



BK 0873 PG 172



MISC 1988 21832

THIS PAGE INCLUDED FOR
INDEXING
PAGE DOWN FOR BALANCE OF INSTRUMENT

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DEC 29 AM 9 31

GEORGE A. ...
...

BOOK 873 PAGE 172

SECOND AMENDMENT TO MORTGAGE,
ASSIGNMENT, SECURITY AGREEMENT AND
FINANCING STATEMENT

This Second Amendment to Mortgage, Assignment, Security Agreement and Financing Statement (this "Second Amendment"), dated as of December 22^d, 1988, by and between CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY ("Mortgagor"), a corporation organized and existing under the laws of the State of Delaware, and GENERAL ELECTRIC CAPITAL CORPORATION (hereinafter, in its capacity as mortgagee, together with its successors and assigns, called "Mortgagee"), formerly known as General Electric Credit Corporation, a corporation organized and existing under the laws of the State of New York.

WITNESSETH:

WHEREAS, in order to provide for and to secure the obligations evidenced by certain notes (the "Notes"), in the original aggregate principal amount of \$75,000,000, issued pursuant to a certain Note and Warrant Purchase Agreement (the "Purchase Agreement"), dated as of December 23, 1985, between Mortgagor and General Electric Capital Corporation, formerly known as General Electric Credit Corporation (hereinafter, other than in its capacity as mortgagee, together with its successors and assigns, called "GECC"), and all other obligations of Mortgagor, to GECC and otherwise, under the Purchase Agreement and under the Mortgage, Assignment, Security Agreement and Financing Statement (the "Mortgage"), dated as of December 23, 1985 and filed or recorded in the public offices on the dates and as the document numbers or at the books and pages set forth in Schedule I attached hereto and made a part hereof, Mortgagor executed and delivered to Mortgagee the Mortgage, covering the Collateral (as defined in the Mortgage), including, without limitation, any and all property and rights of Mortgagor, of every kind and description, including the lines of railroad and the other properties and rights described in Annex I and Annex II attached hereto and made a part hereof; and

WHEREAS, Mortgagor and GECC entered into a certain Amended and Restated Note and Warrant Purchase Agreement (the "Original Note Agreement"), dated as of December 31, 1987,

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BK 873 N _____ C/O _____ FEE 253.⁵⁰
PG 172-221 17-513 DEL VK MC Wc
OF Misc COMP _____ F/B 81-6000

pursuant to which (a) the Notes and certain demand notes issued by Mortgagor to GECC were consolidated into one series of master notes (the "Original Master Notes"), in the aggregate principal amount of \$84,600,000, (b) a revolving credit note (the "Original Revolving Credit Note") was issued by Mortgagor to GECC in the principal amount of \$2,000,000 and (c) it was agreed that Mortgagor, from time to time, may borrow from GECC an amount which in the aggregate equals the Excess Master Note Interest (as defined in the Original Note Agreement); and

WHEREAS, in order to secure the payment and performance of all obligations arising out of the Original Note Agreement, the Mortgage was amended by that certain First Amendment to Mortgage, Assignment, Security Agreement and Financing Statement (the "First Amendment"), dated as of December 31, 1987 and filed or recorded in the public offices on the dates and as the document numbers or at the books and pages set forth in Schedule II attached hereto and made a part hereof, which First Amendment increased the maximum amount of indebtedness secured by the Mortgage from \$100,000,000 to \$125,000,000; and

WHEREAS, Mortgagor and GECC have entered into a certain Amended and Restated Note and Stock Purchase Agreement (the "Agreement"), dated as of December 20, 1988, pursuant to which (a) the Original Master Notes will be consolidated into a new series of master notes (the "Master Notes"), in the aggregate principal amount of Fifty Million Dollars (\$50,000,000), (b) a new revolving credit note (the "Revolving Credit Note") will be issued by Mortgagor to GECC, in the principal amount of Two Million Dollars (\$2,000,000), in satisfaction of the Original Revolving Credit Note, (c) it was agreed that Mortgagor, from time to time, may borrow from GECC an amount (the "Master Note Interest Advances") which in the aggregate equals the Excess Master Note Interest (as defined in the Agreement) but does not exceed Five Million Dollars (\$5,000,000) and (d) Mortgagor will issue to GECC (i) 1,000 shares of Mortgagor's Preferred Stock (as defined in the Agreement) in consideration for the cancellation of \$10,000,000 of existing Indebtedness (as defined in the Agreement) and (ii) 1500 shares of Mortgagor's Common Stock (as defined in the Agreement), in consideration for the cancellation of \$17,400,000 of existing Indebtedness.

NOW, THEREFORE, to provide for and to secure the obligations evidenced by the Master Notes and the Revolving Credit Note, to provide for and to secure the payment of the

Revolving Credit Loans (as defined in the Agreement), the Master Note Interest Advances and all other obligations arising out of the Agreement, to induce GECC to enter into the Agreement, and for and in consideration of the mutual agreements between the parties and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby amend the Mortgage as follows:

1. "Purchase Agreement", as defined in the Mortgage, shall be deemed to mean the Agreement.
2. "Amended Purchase Agreement", as defined in the Mortgage (as amended by the First Amendment), shall be deemed to mean the Agreement.
3. "Notes", as defined in the Mortgage, shall be deemed to mean the Master Notes (as defined in the Agreement).
4. The terms "Master Notes", "Revolving Credit Note", "Revolving Credit Loans" and "Master Note Interest Advances", as defined in the Mortgage (as amended by the First Amendment), shall have the respective meanings set forth for such terms in the Agreement.
5. "Obligations", as defined in the Mortgage, shall be deemed to mean all obligations of Mortgagor arising out of the Mortgage and the Agreement, including, without limitation, the obligations to pay the Master Notes, the Revolving Credit Note, the Revolving Credit Loans and the Master Note Interest Advances (as such terms are defined in the Agreement), and any extensions, modifications, amendments, substitutions or renewals thereof, and the performance of all covenants and conditions on the part of Mortgagor to be performed pursuant to the Mortgage and the Agreement, and any amendments thereto or modifications thereof.
6. Except as otherwise specifically modified or amended by the terms hereof, the Mortgage remains unchanged and unmodified and shall continue in full force and effect.
7. This Second Amendment may be executed in more than one counterpart. Each such executed counterpart shall be deemed an original hereof and all such executed counterparts together shall constitute one and the same

instrument, which instrument shall for all purposes sufficiently be evidenced by such executed counterparts.

IN WITNESS WHEREOF, Mortgagor has caused this Second Amendment to be signed in its corporate name by its President or a Vice President, and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary or an Assistant Secretary; and Mortgagee has caused this Second Amendment to be signed by its duly authorized officer or agent, all as of the date first above written. Mortgagor hereby declares and acknowledges that it has received, without charge, a true copy of this Second Amendment.

MORTGAGOR

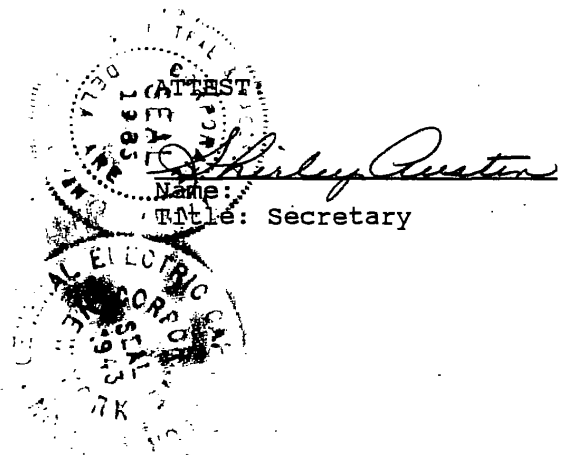
CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY

by Donald R. Wood, Jr.
Name: Donald R. Wood, Jr.
Title: President

MORTGAGEE

GENERAL ELECTRIC CAPITAL CORPORATION

by Andrew J. Lloyd
Name: Andrew J. Lloyd
Title: Manager-Operations



The name and address of Mortgagor is:

CHICAGO, CENTRAL & PACIFIC RAILROAD COMPANY
501 Sycamore Street - Suite 400
Waterloo, Iowa 50704
Attention: Vice President of Finance

The name and address of Mortgagee is:

GENERAL ELECTRIC CAPITAL CORPORATION
1600 Summer Street
Stamford, Connecticut 06905
Attention: Manager--Operations,
Transportation and Industrial
Financing Division

This instrument was prepared by and should be returned to:

WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, New York 10153
Attention: Andrew M. Smith, Esq. (DBM)

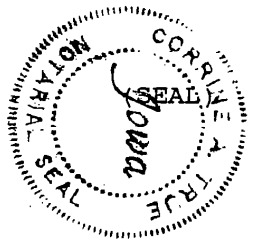
RE/47660.229/1-2

ACKNOWLEDGMENTS

STATE OF IOWA)
) SS
COUNTY OF BLACKHAWK)

On this 20th day of December, 1988, before me, a Notary Public in the state of Iowa, personally appeared Donald R. Wood, Jr., to me personally known, who being by me duly sworn did say that he is President of said corporation, Chicago, Central & Pacific Railroad Company, that the seal affixed to said instrument is the seal of said corporation and that said instrument was signed and sealed on behalf of the said corporation by authority of its board of directors and the said Secretary acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

Corrine A. Snee
Notary Public
My Commission Expires: 02/18/91



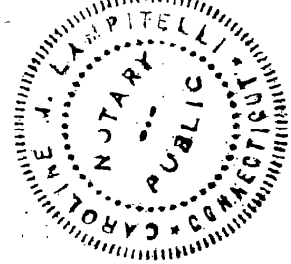
STATE OF CONNECTICUT)
COUNTY OF FAIRFIELD)

SS *Stamford, December 22, 1988*

On this *22nd* day of December, 1988, before me, a Notary Public in the state of Connecticut, personally appeared *Andrew J. Blood*, to me personally known, who being by me duly sworn did say that he is *James O'Quinn* of said corporation, General Electric Capital Corporation, that the seal affixed to said instrument is the seal of said corporation and that said instrument was signed and sealed on behalf of the said corporation by authority of its board of directors and the said *Andrew J. Blood* acknowledged the execution of said instrument to be the voluntary act and deed of said corporation by it voluntarily executed.

Caroline M. Lampitelli
Notary Public
My Commission Expires:

(SEAL)



SCHEDULE I

<u>PUBLIC OFFICE</u>	<u>DATE OF FILING OR RECORDING *</u>	<u>DOCUMENT NUMBER OR BOOK AND PAGE</u>
<u>1. Illinois Counties</u>		
Cook	12/27/85	85341275
Boone	12/27/85	853949
DeKalb	12/27/85	85-07697
Stephenson	12/24/85	96-4892
Jo Daviess	12/24/85	178417
DuPage	12/27/85	R85-113553
Kane	12/27/85	1752215
Winnebago	12/27/85	85320047
<u>2. Iowa Counties</u>		
Black Hawk		Book 482 Page 737
Buena Vista		Book 136 Page 719
Buchanan		Book 479 Page 735
Butler		Book 152 Page 410
Calhoun		Inst. No. 85-1952
Cherokee		Inst. No. 85-2115
Crawford		Inst. No. 85-3661
Delaware		Book 99 Page 128
Dubuque		Inst. No. 10225-85
Franklin		Inst. No. 85-2445
Hamilton		Book 169 Page 600
Hardin		Inst. No. 1985-4260
Harrison		Book 538 Page 1301
Linn		Inst. No. 13353
Plymouth		Inst. No. 1985-3444
Pochantas		Book 102 Page 640
Pottawattamie		Inst. No. 86-12816
Sac		Book 129 Page 361
Webster		Book 355 Page 1
Woodbury		Roll 165 Image 856
<u>3. Iowa Secretary of State</u>	12/23/85	H382016
<u>4. Nebraska Counties</u>		
Douglas		Book 2872 Page 1

* For Iowa and Nebraska, dates are approximately December 27, 1985.

