



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. 8147-B Filed 1985

JUN 24 1986 - 12 05 PM June 18, 1986

INTERSTATE COMMERCE COMMISSION

6-175A010

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

JUN 24 1986  
Date .....  
Fee \$ 10.00 .....

Dear Mr. Bayne:

ICC Washington, D. C.

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of an Amendment of a Railroad Equipment Lease Agreement between New England Mutual Life Insurance Company and IC Equipment Leasing Company as successor in interest to Chicago & Illinois Western Railroad. IC Equipment Leasing Company is an affiliate of Illinois Central Gulf Railroad Company.

This document is a secondary document dated as of August 29, 1985. The primary document to which it is connected was recorded under Recordation No. 8147 on December 18, 1975.

A check payable to the order of the Interstate Commerce Commission for the \$10 recording fee applicable to this filing is enclosed herewith.

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

Lessor:

New England Mutual Life Insurance Company  
501 Boylston Street  
Boston, Massachusetts 02117

Lessee:

IC Equipment Leasing Company  
111 East Wacker Drive  
Chicago, Illinois 60601

ICC OFFICE OF THE SECRETARY  
JUN 24 11 58 AM '86  
METRO OPERATING UNIT

*C. Sanders*  
*William H. Sanders*

A description of the equipment covered by this Amendment follows:

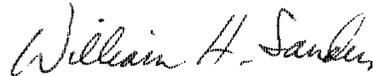
One diesel locomotive, Model GP-10, numbered ICG 8161

A short summary of the document to appear in the index follows:

Amendment dated as of August 29, 1985 of an Equipment Lease Agreement dated as of December 19, 1975 with Recordation No. 8147 providing for the substitution of Locomotive No. ICG 8161 for No. ICG 8249.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,



William H. Sanders

WHS:paz

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

6/24/86

OFFICE OF THE SECRETARY

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

Dear Sir:

The enclosed documents(s) was recorded pursuant to the provision of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/24/86 at 12:05pm, and assigned recordation number(s). 8147-B

Sincerely yours,

Noreta R. McGee  
Secretary

8147B

JUN 24 1986 -12 05 PM

INTERSTATE COMMERCE COMMISSION

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AMENDMENT  
dated as of August 29, 1985  
TO  
RAILROAD EQUIPMENT LEASE AGREEMENT  
dated as of December 19, 1975

between

NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY  
(LESSOR)

and

IC EQUIPMENT LEASING COMPANY  
(Successor in interest to  
Chicago & Illinois Western Railroad)  
(LESSEE)

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AMENDMENT dated as of August 29, 1985 between NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY, a Massachusetts corporation (hereinafter called the Lessor), and IC EQUIPMENT LEASING COMPANY, an Illinois corporation and successor in interest to Chicago & Illinois Western Railroad (hereinafter called the Lessee).

WHEREAS, there is in existence between the Lessor and the Lessee a certain Railroad Equipment Lease Agreement dated as of December 19, 1975 (hereinafter called the Lease Agreement), pursuant to which the Lessor has agreed to lease and has leased to the Lessee certain railroad equipment (hereinafter called the Leased Equipment) consisting of twenty (20) diesel locomotives described and identified therein; and

WHEREAS, the Lease Agreement was recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Sec. 11303 on December 18, 1975 and was assigned Recordation Number 8147; and

WHEREAS, one of the units of the Leased Equipment, specifically a Model GP-10 diesel locomotive numbered ICG 8249, has been destroyed in an accident and the parties to the Lease Agreement desire to substitute thereunder a similar model locomotive numbered ICG 8161 to replace the destroyed unit and to amend the Lease Agreement accordingly; and

WHEREAS, by Bill of Sale dated as of the date hereof the Lessor has obtained title to and has become the owner of said locomotive numbered ICG 8161;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties

hereto hereby agree as follows:

1. Exhibit A to the Lease Agreement is hereby amended by deleting the locomotive identified by number as ICG 8249 and substituting in its place a locomotive, Model GP-10, identified by number as ICG 8161.

2. Except as amended and supplemented hereby, the Lease Agreement shall remain unaltered and in full force and effect.

3. The Lessee will promptly cause this amendment to be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Sec. 11303.

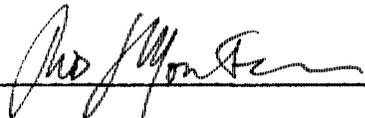
4. This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Amendment is dated for convenience as of August 29, 1985, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgment hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the date first above written.

NEW ENGLAND MUTUAL LIFE INSURANCE COMPANY

By   
(Title) Second Vice President

ATTEST:

  
Assistant Secretary

IC <sup>ref</sup>  
~~ICC~~ EQUIPMENT LEASING COMPANY

By William E. Jang

ATTEST:

  
Assistant Secretary

COMMONWEALTH OF MASSACHUSETTS  
COUNTY OF SUFFOLK

On this 20<sup>th</sup> day of January, 1986 before me personally appeared Hamilton Coolidge to me personally known, who being by me duly sworn, says that he is Senior Vice President of NEW ENGLAND MUTUAL LIFE INSURANCE 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.

Carol A. Clark  
Notary Public

CAROL A. CLARK  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires: October 2, 1992

STATE OF ILLINOIS  
SS  
COUNTY OF COOK

On this 20<sup>th</sup> day of January, 1986 before me personally appeared William E. Jantz to me personally known, who being by me duly sworn, says that he is Treasurer of IC EQUIPMENT 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.

Deborah Lewis  
Notary Public

My Commission Expires  
My Commission Expires April 28, 1986