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RECORDATION NO. 13921
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SEP 1 1983 2 15 PM
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INTERSTATE COMMERCE COMMISSION

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

September 1, 1983

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INTERSTATE COMMERCE COMMISSION
Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C.

No. SEP 1 1983
Date

Fee \$ 160.00

Dear Ms. Mergenovich: ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are eight (8) Rental Schedules and Certificates of Acceptance marked A-3, A-4, B-3, B-4, C-1, C-2, C-3 and C-4, which are secondary documents as defined in the Commission's Rules for the Recordation of Documents (as revised).

The enclosed documents relate to a Master Equipment Lease Agreement (No. 8206ILT120) dated as of July 20, 1982 between AmTran Corporation, Lessor, and Illinois Central Gulf Railroad Company, Lessee, which was duly filed and recorded at 10:45 a.m. on January 21, 1983 and assigned Recordation Number 13921.

A general description of the railroad equipment covered by the enclosed documents is set forth in Schedules A-3, A-4, B-3, B-4, and C-1 through C-4 attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed documents are:

Lessor: AmTran Corporation
One Liberty Square
Boston, Massachusetts 02109

Lessee: Illinois Central Gulf Railroad Company
233 South Michigan Avenue
Chicago, Illinois 60601

Kindly return the copies of the enclosed documents not needed for your official files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, Northwest,

C. T. Kappler
Charles T. Kappler

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
September 1, 1983
Page Two

Washington, D.C. 20006

Also enclosed is a check in the amount of \$80.00 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,


Charles T. Kappler

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RENTAL SCHEDULE B-4
AND
CERTIFICATE OF INSPECTION AND ACCEPTANCE INTERSTATE COMMERCE COMMISSION

RENTAL SCHEDULE B-4 and CERTIFICATE OF INSPECTION AND ACCEPTANCE to Master Equipment Lease No. 8206ILTI20 dated as of July 20, 1982 (the "Lease") by and between the undersigned, the terms and conditions of which are hereby incorporated herein by reference. Lessee hereby (a) authorizes Lessor to obtain for lease to Lessee the equipment described herein (the "Equipment") and to insert hereon the Lease Commencement Date for such Equipment upon Lessee's acceptance of same for lease, (b) agrees to lease such equipment from Lessor effective the Lease Commencement Date thereof and for the lease term specified below, and (c) agrees to pay Lessor the rent, in the amounts and at the times specified below, for each item of Equipment. All of the terms used herein which are defined in the Lease shall have the same meaning as so defined.

Item No.	Manufacturer Description Machine Type Model/Serial No.	Aquisition Cost	Location	Acceptance Date
1	Lake-to-Seas, Inc. REB 150 ARS Detroit Diesel 4-53N Diesel Engine, 42 AMP Alternator, 127 HP Angle Indicator, Boom, Cab, Operators: Enclosed with Windshield Wiper	\$79,600.00	1500 Kentucky Ave. Paducah, KY	12/30/82
2	Lake-to-Seas, Inc. (1) REB 150 ARS Detroit Diesel 4-53N Diesel Engine, 42 AMP Altenator, 127 HP Angle Indicator Boom Cab, Operators: Enclosed with Windshield Wiper, Defrost Fan, Heater: Cab, Hot Water Type (12,000 BTU), Hoodside, Engine Lights - Electric: standard 2 Head, 2 Combination Stop & Tail below horizontal Boom 10'5"-25'5" 1) 100,000 lb. Crowd force 2) Boom retracts into overall lenght of crane allowing 360° rotation while coupled between railroad cars 3) Boom fully extended and depressed places pusher p]late 33" above ground Front mounted fixed Coupler - Manual Pin Lift, Automatic Engine Shutdown Low Oil, High Water Temperature Boom Mounted Pusher Plate railroad Rims	\$79,600.00	North Washington St. Carbondale, IL	12/30/82

A SECURITY INTEREST IN THIS RENTAL SCHEDULE HAS BEEN GRANTED TO FIRST NATIONAL BANK OF ATLANTA

Illinois 4% State Tax: \$ 3,184.00
Freight Charge: 3,730.50

GRAND TOTAL EQUIPMENT COST: \$166,114.50

LEASE TERM: Interim Term: Primary Term:
Commencement Date: Commencement Date: 01/01/83
Expiration Date: 12/31/82 Expiration Date: 12/31/89

PAYMENT DATES: The Interim Term rent payment is due and payable January 1, 1983. The remaining rental payments commence April 1, 1983 and continue quarterly in arrears through and including January 1, 1990.

BASIC RENT:
Basic Rent Per Period: \$9,033.80
Basic Rent Per Day: \$ 100.33

NOTE 1: Basic Rent Per Day is applicable during the Interim Term and is payable on the first Payment Date.

NOTE 2: Basic Rent Per Period and Basic Rent Per Day is computed by multiplying the Equipment Cost as set forth above by:

Periodic Lease Rate Factor: .054383
Per Diem Lease Rate Factor: .000604

NOTE 3: Notwithstanding any provision to the contrary contained in the Lease, Lessor and Lessee agree that the Equipment leased pursuant to this Rental Schedule may be used by Lessee on any portion of Lessee's track system in the continental United States.

The undersigned, being a duly authorized representatives of the Lessor and the Lessee hereby CERTIFY that the units of Equipment described above have been duly delivered to Lessee in good order and duly inspected and accepted by the Lessee as of the Acceptance Date reflected above on behalf of the Lessee as conforming in all respects with the requirements and provisions of the Lease.

LESSOR: AMTRAN CORPORATION

By [Signature]

Title CLERK

Date 12/22/82

LESSEE: ILLINOIS CENTRAL GULF RAILROAD COMPANY

By [Signature]

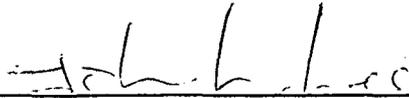
Title Asst VP - Treasurer

Date 12/30/82

A SECURITY INTEREST IN THIS RENTAL SCHEDULE HAS BEEN GRANTED TO FIRST NATIONAL BANK OF ATLANTA

LESSOR:

AmTran Corporation

By: 
John L. Lee
Clerk

Date: December 22, 1982

State of Massachusetts

County of Suffolk ss:

On this 22nd day of December, 1982 before me personally appeared, John L. Lee, to me personally known, who being by me duly sworn, says that he is the Clerk of AmTran Corporation, that the seal 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.


Signature of notary public

My Commission expires 10/13/89

LESSEE:

Illinois Central Gulf Railroad

By: Sandor A. Loevy
Sandor A. Loevy
Assistant Vice President-Treasurer

Date: May 18, 1983

State of Illinois

County of Cook ss:

On this 18th day of May, 1983 before me personally appeared, Sandor A. Loevy, to me personally known, who being by me duly sworn, says that he is the Assistant Vice President-Treasurer of Illinois Central Gulf Railroad, that the seal 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.

Mary Ann Mehoczky
Signature of notary public

My Commission expires SEP 24 1984