(1076/N)

SCHEDULE IIFirst Amendment Recording Information

<u>PUBLIC OFFICE</u>	<u>DATE OF FILING OR RECORDING</u>	<u>DOCUMENT NUMBER OR BOOK AND PAGE</u>
<u>1. Illinois Counties</u>		
Cook	2/25/88	Doc. No. 88081463
Boone	2/26/88	Doc. No. 88-551
DeKalb	2/26/88	Doc. No. 88001150
Stephenson	2/26/88	Doc. No. 97-9405
Jo Daviess	2/26/88	Doc. No. 190280
DuPage	2/26/88	Doc. No. R88-19552
Kane	2/26/88	Doc. No. 189528
Winnebago	2/26/88	Doc. No. 1785641 Microfilm 88 Cartridge 05 Image 1574
<u>2. Iowa Counties</u>		
Black Hawk	2/25/88	Book 486 Page 211
Buena Vista	2/25/88	Book 139 Pages 438-478
Buchanan	2/25/88	Book 498 Page 387
Butler	2/25/88	Book 158 Pages 273-317
Calhoun	2/25/88	Doc. No. 88-0254
Cherokee	2/25/88	Inst. No. 880325
Crawford	2/25/88	Inst. No. 88-383
Delaware	2/25/88	Book 105 Page 61
Dubuque	2/25/88	Inst. No. 1310-88
Franklin	2/25/88	Inst. No. 880246
Hamilton	2/25/88	Book 1988 Page 831
Hardin	2/25/88	Year 1988 No. 605
Harrison	2/25/88	Book 540 Page 1650
Linn	2/25/88	Vol. 2283 Page 06
Plymouth	2/25/88	File 1988 Card 476
Pocahontas	2/25/88	Mortgage Book 104 Page 574
Pottawattamie	2/24/88	Inst. No. 88-17771
Sac	2/25/88	Book 133 Page 738
Webster	2/25/88	Book 381 Page 511
Woodbury	2/25/88	Roll 198 Image 711 Docket 11092
<u>3. Nebraska Counties</u>		
Douglas	2/24/88	Book 840 Page 166
RE/47660.229/1-3		

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POOR COPY

All that portion of the right-of-way and property of the Illinois Central Gulf Railroad Company's 'Fort Dodge, Iowa to Omaha, Nebraska Line' that extends in a general westerly direction on, over and across a portion of DOUGLAS COUNTY, NEBRASKA, said right-of-way varying in width and irregular in shape includes any and all trackage, buildings, fences, culverts, bridges and trestles, as well as all other Railroad owned improvements and fixtures situated thereon, and is described as all of Grantor's property interest in the aforesaid main line right-of-way extending westerly from approximate Railroad Mile Post WA-514.32 to approximate Mile Post WA-515.62 on, over and across Section 7, T.15 N., R.14 E.; and Sections 12 and 13, T.15 N., R.13 E.; and in the aforesaid main line right-of-way extending southwesterly from approximate Mile Post WA-516.28 to approximate Mile Post WA-517.81 on, over and across Sections 11, 10 and 15, T 15 N, R 13 E; including, outlying properties in the E/2 Section 12, T.15 N., R.13 E.; and Section 33, said T.15 N., R.13 E.; all at East Omaha and Omaha, Nebraska.

X 12 - 15 - 13 ✓

X 12 - 15 - 13 ✓

X 13 - 15 - 13 ✓

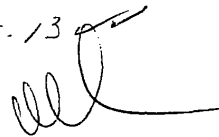
X 11 - 15 - 13 ✓

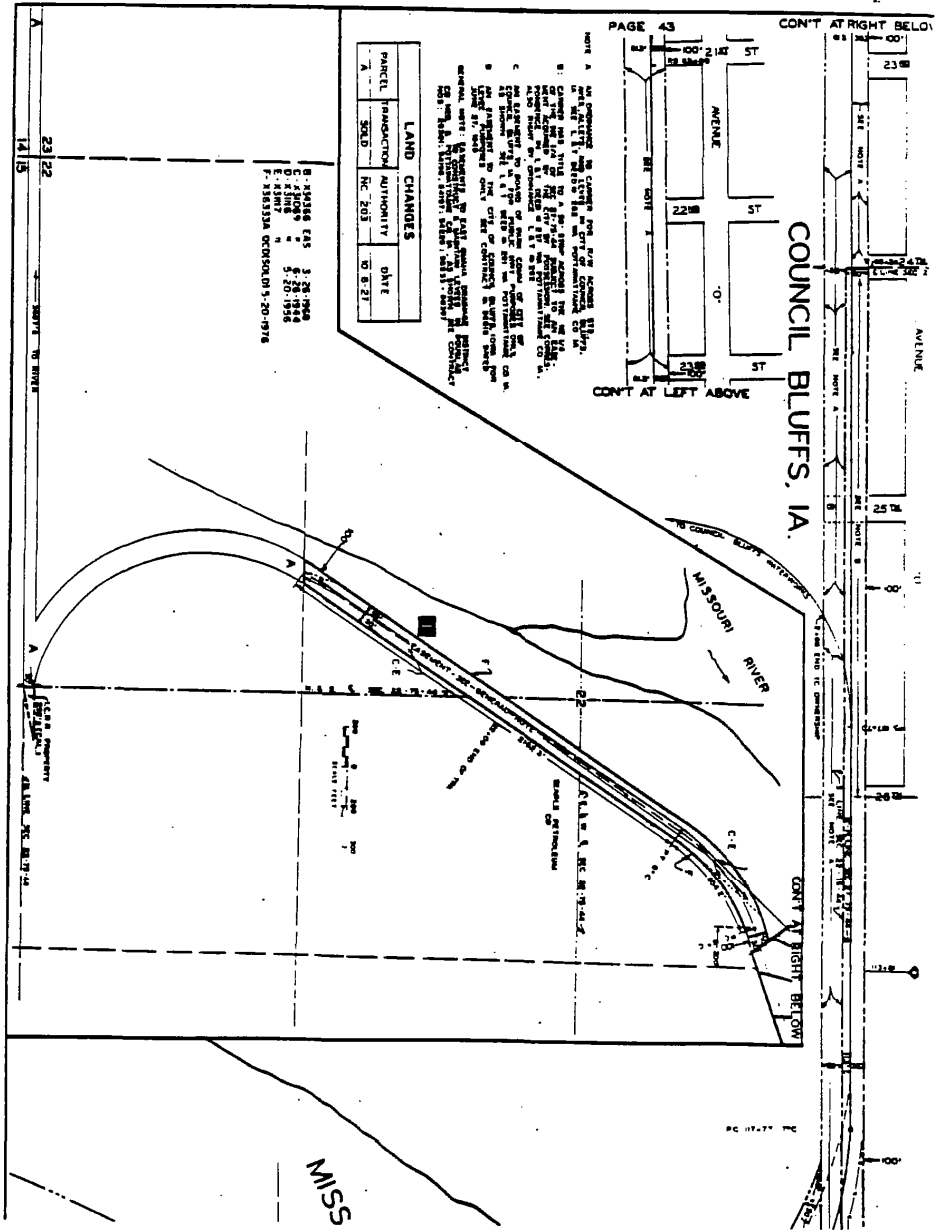
X 10 - 15 - 13 ✓

X 15 - 15 - 13 ✓

133 - 15 - 13 ✓

X 7 - 15 - 13 ✓





LAND CHANGES

PARCEL	TRANSFERENCE	AUTHORITY	DATE
1	SOLD	RC 203	10-8-21

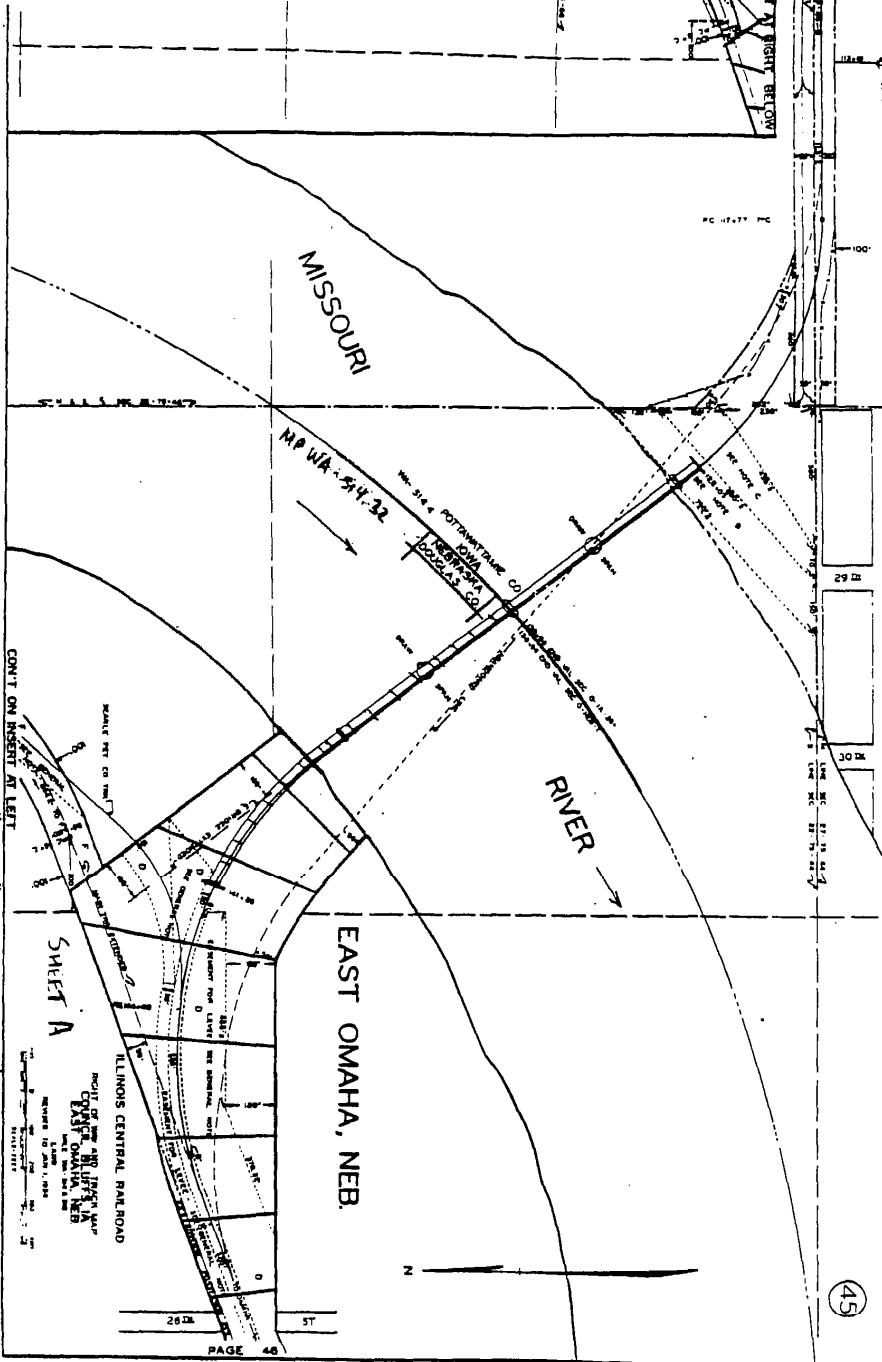
B. 203288 E45 2-28-1948
 D. 4 1/2 2-28-1948
 F. 203288 5-20-1958
 F. 203288 5-20-1958
 F. 203288 5-20-1958

NOTE A: All properties on plat are for the purpose of the plat only and are not to be construed as a warranty of title or as a representation of the value of the property. The plat is subject to all laws, ordinances, and regulations of the City of Council Bluffs, Iowa, and to all laws, ordinances, and regulations of the State of Iowa. The plat is subject to all laws, ordinances, and regulations of the State of Iowa. The plat is subject to all laws, ordinances, and regulations of the State of Iowa.

