

11756-C

RECORDATION NO. 11756-C Filed 1425

LAW OFFICES
ALVORD AND ALVORD
200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D. C.
20006

SEP 29 1980-2 45 PM
INTERSTATE COMMERCE COMMISSION

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS
* NOT A MEMBER OF D. C. BAR
** ALSO A MEMBER OF OHIO BAR

Date SEP 29 1980 September 29, 1980

Fee \$ 10.00

ICC Washington, D. C.

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Madam:

Enclosed for recordation under the provisions of 49 U.S.C. §11303(a) are six counterparts of a Conditional Sale Agreement Supplement No. 3 dated as of September 15, 1980 ("Document").

The Document supplements a Conditional Sale Agreement dated as of September 30, 1979, which was duly filed and recorded at 1:25 p.m. on May 1, 1980 and assigned Recordation Number 11756.

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

VENDOR: Continental Illinois National Bank and Trust Company of Chicago
231 South LaSalle Street
Chicago, Illinois 60693

VENDEE: Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A general description of the railroad equipment covered by the Document is set forth in the attached Schedule I to Conditional Sale Agreement Supplement No. 3.

The undersigned is agent for the Continental Illinois National Bank and Trust Company of Chicago for the purpose of recording the Document and has knowledge of the matters set forth therein.

Vertical handwritten signature: Charles T. Kappler

SEP 29 1980
FBI
RECORDATION

Agatha L. Mergenovich
Secretary
September 29, 1980
Page Two

Please return the counterparts of the Document not needed for recordation purposes of Cary J. Malkin. Esq., Mayer, Brown & Platt, 231 South LaSalle Street, Chicago, Illinois 60604 or to the bearer hereof.

Also enclosed is a check in the amount of \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

ALVORD AND ALVORD
Agent for Continental Illinois
National Bank and Trust Company
of Chicago

By Charles T. Kappler
Charles T. Kappler

SCHEDULE I
TO CONDITIONAL SALE
AGREEMENT SUPPLEMENT NO. 3

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Identification Marks and Numbers</u>
MM.	10	GP-35 Locomotives	GMO 637 GMO 638 GMO 640 GMO 647

Interstate Commerce Commission
Washington, D.C. 20423

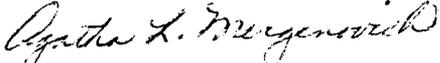
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord and Alvord
200 World Center Building
918 Sixteenth St. N. W.
Washington, D. C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/29/80 at 2:45 PM, and assigned re-
recording number(s). 11756-C

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

CONDITIONAL SALE AGREEMENT SUPPLEMENT

NO. 3

Conditional Sale Agreement Supplement ("this Supplement") dated as of September 15, 1980, from ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation ("Railroad"), having its office at 233 North Michigan Avenue, Chicago, Illinois 60601, to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association ("Vendor"), having its office at 231 South LaSalle Street, Chicago, Illinois 60693;

W I T N E S S E T H:

WHEREAS, the Railroad and the Vendor have executed and delivered a certain Conditional Sale Agreement dated as of September 30, 1979 (which agreement, together with any amendments or supplements which have been made thereto, is hereinafter called the "Agreement");

WHEREAS, the Agreement was filed and recorded with the Interstate Commerce Commission under Section 11303 of the Interstate Commerce Act on May 1, 1980, as Document No. 11756 and the following Conditional Sale Agreement Supplements (substantially in the form of this Supplement) were filed and recorded with the Interstate Commerce Commission as follows:

<u>Supplement No.</u>	<u>Date of Supplement</u>	<u>Date of ICC Filing</u>	<u>ICC Filing Number</u>
1	May 1, 1980	May 1, 1980	11756-A;
2	August 1, 1980	July 31, 1980	11756-B;

and

WHEREAS, the Railroad has, pursuant to the Agreement, purchased from the Vendor and granted to the Vendor a security interest in certain equipment therein described, including the equipment described in Schedule I annexed hereto (the "Supplement Equipment");

NOW, THEREFORE, in consideration of the premises, the Railroad and the Vendor do hereby agree as follows:

1. The Vendor Purchase Price of the Supplement Equipment is \$ 1,498,500.
2. The Conditional Sale Price Base of the Supplement Equipment is \$ 1,498,500.
3. The Principal with respect to all Equipment covered by the Agreement on the date of execution and delivery hereof is \$ 25,000,000.

4. The Railroad has, in and by the Agreement, purchased from the Vendor, and granted to the Vendor a security interest in and to the Supplement Equipment described in Schedule I annexed hereto. This Supplement evidences and confirms the subjection of such Supplement Equipment to the terms of the Agreement and to the security interest created by the Agreement to secure the punctual payment of the Principal and the performance and observance by the Railroad of all of its agreements herein and in the Agreement contained. To the extent, if any, that the Agreement may not be effective in causing Railroad to purchase such Supplement Equipment and to grant a security interest to the Vendor in such Supplement Equipment, the Railroad does by this Supplement hereby purchase, and grant unto the Vendor a continuing security interest in, the Supplement Equipment described in Schedule I hereto, all upon the terms set forth in the Agreement.

IN WITNESS WHEREOF, Company has, by its indicated officer thereunto duly authorized, caused this Supplement to be executed and delivered this 15th day of September, 1980.

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By *B E Hopper*
Its senior Vice President

ATTEST:
(Corporate Seal)

By *W H Hendus*
Its Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By *Theodosia Jymaris*
Its V.P.

ATTEST: -
(Corporate Seal)

By *W P Kennedy*
Its Banking Officer

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

On this 15th day of September, 19 80, before me personally appeared G. E. Konker to me personally known, who being by me duly sworn, says that he is the Senior Vice President of ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware 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.

Virginia N. Shanahan
Notary Public

(NOTARIAL SEAL)

My Commission expires May 4, _____, 19 84.

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

On this 26th day of Sept, 1980, before me personally appeared Radosia Fitzmorris to me personally known, who being by me duly sworn, says that she is the VP of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, that the seal affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.

Kathryn A. Gemoler
Notary Public

(NOTARIAL SEAL)

My Commission expires Dec 28, 1982.



SCHEDULE I
TO CONDITIONAL SALE
AGREEMENT SUPPLEMENT NO. 3

<u>Item</u>	<u>Quantity</u>	<u>Description</u>	<u>Identification Marks and Numbers</u>
MM.	10	GP-35 Locomotives	GMO 637 GMO 638 GMO 640 GMO 647 ICG 2537 (formerly GMO 639) ICG 2539 (formerly GMO 641) ICG 2540 (formerly GMO 643) ICG 2541 (formerly GMO 644) ICG 2542 (formerly GMO 645) ICG 2543 (formerly GMO 646)

INTERSTATE COMMERCE COMMISSION

SEP 29 1980 2:45 PM

RECORDS NO. 11736