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LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2974

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

7730-F
Filed 1425

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

CABLE ADDRESS
"ALVORD"

MAR 31 1986 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

March 31, 1986

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, D.C.

No. 6-090A029
MAR 31 1986
Date
Fee \$ 10.00.....

Dear Mr. Bayne:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are the original and one copy of a Bill of Sale dated as of March 19, 1986, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to an Equipment Trust Agreement dated as of July 15, 1974 between Morgan Guaranty Trust Company of New York, Trustee (now Manufacturers Hanover Trust Company, as Trustee) and Illinois Central Gulf Railroad Company which was duly filed and recorded on November 27, 1974 and assigned Recordation Number 7730.

The railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

The name and address of the party executing the enclosed document is:

Manufacturers Hanover Trust Company, as Trustee
600 Fifth Avenue
New York, New York 10020

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the copy of the enclosed Bill of Sale stamped

C. Quaintance
E. F. Kowalski

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
March 31, 1986

with recordation information to Charles T. Kappler, Esq.,
Alvord and Alvord, 918 Sixteenth Street, N.W., Washington,
D.C. 20006.

A short summary of the enclosed secondary document to
appear in the Commission's Index is:

Bill of Sale dated as of March 19, 1986 executed
by Manufacturers Hanover Trust Company, as Trustee,
covering GP-10 locomotives.

Very truly yours,


Charles T. Kappler

ILLINOIS CENTRAL GULF RAILROAD COMPANY

EQUIPMENT TRUST, SERIES 10

SCHEDULE A TO BILL OF SALE DATED AS OF MARCH 19, 1986

DESCRIPTION OF EQUIPMENT

<u>Type</u>	<u>Locomotive Number</u>
GP-10 Locomotive	ICG 8122
GP-10 Locomotive	ICG 8137

REGISTRATION NO. 7730-E Filed 1425

BILL OF SALE
Dated as of March 19, 1986 **MAR 31 1986 -10 35 AM**

INTERSTATE COMMERCE COMMISSION

WHEREAS, Manufacturers Hanover Trust Company, as Trustee under an Equipment Trust Agreement dated as of July 15, 1974, constituting Illinois Central Gulf Railroad Equipment Trust, Series 10, is the owner of certain units of Equipment described in said Agreement and supplements thereto, and

WHEREAS, some of said units of Equipment, identified on Schedule A attached hereto, have become unsuitable for the use of the Railroad and the fair value of said units has been paid to said Trustee:

NOW THEREFORE, Manufacturers Hanover Trust Company, as Trustee aforesaid, in consideration of One Dollar (\$1.00) to it in hand paid and other good and valuable consideration, does hereby grant, bargain, sell, assign, transfer and set over unto Illinois Central Gulf Railroad Company, a corporation, its successors and assigns, to have and to hold the same forever, the said units of Equipment shown on said Schedule A attached hereto.

And said Manufacturers Hanover Trust Company, as Trustee aforesaid, does hereby remise, release and discharge said units of Equipment from any lien thereon or interest therein arising from said Equipment Trust Agreement and supplements thereto.

IN TESTIMONY WHEREOF, said Manufacturers Hanover Trust Company, as Trustee aforesaid, has caused its corporate name to be hereunto signed and its corporate seal to be hereunto affixed and attested by its officers thereunto duly authorized, as of the day and year set forth above.

MANUFACTURERS HANOVER TRUST COMPANY,
as Trustee aforesaid

By _____

[Handwritten Signature]
Vice President

ATTEST:

[Handwritten Signature]
Assistant Secretary

State of New York)
County of New York)

On this 21st day of March, 1986, before me personally appeared **F. J. Grippo** to me personally known, who, being by me duly sworn, says that he is a ~~Trustee~~ ^{Vice President} of Manufacturers Hanover Trust Company, that one of the seals 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.

[Handwritten Signature]
Notary Public

(SEAL)
My Commission expires:

KATHY A. MURPHY
Notary Public, State of New York
No. 60-4825140
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1989

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