PAGE 43
 CON'T AT RIGHT BELOW
 CON'T AT LEFT ABOVE
 AVENUE
 COUNCIL BLUFFS, IA.
 MISSOURI RIVER

23 22
 14 15
 23 22
 14 15
 23 22
 14 15

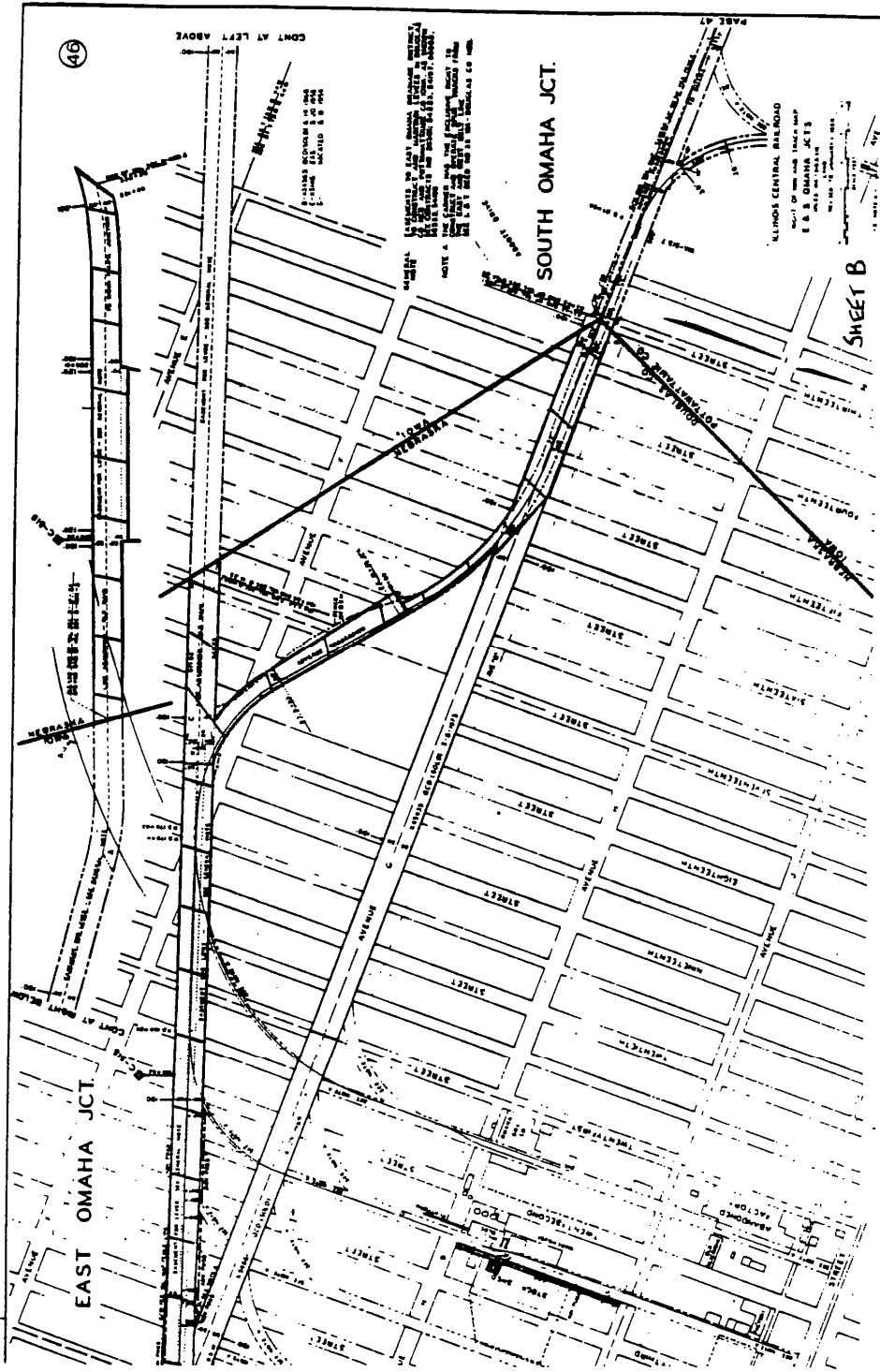
MISS

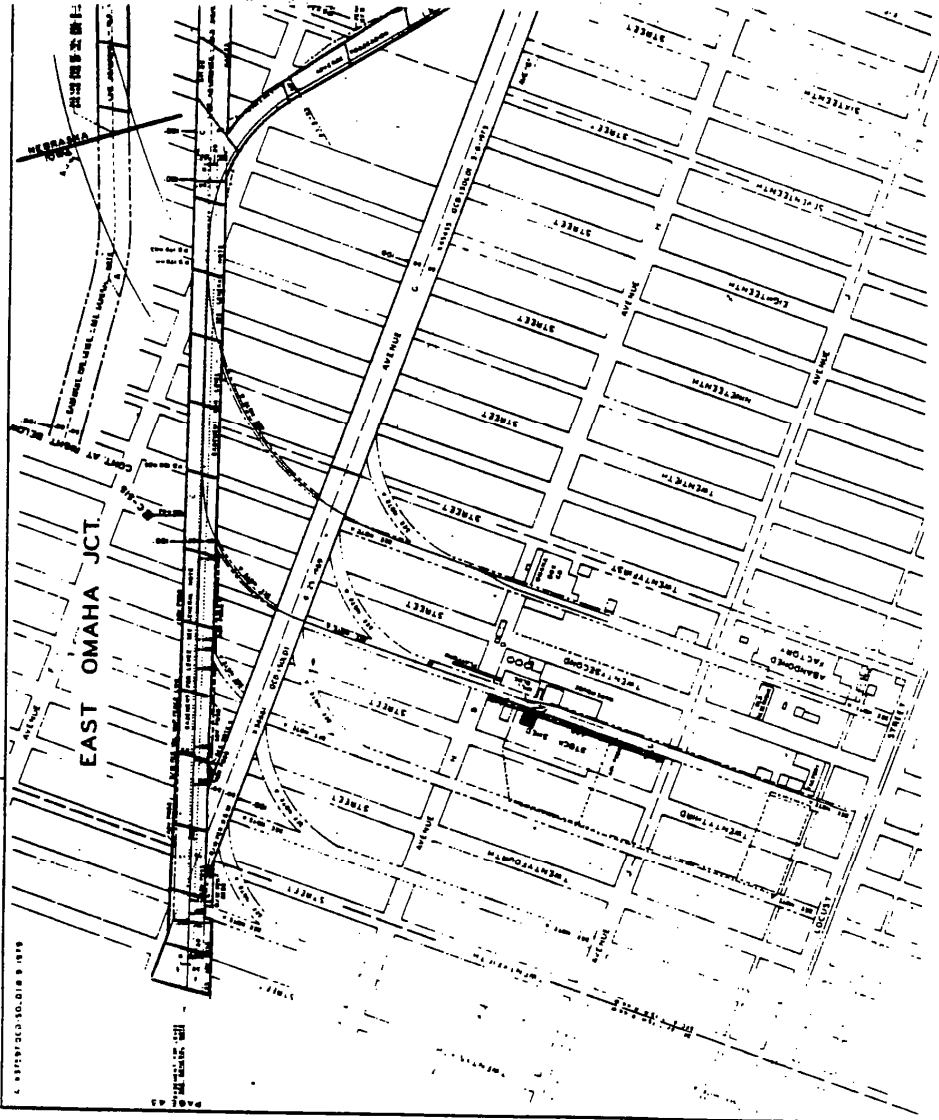


CONT. ON INSERT AT LEFT

FORT DODGE TO OMAHA LINE

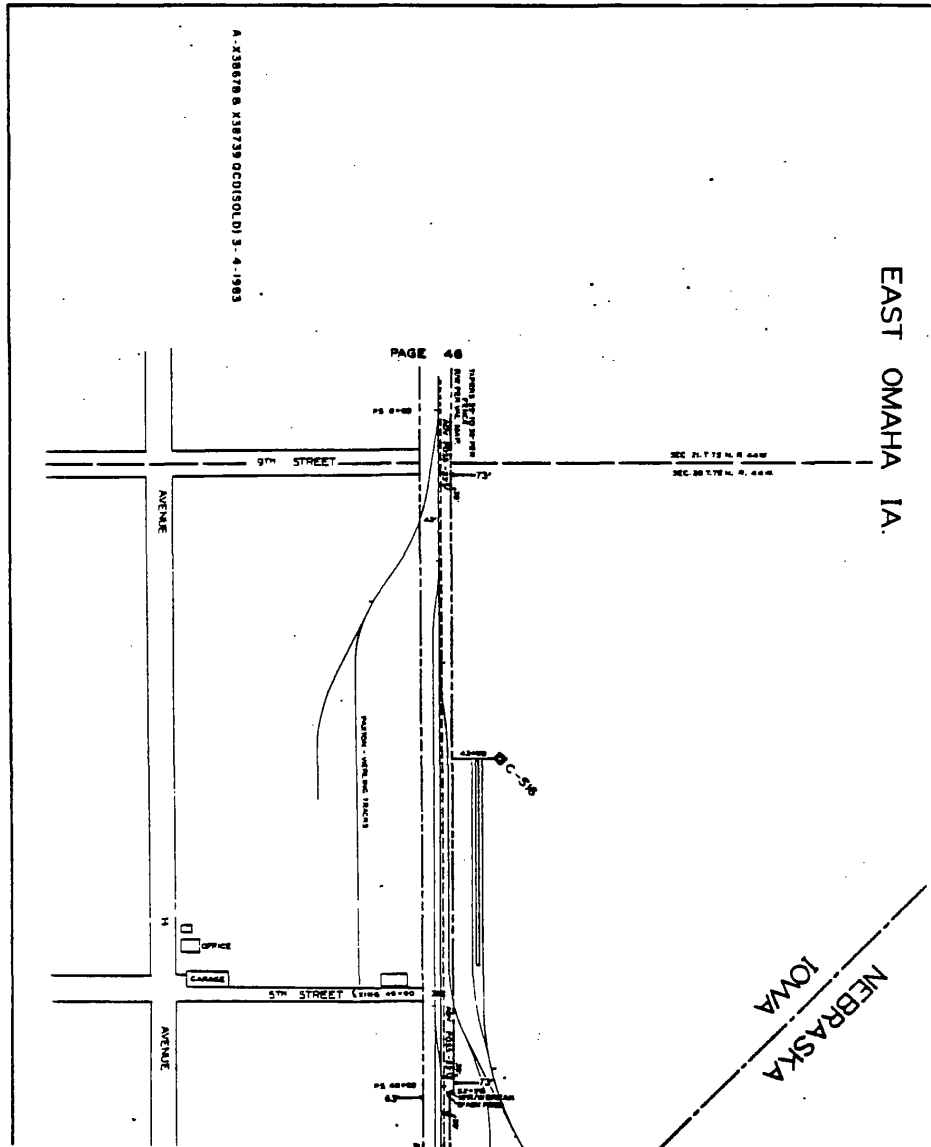
POOL 32

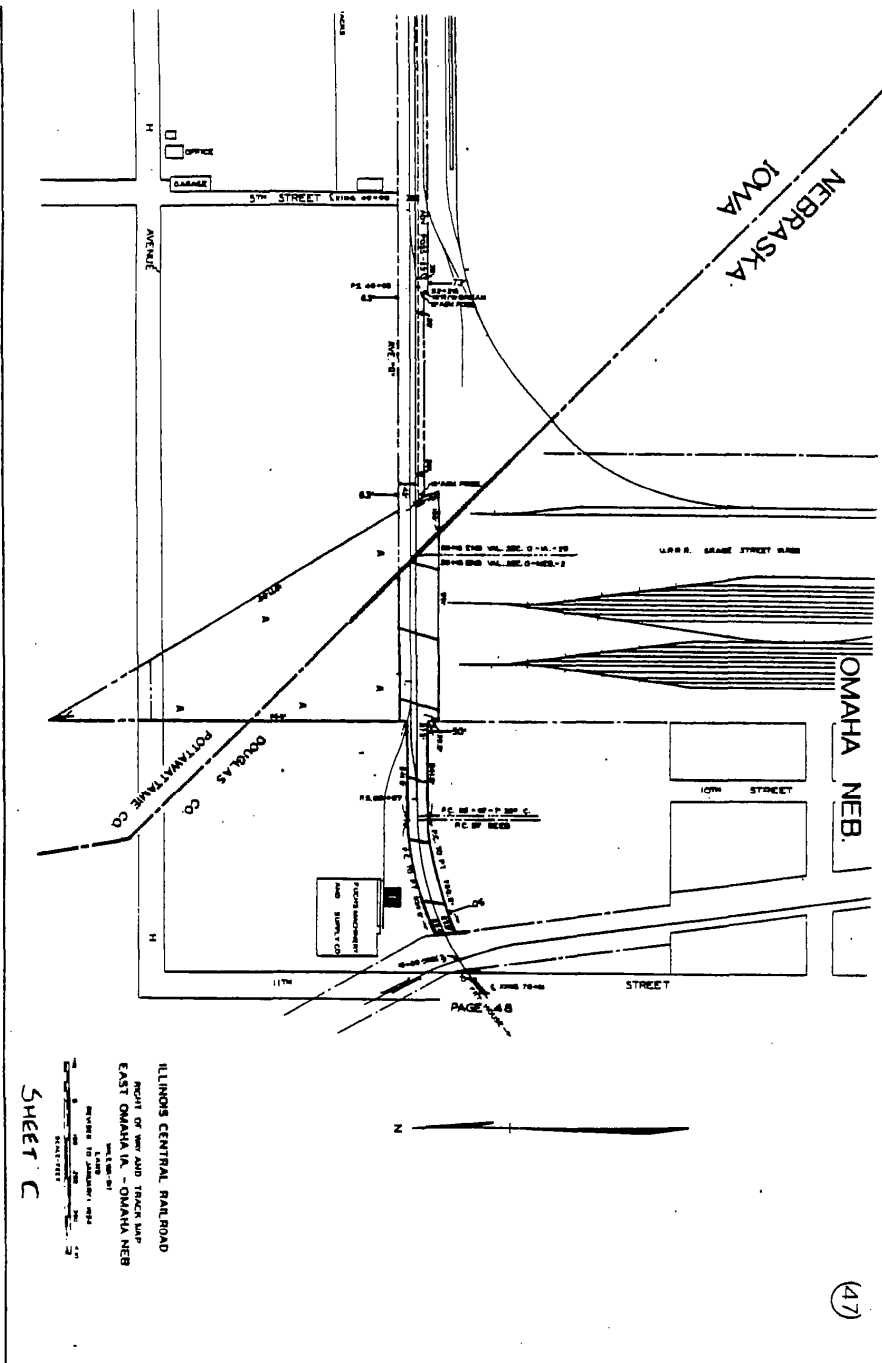




EAST OMAHA JCT.

