4,736
		IC 296418	4,736
32	70-Ton RBL Boxcar	IC 49788	11,616
		IC 49789	11,616
		IC 49791	11,616
		IC 49796	11,616
		IC 49802	11,616
		IC 49804	11,616
		IC 49805	11,616
		IC 49811	11,616
		IC 49819	11,616
		IC 49821	11,616
		IC 49824	11,616
		IC 49827	11,616
		IC 49830	11,616
		IC 49836	11,616
		IC 49837	11,616
		IC 49856	11,616
		IC 49857	11,616
		IC 49875	11,616
		IC 49879	11,616
		IC 49882	11,616
		IC 49887	11,616
		IC 49888	11,616

(continued)

DESTROYED OR RETIRED EQUIPMENT

SCHEDULE A

<u>Number of Units</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>
	70-Ton RBL Boxcar (continued)	IC 49892	\$ 11,616
		IC 49893	11,616
		IC 49894	11,616
		IC 49898	11,616
		IC 49771	11,616
		IC 49779	11,616
		IC 49787	11,616
		IC 49758	11,616
		IC 49761	11,616
		IC 49765	11,616
<u>82</u>			<u>\$606,060</u>

Depreciated Value - \$90,909

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
72	50-Ton Gondola	IC 2104 - 2106, inclusive	\$136,966	\$20,545
		IC 2108 - 2110, inclusive		
		IC 2112 - 2113, inclusive		
		IC 2117 - 2118 inclusive		
		IC 2120 - 2121, inclusive		
		IC 2124		
		IC 2126		
		IC 2129 - 2133, inclusive		
		IC 2135		
		IC 2139		
		IC 2146		
		IC 2148		
		IC 2153		
		IC 2157 - 2160, inclusive		
		IC 2162 - 2164, inclusive		
		IC 2166		
		IC 2168 - 2171, inclusive		
		IC 2176		
		IC 2178		
		IC 2180 - 2182, inclusive		
		IC 2184 - 2186, inclusive		
		IC 2188		
		IC 2191 - 2200, inclusive		
		IC 2202 - 2207, inclusive		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Gondola (continued)	IC 2209 - 2214, inclusive		
		IC 2216 - 2218, inclusive		
		IC 2230 - 2231, inclusive		
32	50-ton Gondola	IC 2252 - 2254, inclusive	\$248,704	\$37,306
		IC 2257 - 2262, inclusive		
		IC 2265		
		IC 2267 - 2272, inclusive		
		IC 2274		
		IC 2276 - 2277, inclusive		
		IC 2280		
		IC 2284 - 2293, inclusive		
		IC 2295 - 2296, inclusive		
53	50-Ton Gondola	IC 2300 - 2303, inclusive	\$114,297	\$17,144
		IC 2305 - 2307, inclusive		
		IC 2309 - 2310, inclusive		
		IC 2313		
		IC 2315		
		IC 2321 - 2322, inclusive		
		IC 2327 - 2331, inclusive		
		IC 2334		
		IC 2337 - 2338, inclusive		
		IC 2341 - 2342, inclusive		
		IC 2344 - 2347, inclusive		
		IC 2351 - 2357, inclusive		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Gondola (continued)	IC 2359		
		IC 2361 - 2362, inclusive		
		IC 2365 - 2367, inclusive		
		IC 2369 - 2371, inclusive		
		IC 2374		
		IC 2377		
		IC 2380		
		IC 2382		
		IC 2384		
		IC 2389 - 2391, inclusive		
		IC 2394 - 2395, inclusive		
83	50-Ton Flat Car	IC 60505	\$ 48,218	\$ 7,233
		IC 60507		
		IC 60523		
		IC 60538		
		IC 60554		
		IC 60560		
		IC 60564		
		IC 60572		
		IC 60590		
		IC 60600 - 60601, inclusive		
		IC 60612		
		IC 60622		
		IC 60624		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value</u> <u>As of 2/15/72</u>	<u>Depreciated</u> <u>Value</u>
	50-Ton Flat Car (continued)	IC 60629		
		IC 60633		
		IC 60636		
		IC 60643		
		IC 60645		
		IC 60660		
		IC 60662		
		IC 60669		
		IC 60673		
		IC 60675		
		IC 60681		
		IC 60683		
		IC 60685 - 60687, inclusive		
		IC 60700 - 60701, inclusive		
		IC 60715		
		IC 60717		
		IC 60749 - 60750, inclusive		
		IC 60753 - 60754, inclusive		
		IC 60757 - 60758, inclusive		
		IC 60763		
		IC 60768		
		IC 60770		
		IC 60773 - 60774, inclusive		
		IC 60783 - 60784, inclusive		
		IC 60786		

