Illinois Central

Illinois Central Railroad
233 North Michigan Avenue
Chicago, Illinois 60601-5799

312 819-7500

RECORDATION NO 10705-A FILED 1425

AUG 2 1990 -11 55 AM

INTERSTATE COMMERCE COMMISSION

0-214A003

August 1, 1990

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission,
12th & Constitution Ave., N.W., Rm. 2303
Washington, D.C. 20423

Dear Ms. McGee:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of a Release of a Conditional Sale Agreement (Illinois Central Railroad Conditional Sale Agreement dated July 16, 1979). This document is a secondary document dated as of April 1, 1990. The primary document to which this is connected was recorded under Recordation No. 10705 on August 8, 1979.

A check payable to the order of the Interstate Commerce Commission for the $15.00 recording fee applicable to this filing is enclosed herewith.

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

IBJ Schroder Bank & Trust Company
One State Street
New York, New York 10004

and

Illinois Central Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

A description of the equipment covered by this release follows:

All equipment included in the aforementioned Conditional Sale Agreement and any amendment or Supplement thereto.

A short summary of the document to appear in the index follows:

> Release dated as of April 1, 1990, of a Conditional Sale Agreement dated as of July 16, 1979, with Recordation No. 10705 providing for the release of all right, title and interest in all equipment.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours

D A Koman

Assistant Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

I hereby certify that the signature appearing above is that of Douglas A. Koman, Assistant Treasurer of the Illinois Central Railroad Company, to me personally known.

Given under my hand and seal of office this 1st day of August, 1990.

Patricia A. Zieminski
Notary Public

OFFICIAL SEAL
Patricia A. Zieminski
Notary Public, State of Illinois
My Commission Expires 1/29/91

RECORDATION NO. 10705-A FILED 1425

AUG 2 1990 -11 55 AM

INTERSTATE COMMERCE COMMISSION

ILLINOIS CENTRAL GULF RAILROAD
(NOW ILLINOIS CENTRAL RAILROAD)
CONDITIONAL SALE AGREEMENT

Dated as of July 16, 1979

RELEASE

Dated as of April 1, 1990

BETWEEN
IBJ SCHRODER BANK & TRUST COMPANY
(Formerly J. Henry Schroder Bank & Trust Company)
As Vendor

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY
(Now Illinois Central Railroad Company)

R E L E A S E

KNOW ALL MEN BY THESE PRESENTS, that:

WHEREAS, heretofore as of the 16th day of July, 1979, a Conditional Sale Agreement was entered into by and between IBJ SCHRODER BANK & TRUST COMPANY (Formerly J. Henry Schroder Bank & Trust Company) (hereinafter called the "Vendor"), and ILLINOIS CENTRAL GULF RAILROAD COMPANY, to which ILLINOIS CENTRAL RAILROAD COMPANY is the successor in interest (either of said latter two companies being hereinafter referred to as the "Railroad Company"), and on the same day an Agreement and Assignment was entered into by and between the Vendor and the Railroad Company;

WHEREAS, the Agreement was duly recorded with the Interstate Commerce Commission under Recordation Number 10705; and

WHEREAS, in said Agreement for a consideration therein named and upon certain conditions therein set forth, the Vendor sold to the Railroad Company certain railroad equipment therein more particularly described but retained title thereto for the term in the Agreement provided; and

WHEREAS, by the terms of the Agreement it was agreed that at the termination thereof, and after all the payments required thereby should have been completed and fully made by

the Railroad Company to the Vendor, title to the railroad equipment thereby conditionally sold should pass to and vest in the Railroad Company, or its nominee or nominees, and said railroad equipment should thereupon be and become the absolute property of the Railroad Company, or its nominee or nominees; and

WHEREAS, the said Railroad Company has completed all of said payments and has paid the full indebtedness in respect of the purchase price of the said railroad equipment, as covenanted and agreed in the Agreement, and has fully performed all the conditions and covenants therein set forth, and desires that the said railroad equipment now be released, assigned and transferred:

NOW, THEREFORE, IBJ SCHRODER BANK & Trust Company, as Vendor aforesaid, for and in consideration of the premises, and the sum of One Dollar ($1.00), good and lawful money of the United States, to it in hand paid by said Railroad Company at or before the ensealing and delivery of these presents, the receipt whereof is hereby acknowledged, has released, assigned and transferred and by these presents does release, assign and transfer unto ILLINOIS CENTRAL RAILROAD COMPANY, and its successors and assigns, without recourse in any event, all of the railroad equipment mentioned and described in the Agreement.

The Vendor makes no representations or warranties of any kind hereby express or implied, including as to the present

existence or condition of said railroad equipment or whether it is now in the possession of the Railroad Company.

This Release is being simultaneously executed in a number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, IBJ SCHRODER BANK & TRUST COMPANY has caused these presents to be signed in its corporate name, and its corporate seal, duly attested, to be hereunto affixed this 12th day of April, A.D. 1990.

IBJ SCHRODER BANK & TRUST COMPANY

By: David G. Hendall
ASSISTANT TREASURER

ATTEST:

Jean Zimmerman
Asst. Secy.

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On the 12th day of April, 1990, before me personally came David G. Goodall to me known, who being by me duly sworn, says that he is an Asst Treas. of IBJ SCHRODER BANK & 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.

Denise Masiello
Notary Public

DENISE MASIELLO
NOTARY PUBLIC, State of New York
No. 41-7750155
Qualified in Queens County
Cert. Filed in New York County
Commission Expires July 31, 1990