185

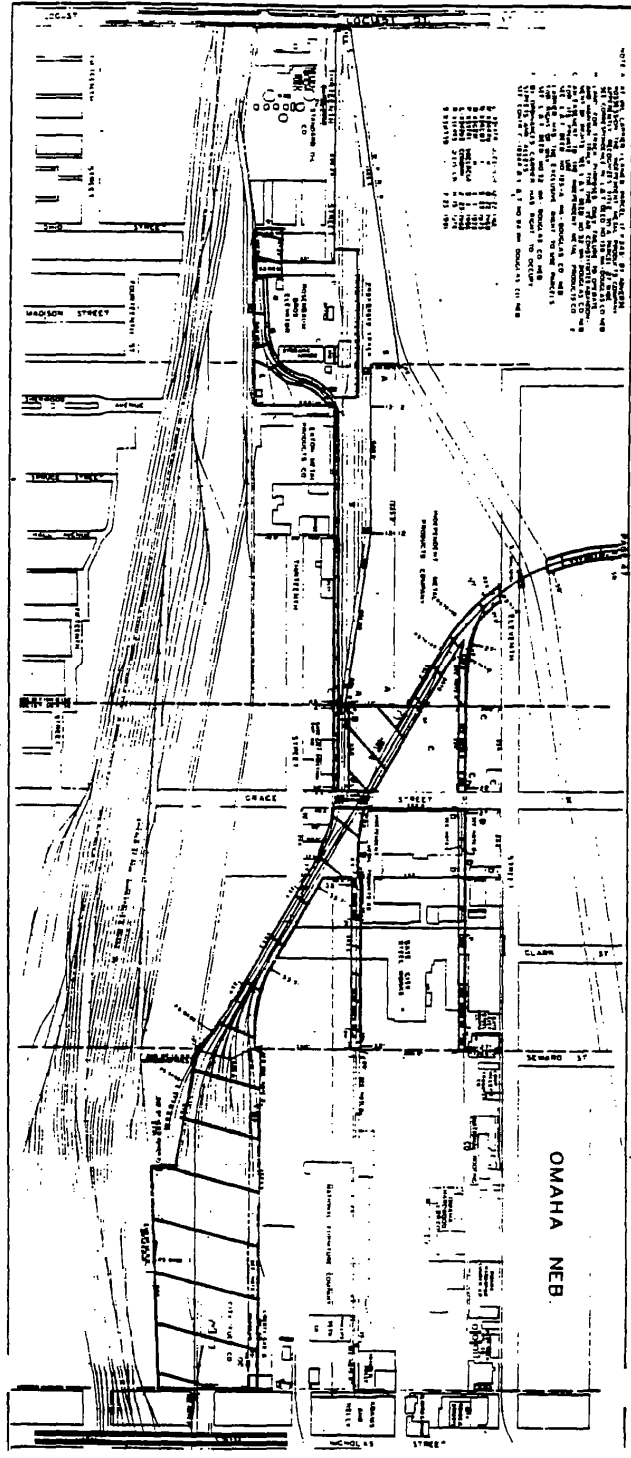


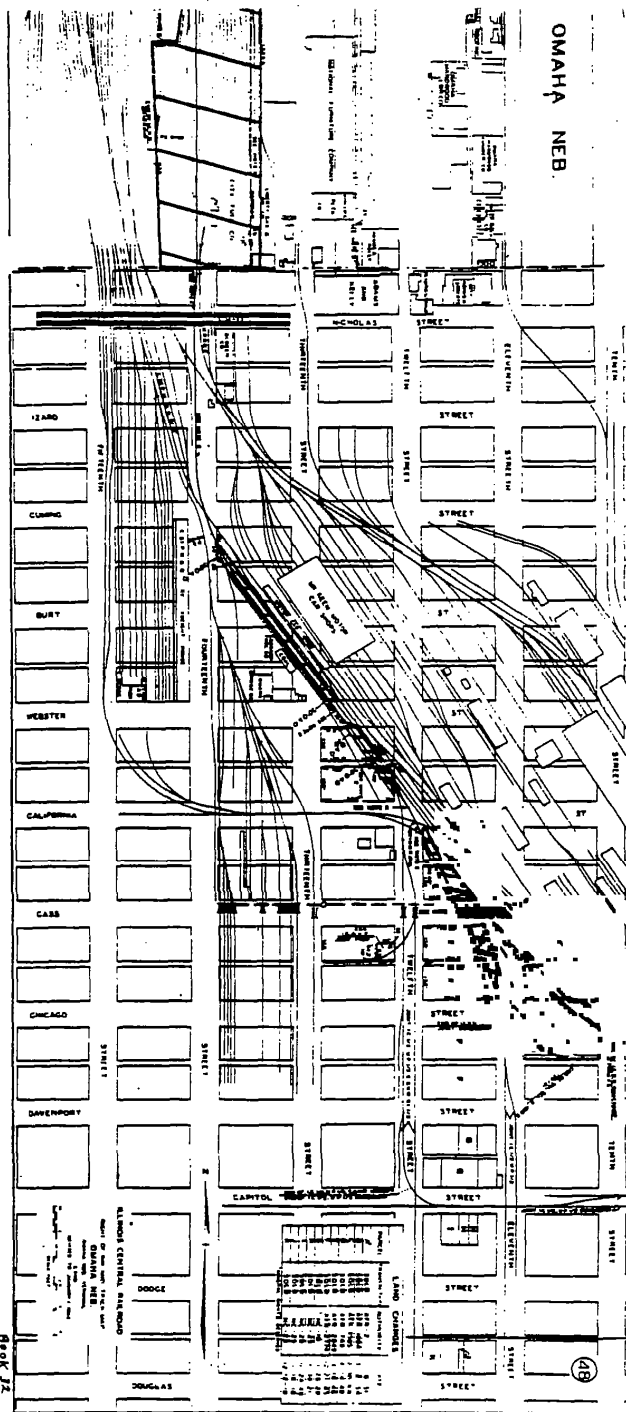


(47)

ILLINOIS CENTRAL RAILROAD
 RIGHT OF WAY AND TRACK MAP
 EAST OMAHA, IA. - OMAHA, NEB.
 DISTRICT ENGINEER
 CHICAGO, ILL.
 SHEET C

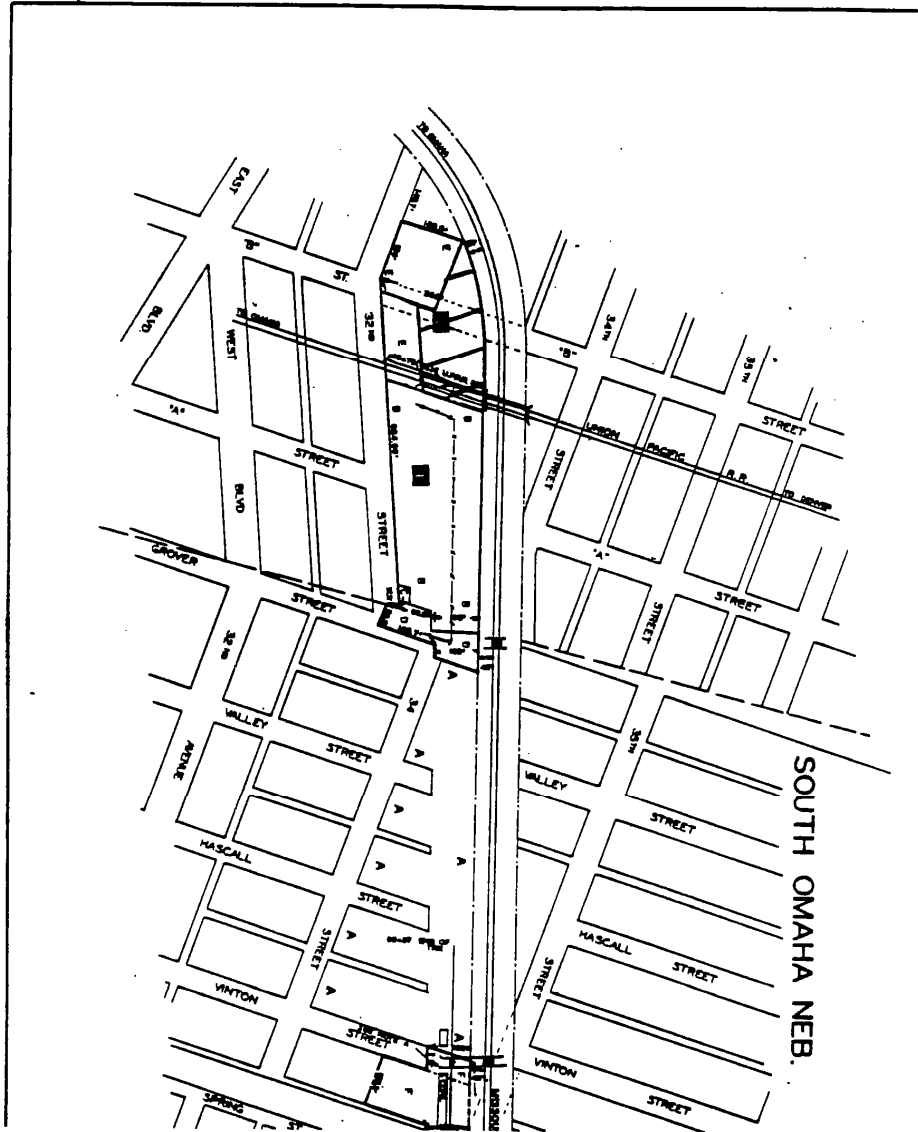
BOOK 32





SHEET D

BOOK 873

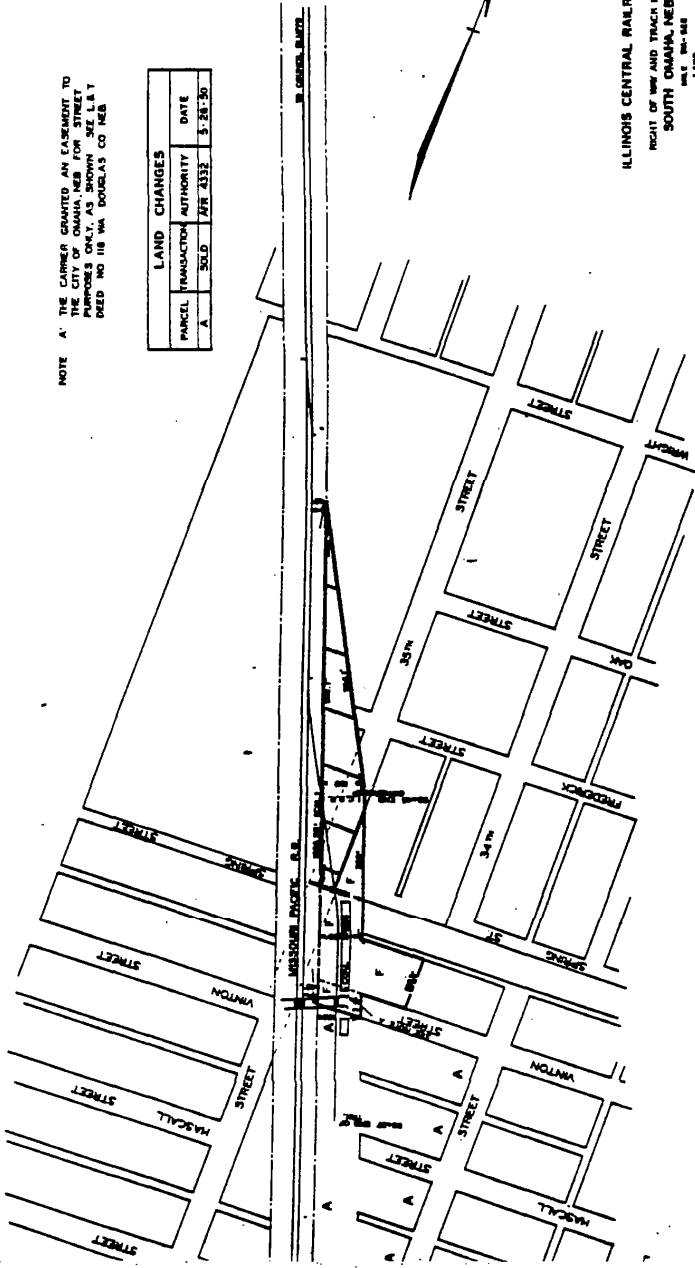


D 032059 10-14-1956
E 032481 12-15-1955
F 033556 6-15-1953

17TH OMAHA NEB.

