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13921-E through -L
RECORDATION NO. 13921
SEP 1 1983 2 15 PM

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1969)
ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

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WASHINGTON, D. C.
20006-2973

SEP 1 1983 2 15 PM
OF COUNSEL
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ALVORD
TELEPHONE
AREA CODE 202
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440368 COWA UI
RECEIVED
SEP 1 1983 2 15 PM
INTERSTATE COMMERCE COMMISSION
13921-F

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

13921-K
SEP 1 1983 2 15 PM
INTERSTATE COMMERCE COMMISSION
Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C.

September 1, 1983

35244A057

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,

Charles T. Kappler
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INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
September 1, 1983
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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 C-2
AND
CERTIFICATE OF INSPECTION AND ACCEPTANCE KENTUCKY COMMERCE COMMISSION

RENTAL SCHEDULE C-2 and CERTIFICATE OF INSPECTION AND ACCEPTANCE to Master Equipment Lease No. 8206ILT120 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.

<u>Item No.</u>	<u>Manufacturer Description Machine Type Model/Serial No.</u>	<u>Aquisition Cost</u>	<u>Location</u>	<u>Acceptance Date</u>
1	Allis-Chalmers New Allis-Chalmers Fork Lift Truck Model ACP 80 C 2 PS S/N 507689 XL Mast 110X80X12 A.C. Integral Side Shifter 48 In. Wide Pallet Forks 48X5X2 Load Backrest 48X48 Single mast mounted headlight with Switch Group A.C. Hose Group, 3 Plunger Valve Super Soft Drive & Steer Tires	\$20,565.00	Paducah, Kentucky	10/05/82
2	New Allis Chalmers Fork Lift Truck Model ACP 60 CD 2PS Single Drive, Short Coupled Diesel Powered S/N 509825 XL Mast 106X72X10 48 In. Wide Carriage Pallet Forks 42X5X1 3/4 Load Backrest 48X48	\$17,220.00	Hazel Crest, Illinois	10/10/82
3	New Allis-Chalmers Fork Lift Truck Model ACP 60-CD-2PS Single Drive S/N 509822 XL Mast 130X84X10 48 In. Wide Carriage Pallet Forks 42X5X1 3/4 Load Backrest 48X48	\$17,220.00	Paducah, Kentucky	10/05/82
4	New Allis-Chalmers Fork Lift Truck Model ACP 60-CD 2 PS Single Drive S/N 509820 XL Mast 130X84X10 48 In. Wide Carriage Load Backrest 48X48 Pallet Forks 42X5X1 3/4	<u>17,220.00</u>	JACKSON Memphis, Tennessee	10/15/82

Equipment Cost \$ 72,225.00
Illinois 4% State Tax: \$ 688.80
Illinois 2% City Tax: 344.40
Freight Charge: 777.99

GRAND TOTAL EQUIPMENT COST: \$ 74,036.19

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

* With respect to each item of equipment, shall be the Acceptance Date set forth above.

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: \$4,026.31
Basic Rent Per Day: \$ 44.72

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

LESSEE: ILLINOIS CENTRAL GULF RAILROAD
COMPANY

BY *Richard E. Dugan*

BY *Jander A. Loery*

Title *Authorized Signer*

Title *Treasurer*

Date *10/21/82*

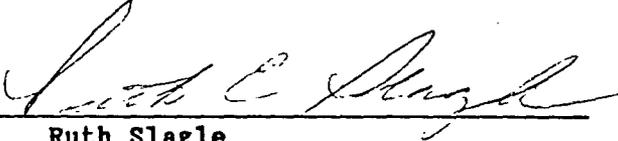
Date *10/25/82*

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

LESSOR:

AmTran Corporation

By:



Ruth Slagle
Authorized Signer

Date: October 21, 1982

State of Massachusetts

County of Suffolk ss:

On this 21st day of October, 1982 before me personally appeared, Ruth Slagle, to me personally known, who being by me duly sworn, says that she is an Authorized Signer 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 she 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 Mehoczkyk
Signature of notary public

My Commission expires ' SEP 24 1984