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11756-F

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

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.
20006-2973

11756-F
RECORDATION NO. 11756
FILED 1425
MAY 4 1982-12-20 PM

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

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

INTERSTATE COMMERCE COMMISSION
May 4, 1982

TELEX
440367 A AND A WASH (INTERNATIONAL)
440348 CDAA WASH (INTERNATIONAL)
442482 A AND A WASH (DOMESTIC)

3-12-20-17

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MAY 4 12 13 PM '82
I.C.C.
OPERATION BR

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

No. MAY 4 1982
Date
Fee \$ 10.00
ICC Washington, D. C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are five counterparts of a Conditional Sale Agreement Supplement No. 6 dated as of May 5, 1982 ("Document"). It is a "secondary document" as that term is defined in 49 C.F.R. §1116.1(b).

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 and supplemented by documents which were recorded as Recordation Numbers 11756-A through 11756-E.

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

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 A to the Conditional Sale Agreement Supplement No. 6.

The undersigned is agent for the Continental Illinois National Bank and Trust Company of Chicago for

C. J. Kappler
C. O. Quade

Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
May 4, 1982
Page Two

the purpose of recording the Document and has knowledge of the matters set forth therein.

Please return the counterparts of the Document not needed for your records 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


Charles T. Kappler

Interstate Commerce Commission

Washington, D.C. 20423

5/4/82

OFFICE OF THE SECRETARY

**Cary J. Malkin, Esq.
Mayer, Brown & Platt
231 South LaSalle Street
Chicago, Illinois 60604**

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 **5/4/82** at **12:20pm**, and assigned re-
recording number(s). **11756-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

CONDITIONAL SALE AGREEMENT SUPPLEMENT
NO. 6

MAY 4 1982 12 20 PM

INTERSTATE COMMERCE COMMISSION

Conditional Sale Agreement Supplement ("this Supplement") dated as of May 5, 1982, 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;
3	September 15, 1980	September 29, 1980	11756-C;
4	January 15, 1981	January 27, 1981	11756-D;
and 5	July 22, 1981	July 20, 1981	11756-E;

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 A 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 \$1,119,750.

2. The Conditional Sale Price Base of the Supplement Equipment is \$1,120,125.
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 A 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 A hereto, all upon the terms set forth in the Agreement.

IN WITNESS WHEREOF, each of the parties hereto has, by its indicated officer thereunto duly authorized, caused this Supplement to be executed and delivered as of the 5th day of May, 1982.

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

By *D E Honker*
Senior Vice President

ATTEST:
(Corporate Seal)

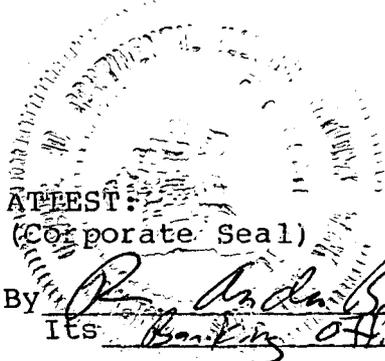
BY *W H Hansen*
Assistant Secretary

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

By *Robert J. ...*
Its *Vice President*

ATTEST:
(Corporate Seal)

BY *R. Anderson*
Its *Banking Officer*



SCHEDULE A

<u>Car Initial</u>	<u>Car Number</u>	<u>Description</u>	<u>Car Initial</u>	<u>Car Number</u>	<u>Description</u>
GMO	81004	100-T Cov. Hopper	GMO	81042	100-T Cov. Hopper
GMO	81012	100-T Cov. Hopper	GMO	81044	100-T Cov. Hopper
GMO	81018	100-T Cov. Hopper	GMO	81045	100-T Cov. Hopper
GMO	81019	100-T Cov. Hopper	GMO	81048	100-T Cov. Hopper
GMO	81020	100-T Cov. Hopper	GMO	81049	100-T Cov. Hopper
GMO	81025	100-T Cov. Hopper	ICG	750000	100-T Cov. Hopper
GMO	81028	100-T Cov. Hopper	ICG	777801	100-T Cov. Hopper
GMO	81031	100-T Cov. Hopper	ICG	777802	100-T Cov. Hopper
GMO	81033	100-T Cov. Hopper	ICG	777803	100-T Cov. Hopper
GMO	81034	100-T Cov. Hopper	ICG	777810	100-T Cov. Hopper
GMO	81036	100-T Cov. Hopper	ICG	777813	100-T Cov. Hopper
GMO	81037	100-T Cov. Hopper	ICG	777823	100-T Cov. Hopper
GMO	81038	100-T Cov. Hopper	ICG	777826	100-T Cov. Hopper
GMO	81039	100-T Cov. Hopper	ICG	777830	100-T Cov. Hopper
GMO	81040	100-T Cov. Hopper	ICG	777843	100-T Cov. Hopper
GMO	81041	100-T Cov. Hopper			