NOTE A. THE CARRIER GRANTED AN EASEMENT TO THE CITY OF OMAHA, NEB FOR STREET PURPOSES ONLY, AS SHOWN SEE L.S.T. DEED NO 118 WA DOUGLAS CO NEB

LAND CHANGES			
PARCEL	TRANSACTION	AUTHORITY	DATE
A	SOLD	AFR 4332	3-28-50



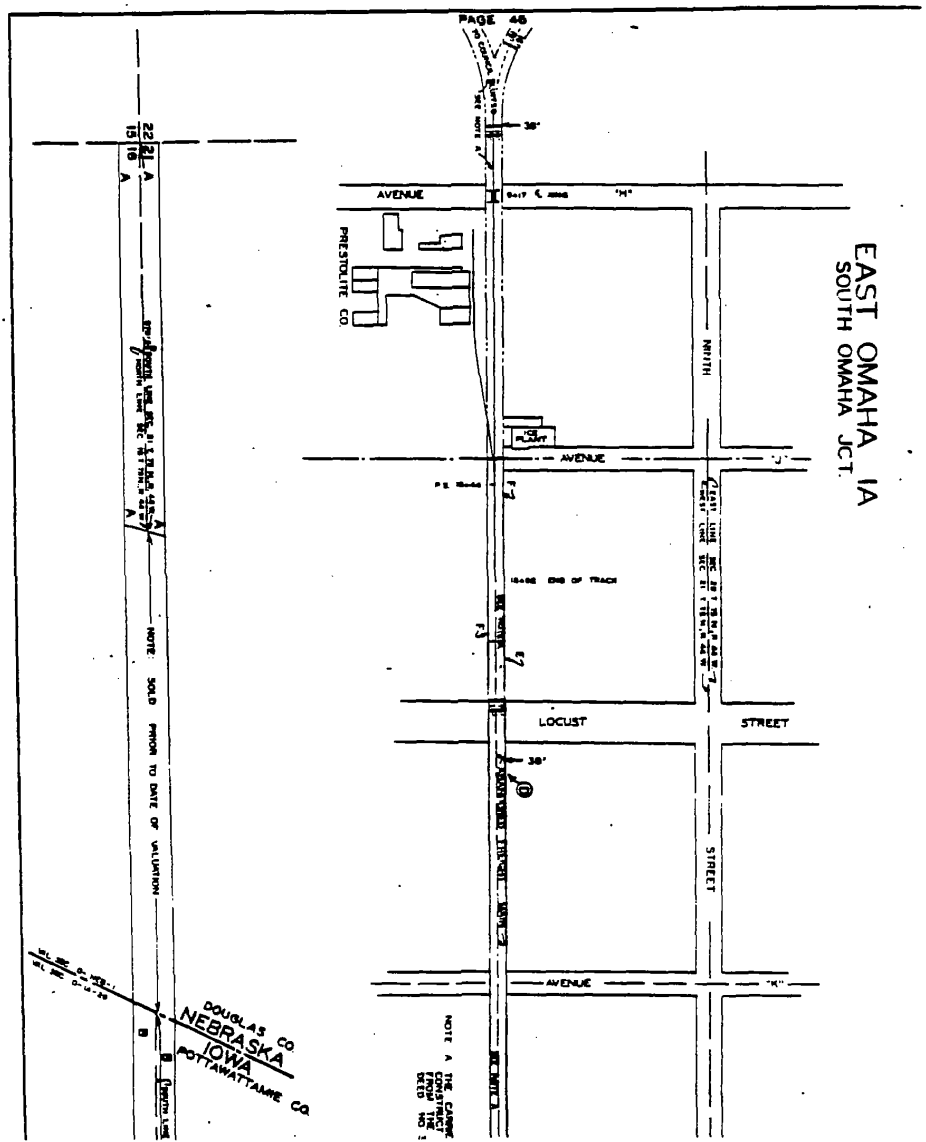
ILLINOIS CENTRAL RAILROAD
RIGHT OF WAY AND TRACK MAP
SOUTH OMAHA, NEB
MAY 1941-42
REVISED TO SHOW 1950
SCALE: 1" = 100 FEET

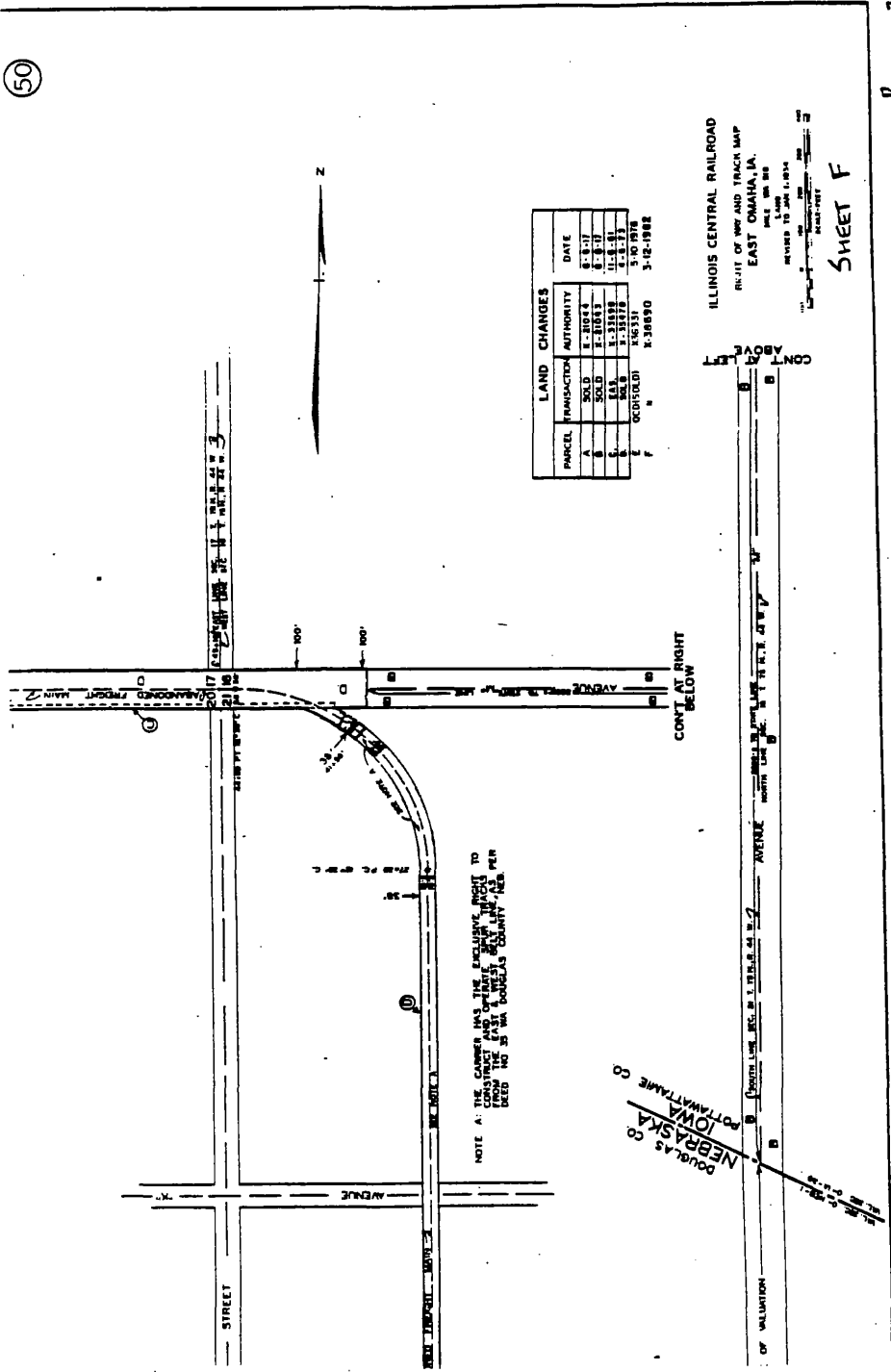
SHEET E

Book 32 12

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AE





PARCEL	TRANSACTION	AUTHORITY	DATE
A	ACQUIRED	1-20-17	1-20-17
B	SOLD	1-20-17	1-20-17
C	SOLD	1-20-17	1-20-17
D	SOLD	1-20-17	1-20-17
E	SOLD	1-20-17	1-20-17
F	ACQUIRED	1-20-17	1-20-17

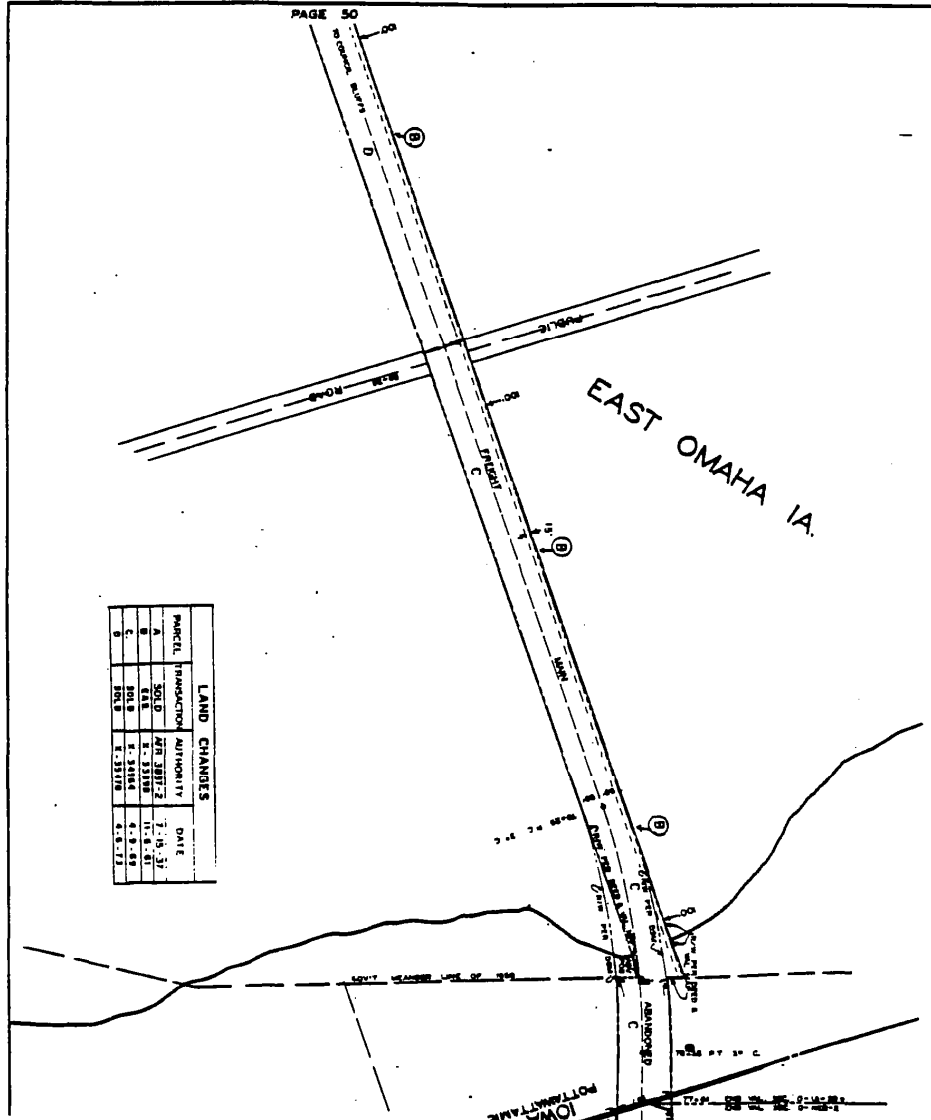
NOTE: THE CARBON HAS THE EXCLUSIVE RIGHT TO CONSTRUCT AND OPERATE A RAILROAD TRACK PERMITS FROM THE STATE OF IOWA TO BE CONVEYED TO THE STATE OF NEBRASKA.

ILLINOIS CENTRAL RAILROAD
 RIGHT OF WAY AND TRACK MAP
 EAST OMAHA, IA.
 L.S.M. 100 100
 REVISION TO JAN. 1, 1914
 SHEET F