(continued)

REPLACEMENT EQUIPMENTSCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 60789		
		IC 60794		
		IC 60803 - 60804, inclusive		
		IC 60806		
		IC 60811 - 60812, inclusive		
		IC 60818		
		IC 60825		
		IC 60827		
		IC 60840		
		IC 60847		
		IC 60851		
		IC 60854		
		IC 60860		
		IC 60864		
		IC 60881 - 60882, inclusive		
		IC 60898		
		IC 60900		
		IC 60905		
		IC 60907		
		IC 60920		
		IC 60928		
		IC 60941 - 60942, inclusive		
		IC 60948		
		IC 60958		
		IC 60960 - 60961, inclusive		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 60968		
		IC 60977		
		IC 60979		
		IC 60981		
		IC 60987		
		IC 60995		
67	50-Ton Flat Car	IC 62100	\$ 76,815	\$ 11,522
		IC 62103		
		IC 62142		
		IC 62149		
		IC 62160 - 62161, inclusive		
		IC 62163		
		IC 62174 - 62176, inclusive		
		IC 62184 - 62185, inclusive		
		IC 62187		
		IC 62192		
		IC 62195 - 62196, inclusive		
		IC 62209		
		IC 62213		
		IC 62216		
		IC 62224		
		IC 62229		
		IC 62231		
		IC 62237 - 62238, inclusive (continued)		

REPLACEMENT EQUIPMENTSCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 62249		
		IC 62251		
		IC 62253		
		IC 62257		
		IC 62274		
		IC 62278 - 62279, inclusive		
		IC 62286		
		IC 62291		
		IC 62298		
		IC 62303		
		IC 62308		
		IC 62310 - 62311, inclusive		
		IC 62313 - 62314, inclusive		
		IC 62327		
		IC 62337		
		IC 62340 - 62341, inclusive		
		IC 62343		
		IC 62366		
		IC 62383 - 62385, inclusive		
		IC 62389		
		IC 62395		
		IC 62401		
		IC 62414		
		IC 62427 - 62428, inclusive		
		IC 62431		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 62436		
		IC 62441		
		IC 62446 - 62447, inclusive		
		IC 62455		
		IC 62461		
		IC 62467 - 62468, inclusive		
		IC 62471 - 62472, inclusive		
		IC 62474		
<u>Total</u>			<u>\$625,000</u>	<u>\$93,750</u>
<u>307</u>				

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
72	50-Ton Gondola	IC 2104 - 2106, inclusive	\$136,966	\$20,545
		IC 2108 - 2110, inclusive		
		IC 2112 - 2113, inclusive		
		IC 2117 - 2118 inclusive		
		IC 2120 - 2121, inclusive		
		IC 2124		
		IC 2126		
		IC 2129 - 2133, inclusive		
		IC 2135		
		IC 2139		
		IC 2146		
		IC 2148		
		IC 2153		
		IC 2157 - 2160, inclusive		
		IC 2162 - 2164, inclusive		
		IC 2166		
		IC 2168 - 2171, inclusive		
		IC 2176		
		IC 2178		
		IC 2180 - 2182, inclusive		
		IC 2184 - 2186, inclusive		
		IC 2188		
		IC 2191 - 2200, inclusive		
		IC 2202 - 2207, inclusive		

(continued)

REPLACEMENT EQUIPMENTSCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Gondola (continued)	IC 2209 - 2214, inclusive		
		IC 2216 - 2218, inclusive		
		IC 2230 - 2231, inclusive		
32	50-ton Gondola	IC 2252 - 2254, inclusive	\$248,704	\$37,306
		IC 2257 - 2262, inclusive		
		IC 2265		
		IC 2267 - 2272, inclusive		
		IC 2274		
		IC 2276 - 2277, inclusive		
		IC 2280		
		IC 2284 - 2293, inclusive		
		IC 2295 - 2296, inclusive		
53	50-Ton Gondola	IC 2300 - 2303, inclusive	\$114,297	\$17,144
		IC 2305 - 2307, inclusive		
		IC 2309 - 2310, inclusive		
		IC 2313		
		IC 2315		
		IC 2321 - 2322, inclusive		
		IC 2327 - 2331, inclusive		
		IC 2334		
		IC 2337 - 2338, inclusive		
		IC 2341 - 2342, inclusive		
		IC 2344 - 2347, inclusive		
		IC 2351 - 2357, inclusive		

