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150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567
312-558-1000

TWX NUMBER
910-221-1154
TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075
580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700
888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

1-352A018

SUSAN G. LICHTENFELD

December 17, 1991

VIA FEDERAL EXPRESS

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

RECORDATION NO. 17625 C
FILED 1625

DEC 18 1991 3 02 PM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one fully executed and acknowledged copy and three photostatic copies of Schedule 1, (the "Schedule"), dated as of September 5, 1991, between IC Leasing Corporation I, as lessor, and Illinois Central Railroad Company, as lessee, a Secondary Document, as defined in the Commission's Rules for the Recordation of Documents. The Schedule is the schedule to and relates to the Railroad Locomotive Lease Agreement, dated as of September 5, 1991, between IC Leasing Corporation I, as lessor, and Illinois Central Railroad Company, as lessee, which was recorded by the Interstate Commerce Commission on December 12, 1991 and assigned recordation number 17625.

The names and address of the parties to the enclosed Schedule are:

- Lessor: IC Leasing Corporation I
1077 East Sahara Avenue
Las Vegas, Nevada 89193
- Lessee: Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A description of the railroad equipment covered by the enclosed document is 44 EMD SD40-2 locomotives identified by BN6708 - 6713 and BN6715 - 6752, each inclusive (before repair) and IC 6100 - 6143 (after repair).

NOTES
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Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Schedule 1, dated as of September 5, 1991, between IC Leasing Corporation I, as lessor, and Illinois Central Railroad Company, as lessee.

Primary Document to Which the Assignment Relates

Railroad Locomotive Lease Agreement, dated as of September 5, 1991, between IC Leasing Corporation I, as lessor, and Illinois Central Railroad Company, as lessee, which was recorded by the Interstate Commerce Commission on December 12, 1991 and assigned recordation number 17625.

Very truly yours,


Susan G. Lichtenfeld

SGL/gh
w/encl.

cc: Richard J. Drew
Robert W. Kleinman

DEC 18 1991 - 8 05 PM

INTERSTATE COMMISSION OF COMMISSIONERS

SCHEDULE 1

IC Leasing Corporation I ("ICL") hereby leases the following locomotives to Illinois Central Railroad Company ("Lessee") pursuant to that certain Railroad Locomotive Lease Agreement between ICL and Lessee dated September 5, 1991 (the "Master Lease"). This Schedule is executed pursuant to the terms of the Master Lease and is hereby made a part hereof. The terms of the Master Lease, except to the extent inconsistent herewith, are incorporated herein by reference.

- (1) **Number of Units:** Forty-four (44)

- (2) **Description:** EMD SD40-2 locomotives

- (3) **Unit Marks and Numbers:** BN 6708-6713, BN 6715-6752 (before repair)
IC 6100-6143 (after repair)

- (4) **Delivery Points:** As mutually agreed by ICL and Lessee.

- (5) (a) **Basic Lease Term:** Period commencing December 1, 1991 and ending May 31, 1999.
(b) **Interim Lease Term:** Period commencing with the Acceptance Date as to each Unit and ending on November 30, 1991

- (6) (a) **Per Unit Basic Rental:** Rent shall be paid at the rate of \$4,050 per month for each Unit subject to the Master Lease for the Basic Lease Term, with such rent to be payable in arrears on the first day of each quarter following such period, commencing with the installment due on March 1, 1992. ICL hereby agrees to pay for improvements made to the Units by or for the account of Lessee during the first 24 months of the Basic Lease Term in an amount not to exceed \$2,200,000 in the aggregate (representing an average of \$50,000 per Unit) and the Per Unit Basic Rental Rate set forth herein assumes that such improvements will be paid for by ICL; provided, however, that in the event Lessor fails to make such improvements, Lessee's sole remedy shall be a claim for damages equal to the amount which would have been spent to make such improvements in an action brought against Lessor for breach of this provision, and in no event shall Lessee be entitled (i) to set off any such claim against any obligation to pay rent or to make any other payment hereunder, or (ii) to any abatement of rent hereunder.
(b) **Per Unit Interim Rental:** Rent shall be paid at the rate of \$250 per day for each Unit subject to the Master Lease for the number of days elapsed (if any) during the Interim Lease Term, with such rent to be payable in arrears on the first day of the month following each month in which days occur for which such rent is due.

- (7) **Casualty Value of Units:** See Attachment A to this Schedule 1.

IN WITNESS WHEREOF, the parties have executed this Schedule as of the 5th day of September, 1991.

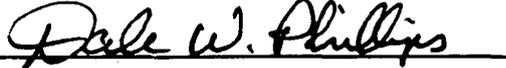
IC LEASING CORPORATION I

By: 

Title: Treasurer

Date: December 10, 1991

ILLINOIS CENTRAL RAILROAD COMPANY

By: 

Title: VP & CFO

Date: December 10, 1991

ATTACHMENT A

CASUALTY VALUE OF UNITS:

DATE	VALUE
03/01/92	\$306,420
06/01/92	305,790
09/01/92	304,440
12/01/92	302,430
03/01/93	300,090
06/01/93	297,510
09/01/93	294,480
12/01/93	291,060
03/01/94	287,220
06/01/94	283,110
09/01/94	278,580
12/01/94	273,630
03/01/95	268,290
06/01/95	262,650
09/01/95	256,680
12/01/95	250,440
03/01/96	244,110
06/01/96	237,630
09/01/96	231,060
12/01/96	224,370
03/01/97	217,530
06/01/97	210,570
09/01/97	203,490
12/01/97	196,290
03/01/98	188,940
06/01/98	181,440
09/01/98	173,820
12/01/98	166,050

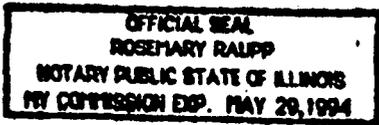
<u>DATE</u>	<u>VALUE</u>
03/01/99	158,100
06/01/99	150,000

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this 16th day of December, 1991, before me personally appeared Douglas A. Koman to me personally known, who being by me duly sworn, says that he is the Treasurer of IC LEASING CORPORATION I, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Subscribed and sworn to before me
this 13 day of December, 1991.

Rosemary Raupp
Notary Public



STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this 16th day of December, 1991, before me personally appeared Dale W. Phillips to me personally known, who being by me duly sworn, says that he is the Vice President and Chief Financial Officer of ILLINOIS CENTRAL RAILROAD COMPANY that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Subscribed and sworn to before me
this 13 day of December, 1991.

Rosemary Raupp
Notary Public