BOOK 32 31

BOOK 873 PAGE 193

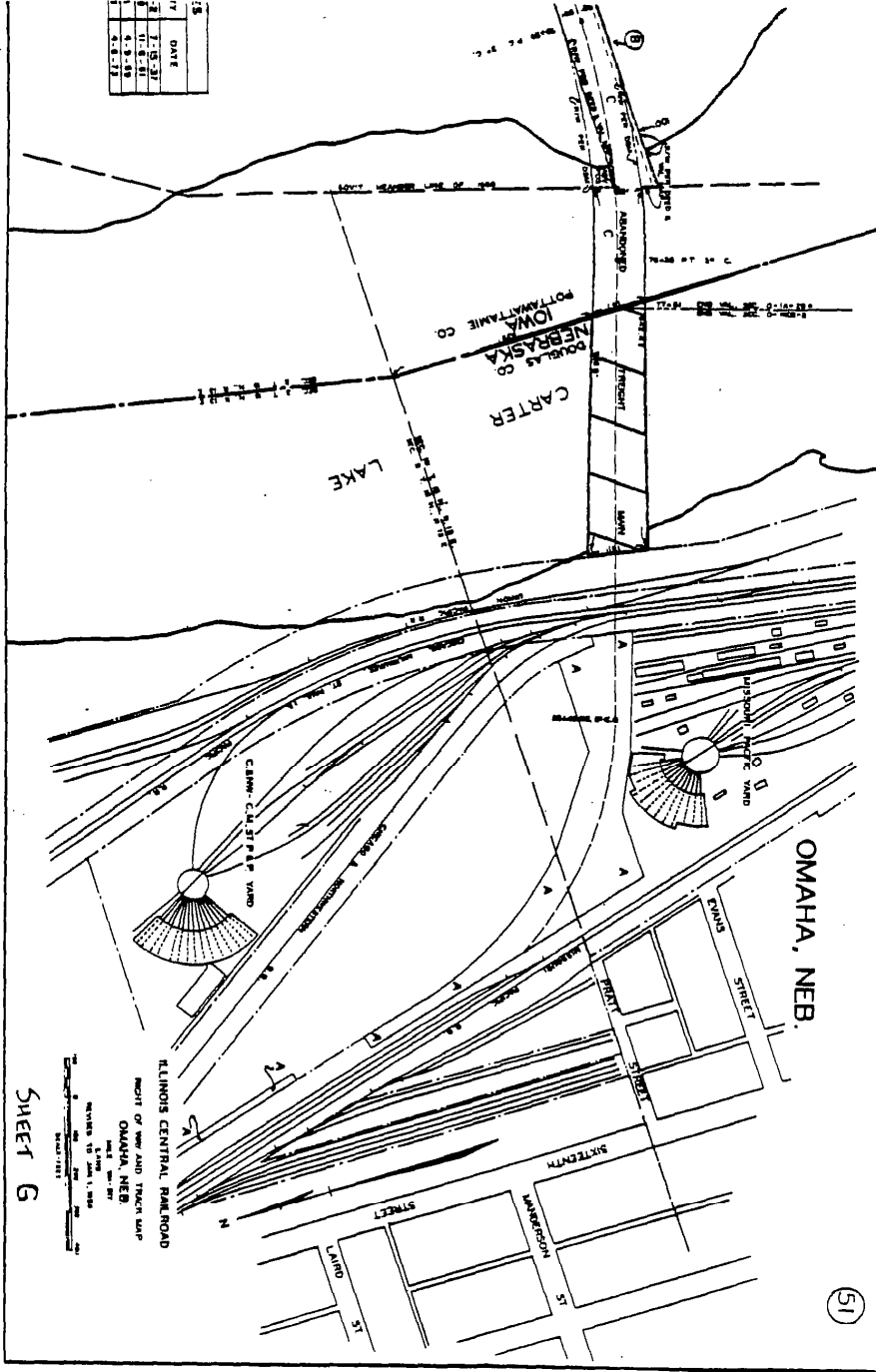
DOUGLAS CO
 NEBRASKA
 IOWA
 POTTAWATTAME CO



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LAND CHANGES			
PARCEL	TRANSACTION	AUTHORITY	DATE
A	SELL	287-28172	1-14-57
B	SELL	17-2-3118	11-8-50
C	SELL	8-28184	6-9-59
D	SELL	8-33118	6-9-73

NO.	DATE
1	7-18-31
2	11-28-31
3	4-2-32
4	4-2-32
5	4-2-32



ILLINOIS CENTRAL RAILROAD
 MOST OF NEW AND TRACK MAP
 OMAHA, NEB.
 1931

SCALE
 ONE INCH = 100 FEET
 1" = 100'

51

Listing of carsCaboose NumberFlat Car

199502	IC	920603
199506	IC	60232
199508	ICG	971535
199514	IC	60233
199509	IC	60490
199523	ICG	920413
199526	IC	60202
199527	IC	920464
199534	IC	60294
199521	IC	920501
199002		
199655		
199036		
199651		
199042		
199056		
199045		
199020		
199049		
199052		
199004		
199016		
199048		
199661		
199043		
199053		
199003		
199046		
199656		

Covered Hopper Cars

CC	81089	CC	56035	CC	56060
CC	56096	CC	56133	CC	56171
CC	56191	CC	56231	CC	56289
CC	56906	CC	764340	CC	764403
CC	764525	CC	56041	CC	56128
CC	56184	CC	56221	CC	56913
CC	755145	CC	56028	CC	56150
CC	56233	CC	56845	CC	56923
CC	755131	CC	764493	CC	56089
CC	56135	CC	56207	CC	56844
CC	56930	CC	764339	CC	56958
CC	56980	CC	56259	CC	56907
CC	56981	CC	56991	CC	81060
CC	56003	CC	56036	CC	56067
CC	56097	CC	56136	CC	56173
CC	56208	CC	56262	CC	56299
CC	56943	CC	764353	CC	764406
CC	764580	CC	56077	CC	56132

Covered Hopper Cars

CC	56198	CC	56232	CC	56915
CC	764402	CC	56057	CC	56164
CC	56246	CC	56846	CC	56925
CC	755138	CC	56109	CC	56146
CC	56902	CC	56931	CC	56369
CC	56961	CC	56993	CC	56408
CC	56955	CC	56983	CC	56992
CC	81135	CC	56016	CC	56043
CC	56068	CC	56114	CC	56137
CC	56181	CC	56209	CC	56271
CC	56338	CC	56944	CC	764361
CC	764466	CC	765609	CC	56087
CC	56144	CC	56205	CC	56247
CC	56938	CC	764449	CC	56070
CC	56178	CC	56250	CC	56849
CC	56936	CC	764372	CC	764724
CC	56113	CC	56165	CC	56229
CC	56903	CC	56941	CC	56917
CC	56969	CC	56014	CC	56863
CC	56960	CC	56984	CC	66004
CC	56020	CC	56046	CC	56075
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CC	56011	CC	56091	CC	56147
CC	56211	CC	56248	CC	56939
CC	764455	CC	56095	CC	56202
CC	56908	CC	56949	CC	764374
CC	56004	CC	56122	CC	56167
CC	56257	CC	56946	CC	755132
CC	56971	CC	56110	CC	56818
CC	56964	CC	56985	CC	76543
CC	56026	CC	56052	CC	56079
CC	56125	CC	56152	CC	56186
CC	56227	CC	56276	CC	56843
CC	755150	CC	764490	CC	56023
CC	56111	CC	56168	CC	56213
CC	56283	CC	56940	ICG	764537
CC	56105	CC	56206	CC	56292
CC	56911	CC	56952	CC	764386
CC	56059	CC	56123	CC	56188
CC	56268	CC	56916	CC	56947
CC	56953	CC	56973	CC	56140
CC	56875	CC	56968	CC	56988
CC	81051	CC	56030	CC	56090
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CC	764314	CC	764400	CC	764524
CC	56033	CC	56119	CC	56175
CC	56217	CC	56296	CC	56942
CC	764545	CC	56127	CC	56223
CC	56293	CC	56920	CC	56965
CC	764460	CC	56084	CC	56130
CC	56201	CC	56275	CC	56919
CC	56951	CC	56954	CC	56978
CC	56179	CC	56901	CC	56972
CC	56990	CC	81053	CC	85019

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Covered Hopper Cars

CC	85022	CC	85024	CC	85028
CC	85029	CC	85035	CC	85045
CC	81062	CC	81074	CC	81096
CC	81137	CC	81139	CC	81146
CC	56824	CC	56912	CC	56963
CC	56966	CC	56986	CC	56987
CC	56994	CC	745313	CC	745316
CC	755087	ICG	755021	ICG	755047
ICG	755060	ICG	755103	CC	765350
ICG	765351	ICG	765362	ICG	765608
ICG	765619	ICG	765731	ICG	767096
ICG	767172				

BOOK
873
PAGE 198Open Top Hopper Cars

CC	86104	CC	86167	CC	361119
CC	361236	CC	361336	CC	86109
CC	86168	CC	361137	CC	361282
CC	361336	CC	86112	CC	86174
CC	361162	CC	361296	CC	361374
CC	36131	CC	86180	CC	361299
CC	361382	CC	36146	CC	861109
CC	861225	CC	361313	CC	361406
CC	86141	CC	361110	CC	361230
CC	361326				

Gondolas

CC	245000	CC	245004	CC	245006
CC	245013	CC	245014	CC	245015
CC	245017	CC	245020	CC	245023
CC	245026	CC	245029	CC	245030
CC	245034	CC	245035	CC	245036
CC	245040	CC	245043	CC	245044
CC	245046	CC	245047	CC	245050
CC	245052	CC	245053	CC	245055
CC	245056	CC	245057	CC	245058
CC	245060	CC	245062	CC	245065
CC	245072	CC	245081	CC	245082
CC	245086	CC	245090	CC	245091
CC	245092	CC	245095	CC	245097
CC	245099				

Communication and signal tools, equipment and supplies on Rail Line.

Bridge and Building tools, equipment and supplies on Rail Line.

File Drive ICG 100460 with driver, leads and buckets.

Tender Car IC 4211.

Idler Car ICG 101211

(11) B & B Tool Cars:

ICX 2779 material

ICX 3048 material

(11) B & B Tool Cars: (Continued)

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ICX 1789 concrete
 ICX 1971 tool car
 ICX 2994 office & tool
 ICX 3071 office car
 ICX 2859 tool car
 ICX 2602 tool car
 ICX 3796 material
 ICX 3809 material
 ICX 2781 material

(3) Signal Cars on Rail Line:

ICX 2264
 ICX 2600
 ICX 101557

(1) Rail Motor Car ICG 100473

(5) Air Compressors, with all attachments.

(3) Welding Sets, complete with wire, feed, grinders, Boute welding equipment and power expanders.

(6) Power Plants - generators and lighting.

Engineering instruments, tools, equipment and records.

Hyrail gear and radios on all automotive equipment on Rail Line.

Handset and Packet radios existing on "Rail Line", including engine radios.

Complete Tariff File.

(20) Highly Visible Rear End Marking Devices (Placard Type).

Division Reports applicable to Rail Line (confidential handling required).

Rail Fastenings on Rail Line.

(2) Kline Trucks MD 7001 and MD 7003

(1) Second-Hand Roller Bearing Puller.

(1) Radial Drive Press (second hand).

1,000,000 gallons of Diesel Fuel.

(3) Sets of 26 Air Brake equipment.

(2) Sets of ABDW Air Brake equipment.

(12) D-77 Traction Motors.

(2) WBDRM Air Compressors.

(Continued)

- (2) 10-KW Auxillary Generators.
 (12) 567-C Fork Power Assemblies.
 (12) 567-C Blade Power Assemblies.
 (6) 645-E Fort Power Assemblies.
 (6) 645-E Blade Power Assemblies.
 (12) Water Pumps.

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Furnishings, Equipment, and Records in all offices on the line,
 excluding leased furnishing or equipment.

(12) Power Track Drill		<u>Make</u>	<u>Model</u>
PTD	- 139	Nordberg	CD
	245	"	CD
	311	"	CD
	326	"	CD
	352	"	CD
	368	"	CD
	473	"	CD
	569	"	CD
	592	"	CD
	632	"	CD
	634	"	CD
	364	"	CD
(12) Power Rail Saws			
PRS	- 322	Racine	TK-16
	378	"	TK-16
	380	"	TK-16
	432	"	TK-16
	469	"	TK-16
	471	Safetran	
	486	Racine	TK-16
	498	"	TK-16
	547	"	TK-16
	(*)	"	TK-16
	(*)	"	TK-16
	(*)	"	TK-16
(13) Motor Cars			
F	- 8975	Fairmont	S-12-H
	8933	"	MT-19-A-14
	8931	"	MT-14-L
	8399	"	A3-D-2
	8102	"	S-2-H-15
	7785	"	S-2-F-3-40
	8067	"	A3-D-1
	8854	"	M-19
	7077	"	A3-C-3

(13) Motor Cars

F	-	8872	Fairmont	A3-E-1
		7587	"	M-19-E-4
		7197	"	A-3-C-2
		8167	"	A-3-D-2

<u>Co. No.</u>	<u>Make</u>	<u>Model</u>
(1) Derrick-Hand D-67	Fairmont	W-64-A-3
(1) Derrick-Hand D-68	"	W-64-A-3
(1) Derrick-Hand D-64	"	W-64-A-3
(1) Electric Welder EW 122	Miller	2DD A/C-DF
(1) Wire Drive RW 2	Auto Arc	4000 C
(1) Rail Grinder GG 189	Nordberg	DG
(1) Rail Grinder SRP-19	Simplex	RPE-120
(1) Brush Cutter BC-7	Kershaw	10-6
(1) Bolt Tightener PBT-117	Nordberg	DW
(1) Bolt Tightener PBT-201	Raco	C
(1) Mowers-Tractors 6643	Oliver	770
(1) Mowers-Tractors 6681	John Deere	1020
(1) Mowers-Tractors 6665	IHC	2424
(1) Tractor-FEL CA 261	Case	580
(1) Tractor-Backhoe JD 260	John Deere	JD 310A
(1) Tractor-Backhoe 6605	Oliver	770
(1) Burrow Crane PR-40	Burro	30
(1) Anchor Applicator AA10	Racine	AF
(1) Anchor Applicator AA 18	Racine	AF
(1) Tamper Torsion Beam MT-123	Tamper, Inc.	ETBAG-6
(1) Tamper, Jr. MT-207J	Tamper, Inc.	UDM JSR
(1) Tamper Switch MT-300	Tamper, Inc.	NS
(1) Regulator BRC-29	Kershaw	26-2-2
(1) Air Compressor CR-234	LeRoi	150RG2E
(1) Spike Driver SD-205	1R	6PB8B
(1) Clamshell Bucket CB52	Burro	58

Description

15 Snow Plows

Co. No.