31 Total Units

GMO	3500	70-T Woodrack	GMO	3508	70-T Woodrack
GMO	3501	70-T Woodrack	GMO	3509	70-T Woodrack
GMO	3502	70-T Woodrack	GMO	3510	70-T Woodrack
GMO	3503	70-T Woodrack	GMO	3511	70-T Woodrack
GMO	3504	70-T Woodrack	GMO	3513	70-T Woodrack
GMO	3505	70-T Woodrack	GMO	3514	70-T Woodrack
GMO	3506	70-T Woodrack	GMO	3515	70-T Woodrack
GMO	3507	70-T Woodrack	GMO	3516	70-T Woodrack
GMO	3517	70-T Woodrack	GMO	3546	70-T Woodrack
GMO	3518	70-T Woodrack	GMO	3547	70-T Woodrack
GMO	3519	70-T Woodrack	GMO	3548	70-T Woodrack
GMO	3520	70-T Woodrack	GMO	3549	70-T Woodrack
GMO	3521	70-T Woodrack	GMO	3550	70-T Woodrack
GMO	3522	70-T Woodrack	GMO	3551	70-T Woodrack
GMO	3525	70-T Woodrack	GMO	3552	70-T Woodrack
GMO	3526	70-T Woodrack	GMO	3553	70-T Woodrack
GMO	3527	70-T Woodrack	GMO	3554	70-T Woodrack
GMO	3528	70-T Woodrack	GMO	3555	70-T Woodrack
GMO	3529	70-T Woodrack	GMO	3557	70-T Woodrack
GMO	3530	70-T Woodrack	GMO	3558	70-T Woodrack
GMO	3531	70-T woodrack	GMO	3559	70-T Woodrack
GMO	3532	70-T Woodrack	GMO	3560	70-T Woodrack
GMO	3533	70-T Woodrack	GMO	3561	70-T Woodrack
GMO	3534	70-T Woodrack	GMO	3562	70-T Woodrack
GMO	3535	70-T Woodrack	GMO	3564	70-T Woodrack
GMO	3536	70-T Woodrack	GMO	3565	70-T Woodrack
GMO	3537	70-T Woodrack	GMO	3566	70-T Woodrack
GMO	3538	70-T Woodrack	GMO	3567	70-T Woodrack
GMO	3539	70-T Woodrack	GMO	3568	70-T Woodrack
GMO	3540	70-T Woodrack	GMO	3569	70-T Woodrack
GMO	3541	70-T Woodrack	GMO	3570	70-T Woodrack
GMO	3542	70-T Woodrack	GMO	3571	70-T Woodrack

<u>Car</u> <u>Initial</u>	<u>Car</u> <u>Number</u>	<u>Description</u>	<u>Car</u> <u>Initial</u>	<u>Car</u> <u>Number</u>	<u>Description</u>
GMO	3543	70-T Woodrack	GMO	3572	70-T Woodrack
GMO	3544	70-T Woodrack	GMO	3573	70-T Woodrack
GMO	3545	70-T Woodrack	GMO	3574	70-T Woodrack
GMO	3575	70-T Woodrack	GMO	3580	70-T Woodrack
GMO	3576	70-T Woodrack	GMO	3581	70-T Woodrack
GMO	3577	70-T Woodrack	GMO	3582	70-T Woodrack
GMO	3578	70-T Woodrack	GMO	3583	70-T Woodrack
GMO	3579				

79 Total Units