(continued)

## REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Gondola (continued)	IC 2359		
		IC 2361 - 2362, inclusive		
		IC 2365 - 2367, inclusive		
		IC 2369 - 2371, inclusive		
		IC 2374		
		IC 2377		
		IC 2380		
		IC 2382		
		IC 2384		
		IC 2389 - 2391, inclusive		
		IC 2394 - 2395, inclusive		
83	50-Ton Flat Car	IC 60505	\$ 48,218	\$ 7,233
		IC 60507		
		IC 60523		
		IC 60538		
		IC 60554		
		IC 60560		
		IC 60564		
		IC 60572		
		IC 60590		
		IC 60600 - 60601, inclusive		
		IC 60612		
		IC 60622		
		IC 60624		

(continued)

REPLACEMENT EQUIPMENTSCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 60629		
		IC 60633		
		IC 60636		
		IC 60643		
		IC 60645		
		IC 60660		
		IC 60662		
		IC 60669		
		IC 60673		
		IC 60675		
		IC 60681		
		IC 60683		
		IC 60685 - 60687, inclusive		
		IC 60700 - 60701, inclusive		
		IC 60715		
		IC 60717		
		IC 60749 - 60750, inclusive		
		IC 60753 - 60754, inclusive		
		IC 60757 - 60758, inclusive		
		IC 60763		
		IC 60768		
		IC 60770		
		IC 60773 - 60774, inclusive		
		IC 60783 - 60784, inclusive		
		IC 60786		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 60789		
		IC 60794		
		IC 60803 - 60804, inclusive		
		IC 60806		
		IC 60811 - 60812, inclusive		
		IC 60818		
		IC 60825		
		IC 60827		
		IC 60840		
		IC 60847		
		IC 60851		
		IC 60854		
		IC 60860		
		IC 60864		
		IC 60881 - 60882, inclusive		
		IC 60898		
		IC 60900		
		IC 60905		
		IC 60907		
		IC 60920		
		IC 60928		
		IC 60941 - 60942, inclusive		
		IC 60948		
		IC 60958		
		IC 60960 - 60961, inclusive		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 60968		
		IC 60977		
		IC 60979		
		IC 60981		
		IC 60987		
		IC 60995		
67	50-Ton Flat Car	IC 62100	\$ 76,815	\$ 11,522
		IC 62103		
		IC 62142		
		IC 62149		
		IC 62160 - 62161, inclusive		
		IC 62163		
		IC 62174 - 62176, inclusive		
		IC 62184 - 62185, inclusive		
		IC 62187		
		IC 62192		
		IC 62195 - 62196, inclusive		
		IC 62209		
		IC 62213		
		IC 62216		
		IC 62224		
		IC 62229		
		IC 62231		
		IC 62237 - 62238, inclusive		
		(continued)		

## REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 62249		
		IC 62251		
		IC 62253		
		IC 62257		
		IC 62274		
		IC 62278 - 62279, inclusive		
		IC 62286		
		IC 62291		
		IC 62298		
		IC 62303		
		IC 62308		
		IC 62310 - 62311, inclusive		
		IC 62313 - 62314, inclusive		
		IC 62327		
		IC 62337		
		IC 62340 - 62341, inclusive		
		IC 62343		
		IC 62366		
		IC 62383 - 62385, inclusive		
		IC 62389		
		IC 62395		
		IC 62401		
		IC 62414		
		IC 62427 - 62428, inclusive		
		IC 62431		

(continued)

REPLACEMENT EQUIPMENT

SCHEDULE B

<u>No.</u>	<u>Class</u>	<u>Car Number</u>	<u>Book Value As of 2/15/72</u>	<u>Depreciated Value</u>
	50-Ton Flat Car (continued)	IC 62436		
		IC 62441		
		IC 62446 - 62447, inclusive		
		IC 62455		
		IC 62461		
		IC 62467 - 62468, inclusive		
		IC 62471 - 62472, inclusive		
		IC 62474		
<u>Total</u>			<u>\$625,000</u>	<u>\$93,750</u>
<u>307</u>				