ICX 8033
8034
8035
8037
8041
8034
8045
8047
8048
8051
8052
8055
8056
8057
8058

(1) Russell Snow Plow

(1) Panel Car

ICG 920214

(1) Panel Car

ICG 905357

(12) Panel Rails

(1) MT Flat For Use with Panel Rails

ICG 100649

Track Materials

200 ton 90-lb. rail
 100 ton 112-lb. rail
 100 ton 115-lb. rail

100 pr. 90-lb. bars
 50 pr. 112-lb. bars
 50 pr. 115-lb. bars

1000 90-lb. tie plates
 1500 112-lb. tie plates

10 90-lb. No. 8 turnouts complete
 10 112-lb. No. 10 turnouts complete

20 kegs 1X 6 track bolts with washers
 30 kegs new 5/8 track spikes.

Box Cars

CC 11096	CC 11250	CC 11258
CC 12001	CC 12003	CC 12023
CC 12037	CC 12048	CC 12056
CC 12068	CC 12153	CC 12396
CC 155160	CC 155241	CC 156509
CC 156515	CC 156524	CC 156547
CC 156564	CC 156568	CC 156589
CC 156604	CC 156694	CC 156721
CC 156734	CC 156738	CC 156754
CC 156830	CC 156838	CC 156911
CC 156920	CC 156950	CC 156962
CC 156972	CC 156990	CC 156992
CC 157048	CC 157773	CC 157860
CC 157874	CC 513862	CC 561810
CC 562514	CC 562622	CC 562806
CC 565354	CC 568417	CC 568656
CC 591099	CC 591245	CC 562717
CC 591514		

Open Hoppers

CC	86044	CC	86057	CC	86060
CC	86069	CC	86077	CC	86101
CC	86105	CC	86115	CC	86133
CC	86150	CC	86153	CC	86162
CC	86173	CC	86176	CC	361133
CC	361446	CC	361455	CC	361462
CC	361543	CC	361551	CC	361555
CC	361719	CC	361736	CC	361797
CC	361909	CC	361951	CC	362023
CC	362166				

Intermodal Flats

CC	645000	CC	645001	CCWX	6001
CC	645003	CC	645004	CC	645005
CC	645006	CCWX	6006	CC	645008
CC	645009	CCWX	6002	CC	645011
CC	645012	CCWX	6005	CC	645014
CC	645015	CCWX	6000	CC	645017
CC	645018	CC	645019	CC	645020
CC	645021	CC	645022	CC	645023
CCWX	6004	CC	645025	CC	645026
CC	645027	CC	645028	CC	645029
CC	645030	CC	645031	CC	645032
CC	645033	CC	645034	CC	645035
CCWX	6003	CC	645037	CC	645038

Helm Cars

CC	300004	CC	300012	CC	300021
CC	300047	CC	300063	CC	300071
CC	300080	CC	300098	CC	300101
CC	300110	CC	300128	CC	300136
CC	300152	CC	300161	CC	300179
CC	300187	CC	300195	CC	300209
CC	300225	CC	300241	CC	300250
CC	300268	CC	300276	CC	300284
CC	300292	CC	300306	CC	300314
CC	300322	CC	300331	CC	300349
CC	300357	CC	300365	CC	300373
CC	300381	CC	300390	CC	300403
CC	300411	CC	300438	CC	300446
CC	300454	CC	300462	CC	300471
CC	300489	CC	300497	CC	300527
CC	300543	CC	300551	CC	300560
CC	300578	CC	300586	CC	300594
CC	300608	CC	300616	CC	300624
CC	300659	CC	300667	CC	300691
CC	300705	CC	300730	CC	300756
CC	300772	CC	300799	CC	300811
CC	300829	CC	300837	CC	300845
CC	300853	CC	300861	CC	300870
CC	300888	CC	300896	CC	300900
CC	300918	CC	300926	CC	300934
CC	300942	CC	300951	CC	300969

CC	300977	CC	300985	CC	300993
CC	301001	CC	301019	CC	301027
CC	301035	CC	301043	CC	301051
CC	301060	CC	301078	CC	301086
CC	301108	CC	301116	CC	301124
CC	301132	CC	301159	CC	301167
CC	301175	CC	301183	CC	301191
CC	301205	CC	301213	CC	301221
CC	301248	CC	301256	CC	301264
CC	301281	CC	301299	CC	301311
CC	301329	CC	301337	CC	301345
CC	301353	CC	301361	CC	301370
CC	301388	CC	301396	CC	301400
CC	301418	CC	301434	CC	301442
CC	301469	CC	301477	CC	301485
CC	301507	CC	301518	CC	301523
CC	301531	CC	301540	CC	301558
CC	301566	CC	301574	CC	301582
CC	301591	CC	301604	CC	301621
CC	301639	CC	301647	CC	301655
CC	301663	CC	301671	CC	301680
CC	301698	CC	301710	CC	301728
CC	301736	CC	301744	CC	301752
CC	301761	CC	301779	CC	301787
CC	301795	CC	301809	CC	301817
CC	301825	CC	301833	CC	301841
CC	301850	CC	301868	CC	301876
CC	301884	CC	301892	CC	301906
CC	301914	CC	301931	CC	301949
CC	301957	CC	301965	CC	301973
CC	301981	CC	301990	CC	302007
CC	302015	CC	302023	CC	302031
CC	302058	CC	302066	CC	302082
CC	302091	CC	300781		

ACCT10/88121503.dw

<u>TYPE</u>	<u>ORIGINAL SERIAL NUMBER</u>	<u>REVISED SERIAL NUMBER</u>	<u>YEAR BUILT</u>
GP-8	7904	1504	1970
GP-8	7905	1505	1972
GP-8	7983	1583	1972
GP-8	7984	1584	1972
GP-8	7985	1585	1972
GP-8	7989	1589	1972
GP-8	7990	1590	1972
GP-8	7991	1591	1972
GP-8	7992	1592	1972
GP-8	7993	1593	1972
GP-10	8002	1702	1972
GP-10	8005	1705	1972
GP-10	8012	1712	1970
GP-10	8019	1719	1971
GP-10	8023	1723	1970
GP-10	8032	1732	1971
GP-10	8033	1733	1971
GP-10	8035	1735	1971
GP-10	8039	1739	1969
GP-10	8041	1741	1971
GP-10	8044	1744	1971
GP-10	8045	1745	1969
GP-10	8055	1755	1971
GP-10	8056	1756	1970
GP-10	8058	1758	1970
GP-10	8059	1759	1970
GP-10	8063	1763	1970
GP-10	8065	1765	1970
GP-10	8077	1777	1971
GP-10	8079	1779	1970
GP-10	8093	1793	1970
GP-10	8111	1711	1971
GP-10	8114	1714	1971
GP-10	8121	1721	1970
GP-10	8134	1734	1969
GP-10	8150	1750	1970
GP-10	8159	1749	1969
GP-10	8163	1743	1971
GP-10	8165	1775	1970
GP-10	8169	1769	1971
GP-10	8170	1770	1971
GP-10	8171	1771	1971
GP-10	8179	1789	1971

<u>TYPE</u>	<u>ORIGINAL SERIAL NUMBER</u>	<u>REVISED SERIAL NUMBER</u>	<u>YEAR BUILT</u>
GP-10	8181	1781	1971
GP-10	8188	1788	1970
GP-10	8190	1790	1970
GP-10	8194	1794	1971
GP-10	8199	1799	1970
GP-10	8211	1710	1971
GP-10	8233	1633	1968
GP-10	8234	1734	1971
GP-10	8254	1654	1971
GP-10	8258	1758	1970
GP-10	8260	1760	1971
GP-10	8269	1669	1971
GP-9	9376	1676	1959
GP-18	9400	1800	1960
GP-18	9402	1802	1960
GP-18	9405	1805	1960
GP-18	9406	1806	1960
GP-18	9408	1808	1960
GP-18	9413	1813	1960
GP-18	9414	1814	1960
GP-18	9420	1820	1963
GP-18	9426	1826	1963
GP-18	9427	1827	1963
GP-18	9428	1828	1963
GP-28	9438	1838	1964
GP-28	9439	1839	1964
GP-28	9440	1840	1964
SW-7R	1200	1200	1967
SW-13	1300	1300	1971
SW-13	1301	1301	1971
SW-14	1428	1228	1980

DATE

DL	LOC/REMARK	ORIGINAL NO'S	NEW SERIAL #	NEW SERIAL #	USD QTY DESCRIPTION	USE	DATE PUR	PURCHASE PRICE	ORIGINAL IMPROVEMENTS	YEAR	B/L	REMAINING DEPRECIABLE DAN	IRI	IRY	TT	JMS	DISPOSED	IRSE-RDIN CODE	DM	LIFE	CR	FAC	PMP	LSE	TEIM	
0731052		784	154		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		785	156		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		786	157		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		787	158		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		788	159		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		789	160		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		790	161		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		791	162		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		792	163		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		793	164		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		794	165		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		795	166		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		796	167		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		797	168		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		798	169		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		799	170		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		800	171		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		801	172		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		802	173		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		803	174		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		804	175		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		805	176		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		806	177		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		807	178		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		808	179		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		809	180		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		810	181		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		811	182		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		812	183		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		813	184		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		814	185		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		815	186		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		816	187		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		817	188		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		818	189		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		819	190		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		820	191		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		821	192		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		822	193		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		823	194		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		824	195		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					
0731052		825	196		U	1 08-6, 1500 IP	ORIGINAL LINE PURCHASE	122405	813,300		1970	7	24,575					610725 0		1	5					

IMP05E1

POOR COPY

LOC/WORK SHOP - ORDER	MANUFACTURER'S SERIAL #	INTERNAL 7 REV IDENTIFIER - USD-817-DESCRIPTION	DATE PURCHASED	PRICE	REMARKS
0731016	053006	1 EXECUTIVE DESK	05/08/86	134000	
0731016	053007	1 CREDENZA	05/08/86	145000	
0731016	053008	4 OCCASIONAL CHAIR	05/08/86	194000	
0731016	053009	12 CONFERENCE CHAIR	05/08/86	252000	
0731016	053010	15 SIDE CHAIRS	05/08/86	310000	
0731016	053011	1 SECRETARIAL CHAIR	05/08/86	102000	
0731016	053012	4 LOUNGE CHAIR	05/08/86	102000	
0731016	053013	1 SWIVEL TILT	05/08/86	52000	
0731016	053014	2 SIDE CHAIR	05/08/86	100000	
0731016	053015	2 LOVE SEAT	05/08/86	100000	
0731016	053016	2 SECRETARIAL CHAIRS	05/08/86	100000	
0731016	053017	1 SIDE CHAIR	05/08/86	100000	
0731016	053018	2 CHAIRS	05/08/86	100000	
0731016	053019	4 CHROME TABLE BASES	05/08/86	100000	
0731016	053020	14 MAX STACKERS	05/08/86	100000	
0731016	053021	2 STORAGE CARTS	05/08/86	100000	
0731016	053022	4 36 X 36 SQUARE TABLE TOP	05/08/86	20000	
0731016	053023	1 COMPLETE BAR UNIT	05/08/86	120000	
0731016	053024	1 CABINETS	05/08/86	100000	
0731016	053025	1 10 X 8 CONFERENCE TABLE	05/08/86	100000	
0731016	053026	25 WORK SURFACES & SUPPORT LEGS FOR WORKSTATIONS	05/08/86	500000	
0731016	053027	1 PARTS FOR STEEL SHELVING	05/08/86	100000	
0731016	053028	2 FLIPPER BOOK UNITS	05/08/86	100000	
0731016	053029	1 SWIVEL TILT CHAIR	05/08/86	100000	
0731016	053030	1 MISC. OFFICE FURNITURE	05/08/86	100000	
0731016	053031	1 DESK	05/08/86	25000	
0731016	053032	3 ANTI-STATIC CHAIRS	05/08/86	50000	
0731016	053033	1 BELT CHAIR MATS	05/08/86	10000	
0731016	053034	1 RIBBON PRINTER	05/08/86	10000	
0731016	053035	1 LASER AT PC	05/08/86	10000	
0731016	053036	1 COMPUTER TABLE	05/08/86	10000	
0731016	053037	3 OFFICE WASTEBASKETS	05/08/86	10000	
0731016	053038	1 SEC. CHAIR	05/08/86	10000	
0731016	053039	1 100 SEL. II TYPEWRITER	05/08/86	10000	
0731016	053040	2 SHELVING KITS	05/08/86	10000	
0731016	053041	1 DESK	05/08/86	10000	
0731016	053042	2 CHAIRS	05/08/86	10000	
0731016	053043	1 XANTON 7650 COPIER	05/08/86	10000	
0731016	053044	1 XANTON 7650 COPIER	05/08/86	10000	
0731016	053045	1 814277 OHM-120 TRAC	05/08/86	10000	
0731016	053046	1 460003402	05/08/86	10000	
0731016	053047	1 113778	05/08/86	10000	
0731016	053048	13 FILES	05/08/86	10000	
0731016	053049	1 BIDDLE WIDE ADDRESS	05/08/86	10000	
0731016	053050	2 SWIVEL TILT CHAIRS	05/08/86	10000	
0731016	053051	3 FILE FILE CABINETS	05/08/86	10000	
0731016	053052	1 RECEPTION STATION/ONE TEL	05/08/86	10000	
0731016	053053	1 LEGAL FILE	05/08/86	10000	
0731016	053054	1 40 X 20 CREDENZA	05/08/86	10000	
0731016	053055	2 ARMLESS SIDE CHAIRS	05/08/86	10000	
0731016	053056	2 ADDRESSSES	05/08/86	10000	

