

LAW OFFICES  
ALVORD AND ALVORD

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

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D. C.  
20006

OF COUNSEL  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX  
440348 CDAA UI

January 27, 1981

RECORDATION NO. 11756-D  
FILED 1981

JAN 27 1981 12:46 PM

INTERSTATE COMMERCE COMMISSION

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

RECEIVED  
JAN 27 12 46 PM '81  
I.C.C.  
FEE OPERATION BR.

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. 4 dated as of January 15, 1981 ("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 No. 4.

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.

*Charles T. Kappler*

Agatha L. Mergenovich  
Interstate Commerce Commission  
January 27, 1981  
Page Two

Please return the counterparts of the Document not needed for recordation purposes to 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

<u>Item</u>	<u>Car Number</u>	<u>Description</u>
NN	GMO 4700 - 4701	70-Ton Pulpwood
	GMO 4703	
	GMO 4705 - 4706	
	GMO 4708 - 4717	
	GMO 4719 - 4724	
	GMO 4726	
	GMO 4728 - 4731	
	GMO 4733 - 4740	
	GMO 4743 - 4746	
	GMO 4750 - 4753	
	GMO 4755 - 4762	
	GMO 4764 - 4768	
	GMO 4770 - 4778	
	GMO 4780 - 4782	
	GMO 4784	
	GMO 4787 - 4791	
GMO 4793 - 4796		
GMO 4799 - 4818		
GMO 4820		
GMO 4822 - 4832		
GMO 4834 - 4844		
GMO 4846 - 4849		
GMO 4851		
GMO 4853 - 4854		
GMO 4858 - 4864		
GMO 4866 - 4867		
GMO 4869 - 4874		
GMO 4876 - 4879		
GMO 4882 - 4888		
GMO 4890 - 4891		
GMO 4893 - 4899		
GMO 4702 (Renumbered	ICG 811102)	
GMO 4713 ( "	ICG 811118	
GMO 4732 ( "	ICG 811132)	
GMO 4742 ( "	ICG 811142)	
GMO 4786 ( "	ICG 811186)	
GMO 4797 ( "	ICG 811197)	
GMO 4857 ( "	ICG 811257)	

Total 169 Units

Item  
00

ICG 3029

GP-40 Locomotive

Total 1 Unit

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

1/27/81

OFFICE OF THE SECRETARY

**Charles T. Kappler, Esq.**  
**Alvord And Alvord**  
**200 World Center Building**  
**918 16th Street, 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 **1/27/81** at **12:55pm**, and assigned re-  
recording number(s). **11756-D**

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

SE-30  
(7/79)

CONDITIONAL SALE AGREEMENT SUPPLEMENT  
NO. 4

Conditional Sale Agreement Supplement ("this Supplement") dated as of January 15, 1981, 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;

RECORDATION NO. 11756-D Filed 1425

W I T N E S S E I H:

JAN 27 1981 12:55 PM

WHEREAS, the Railroad and the Vendor have executed **INTERSTATE COMMERCE COMMISSION** 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;
3	September 15, 1980	September 29, 1980	11756-C;
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 \$ 665,250.
2. The Conditional Sale Price Base of the Supplement Equipment is \$ 665,625.
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 January , 1981 .

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By B E Harkin  
Its Senior Vice President

ATTEST:  
(Corporate Seal)

By W H Anderson  
Its Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO

By Pete D'Haene  
Its Vice President

ATTEST:  
(Corporate Seal)

By W H Kennedy  
Its BANKING OFFICER

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

On this 15<sup>th</sup> day of January, 19 77, before me personally appeared G. E. KANKOR 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.

Margaret M. Kozmewska  
Notary Public

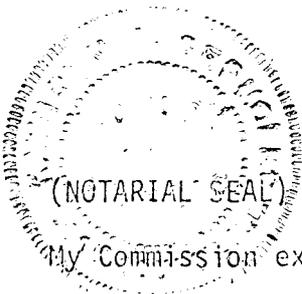
(NOTARIAL SEAL)

My Commission expires July 22, 19 81.

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

On this 26<sup>th</sup> day of January, 19 81, before me personally appeared PETER D. HORNE to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT 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. Gernolec  
Notary Public



My Commission expires Dec 28, 19 82.

SCHEDULE I

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Total 169 Units

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GP-40 Locomotive

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