POOR COPY

C/L	LOC/ A/C/DBX	MANUFACTURER'S	INTERNAL	NEW	DESCRIPTION	USE	DATE	PURCH	PRICE	ORIGINAL	YEAR	DATE	DISPOSED	DISP	VAL	REPAIRABLE	CODE	DBX
A	SHOP	ORDER	SERIAL #	IDENTIFIER	USD BY													
071016	09	3734		U	1 PRINTER		03/18											03100
071016	10	75453		K	1 MODER		07/18											03100
071016	11	42424		K	1 CONTROL		12/18											03100
071016	11	42589		U	1 DISPLAY		03/18											03100
071016	11	38279		U	1 AIR CLEAN		12/18											03100
071037		03514		U	1 JORDAN SPREADER		12/18											
071037		079797		U	1 J.P. AIR COMPRESSOR		12/18											
071037		12-001		U	1 LEROI AIR COMPRESSOR		12/18											
071037		12-005		U	1 T.R. AIR COMPRESSOR		12/18											
071037		12-006		U	1 T.R. AIR COMPRESSOR		12/18											
071037		16-002		U	1 KERSHAW 74-2-1 NLT REC		12/18											
071037		19-001		U	1 MORDEG BOLT MACHINE		12/18											
071037		19-002		U	1 SAFETAM BOLT MACHINE		12/18											
071037		19-003		U	1 SAFETAM BOLT MACHINE		12/18											
071037		19-004		U	1 SAFETAM BOLT MACHINE		12/18											
071037		19-005		U	1 SAFETAM BOLT MACHINE		12/18											
071037		19-006		U	1 SAFETAM NUT MACHINE		12/18											
071037		111-001		U	1 FAIRMONT RUSH CUTTER		12/18											
071037		061901001		U	1 PROLEC RUSH CUTTER		12/18											
071037		122-001		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-002		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-003		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-004		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-005		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-006		U	1 MORDEG RAIL DRILL CP		12/18											
071037		122-007		U	1 MORDEG RAIL DRILL CP		12/18											
071037		133-000		U	1 OLYVER FRONT END-LOADER		12/18											
071037		00151-725		U	1 OLYVER FRONT END-LOADER		12/18											
071037		133-001		U	1 JOHN DEERE LOADER		12/18											
071037		133-006		U	1 FORK 2400 W/DRUSH WOC		12/18											
071037		133-007		U	1 JP 2400 LINDER-TRACTOR		12/18											
071037		133-008		U	1 CASE 580C LOADER-TRACTOR		12/18											
071037		219-001		U	1 RACHE RAIL SAW		12/18											
071037		6774		U	1 RACHE RAIL SAW		12/18											
071037		139-003		U	1 RACHE RAIL SAW		12/18											
071037		139-004		U	1 RACHE RAIL SAW		12/18											
071037		139-005		U	1 RACHE RAIL SAW		12/18											
071037		139-006		U	1 RACHE RAIL SAW		12/18											
071037		139-007		U	1 RACHE RAIL SAW		12/18											
071037		139-008		U	1 RACHE RAIL SAW		12/18											
071037		139-009		U	1 FAIRMONT SPIKE PULLER		12/18											
071037		139-002		U	1 FAIRMONT SPIKE PULLER		12/18											
071037		158-007		U	1 FAT-FALL-AST-DRAWING-SHOWRIG		12/18											
071037		153-001		U	1 TAMPER VHM TAMPER		12/18											
071037		154-001		U	1 ELECTRO SWITCH TAMPER		12/18											
071037		122821		U	1 JACKSON 2100		12/18											
071037		743478		U	1 CE WELDER		12/18											
071037		192		U	1 RACHE ANCHOR FAST		12/18											
071037		198		U	1 RACHE ANCHOR-FAST		12/18											
071037		00101644		U	1 TAMPER C-FRAME BEST REC		12/18											
071037		177		U	1 MODEL 10 BURRO FRAME		12/18											

C/L	W/C	MANUFACTURER'S	INTERVAL	NEW	USE	DATE	PRICE	AMOUNT	REMARKS	QTY	UNIT	EXT
1	2	3	4	5	6	7	8	9	10	11	12	13
721037		JN BEER	LOADER	BACKHOE	W/ CASE CONTROLS	52707	2377167	2197258		0		
721037		JN BEER	LOADER	BACKHOE	W/ CASE CONTROLS	52707	2377167	2197258		0		
721037		FATIMORT	W-84	MILLIFLTER		45067	45067	45067		0		
721037		FAT	SCAFFOLD	DESIGNER		1300229	1300229	1300229		0		
721037		PORTEC	TAPER	SPACER		1171730	1171730	1171730		0		
721037		MARK J	JUNIOR	TAMPER		441257	441257	441257		0		
721037		MARK III	SWITCH	TAMPER		441257	441257	441257		0		
721037		TAMPER	TR1	TIE EXCHANGER		45007	45007	45007		0		
721037		RIV	TIE HANDLE/CRANE		45007	45007	45007	45007		0		
721037		RIV	TIE HANDLE/CRANE		45007	45007	45007	45007		0		
721037		KERSHAW	TIE	INJECTOR		510311	510311	510311		0		
721037		CAMRO	SWITCH	OVERCUTTER / TAMPER COPPER		420107	420107	420107		0		
721037		RACINE	ANCHOR	FAST		441100	441100	441100		0		
721037		RACINE	ANCHOR	FAST		441100	441100	441100		0		
721037		SCHWARZ	AIR	COMPRESSOR		441100	441100	441100		0		
721037		SCARR	AIR	COMPRESSOR		441100	441100	441100		0		
721037		TAMPER	C-FRAME	BALLAST REGULATOR		441100	441100	441100		0		
721037		KERSHAW	24-1	BALLAST-REG		441100	441100	441100		0		
721037		LOAN	BALLAST	PLUG-SLEE		441100	441100	441100		0		
721037		WESTAR	1500	BOLT MACHINE		441100	441100	441100		0		
721037		MODEL	40	MURO-GRAB		441100	441100	441100		0		
721037		MORBERG	TIE	ROLL		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		PETITROE	SPEEDING	4410		441100	441100	441100		0		
721037		JN BEER	LOADER	BACKHOE		441100	441100	441100		0		
721037		BELO	MAIL	CRANKER		441100	441100	441100		0		
721037		BELO	MAIL	CRANKER		441100	441100	441100		0		
721037		BELO	MAIL	CRANKER		441100	441100	441100		0		
721037		RACOR	90-4			441100	441100	441100		0		
721037		RACOR	90-4			441100	441100	441100		0		
721037		RACOR	90-4			441100	441100	441100		0		
721037		RACOR	90-4			441100	441100	441100		0		
721037		TAMPER	HYDRAWEAR			441100	441100	441100		0		
721037		PARK	11	TORSION REAR		441100	441100	441100		0		
721037		MARK III	TAMPER			441100	441100	441100		0		
721037		MARK III	TAMPER			441100	441100	441100		0		
721037		E.S.	SWITCH	TAMPER		441100	441100	441100		0		
721037		JACKSON	925			441100	441100	441100		0		
721037		RIV	TIE HANDLE/CRANE			441100	441100	441100		0		
721037		RIV	TIE HANDLE/CRANE			441100	441100	441100		0		
721037		MORBERG	TIE	SPACER		441100	441100	441100		0		
721037		MORBERG	TIE	SPACER		441100	441100	441100		0		
721037		MILLER	WELDER			441100	441100	441100		0		
721037		MILLER	WELDER			441100	441100	441100		0		

Q/L	LOC/	MANUFACTURER'S	INTERNAL	NEW	DATE	PURCHASE	ORIGINAL	YEAR	Q/L	DISPOSED	DATE	Q/L
Q	SHIP	ORDER	SERIAL	IDENTIFIER	USD	QTY	DESCRIPTION	USE	DATE	PRICE	IMP	QTY
0731037		500687	X77-003	U			1	BELO II HELDER				
0731037			X77-004	U			1	BELO II HELDER				
0731037		50674	X77-005	U			1	BELO II HELDER				
0731037		353553	X77-006	U			1	BELO II HELDER				
			X79-001	U			1	FORTEC JAW STRAIGHTNER				

FLAT CARS

GMO 74084	GMO 74087	GMO 74088	GMO 74552	IC 60202	IC 60212
IC 60216	IC 60232	IC 60233	IC 60237	IC 60242	IC 60258
IC 60266	IC 60267	IC 60284	IC 60286	IC 60292	IC 60294
IC 60332	IC 60359	IC 60441	IC 60443	IC 60446	IC 60468
IC 60479	IC 60483	IC 60490	IC 260514	IC 920464	IC 920470
IC 920603	IC 920607	IC 920656	IC 920677	IC 970573	IC 971513
ICG 920105	ICG 920196	ICG 920413	ICG 920474	ICG 920483	ICG 92050
ICG 920555	ICG 920561	ICG 920600	ICG 920608	ICG 920687	ICG 92180
ICG 971520	ICG 971535				

COVERED HOPPER CARS

GMO 081089	IC 056003	IC 056016	IC 056020	IC 056026	IC 05603
IC 056035	IC 056036	IC 056043	IC 056046	IC 056052	IC 05605
IC 056060	IC 056067	IC 056068	IC 056075	IC 056079	IC 05609
IC 056096	IC 056097	IC 056114	IC 056121	IC 056125	IC 05612
IC 056133	IC 056136	IC 056137	IC 056143	IC 056152	IC 05616
IC 056171	IC 056173	IC 056181	IC 056182	IC 056186	IC 05618
IC 056191	IC 056208	IC 056209	IC 056218	IC 056227	IC 05622
IC 056231	IC 056262	IC 056271	IC 056274	IC 056276	IC 05628
IC 056289	IC 056299	IC 056338	IC 056384	IC 056843	IC 05685
IC 056906	IC 056943	IC 056944	IC 056948	ICG 755150	ICG 76431
ICG 764340	ICG 764353	ICG 764361	ICG 764366	ICG 764383	ICG 76440
ICG 764403	ICG 764406	ICG 764466	ICG 764476	ICG 764490	ICG 76452
ICG 764525	ICG 764580	ICG 765609	IC 056011	IC 056023	IC 05603
IC 056041	IC 056077	IC 056087	IC 056091	IC 056111	IC 05612
IC 056128	IC 056132	IC 056144	IC 056147	IC 056168	IC 05617
IC 056184	IC 056198	IC 056205	IC 056211	IC 056213	IC 05622
IC 056221	IC 056232	IC 056247	IC 056248	IC 056283	IC 05629
IC 056913	IC 056915	IC 056938	IC 056939	IC 056940	IC 05694
ICG 755145	ICG 764402	ICG 764449	ICG 764455	ICG 764537	ICG 76454
IC 056028	IC 056057	IC 056070	IC 056095	IC 056105	IC 05611
IC 056150	IC 056164	IC 056178	IC 056202	IC 056206	IC 05621
IC 056233	IC 056246	IC 056250	IC 056269	IC 056292	IC 05629
IC 056845	IC 056846	IC 056849	IC 056908	IC 056911	IC 05692
IC 056923	IC 056925	IC 056936	IC 056949	IC 056952	IC 05696
ICG 755131	ICG 755138	ICG 764372	ICG 764374	ICG 764386	ICG 76440
ICG 764493	ICG 764543	ICG 764724	IC 056004	IC 056059	IC 05607
IC 056089	IC 056109	IC 056113	IC 056122	IC 056123	IC 05613
IC 056135	IC 056146	IC 056165	IC 056167	IC 056188	IC 05620
IC 056207	IC 056216	IC 056229	IC 056257	IC 056268	IC 05627
IC 056844	IC 056902	IC 056903	IC 056905	IC 056916	IC 05692
IC 056930	IC 056931	IC 056941	IC 056946	IC 056947	IC 05695
ICG 764339	IC 056369	IC 056917	ICG 755132	IC 056953	IC 05696
IC 056958	IC 056961	IC 056969	IC 056971	IC 056973	IC 05697
IC 056980	IC 056993				

B. CERTAIN RIGHTS:

All rights assigned to Mortgagee by Illinois Central Gulf Railroad Company ("ICG") with respect to licenses, leases, easements, trackage rights, joint facility agreements and all other assignable agreements applicable to the railroad lines acquired by Mortgagee pursuant to a Purchase and Sale Agreement between Mortgagee and ICG, dated as of April 1, 1985.

Certain Other Collateral

All rights of Mortgagee under the Purchase and Sale Agreement made as of the 1st day of April, 1985, between Mortgagee and ICG, as amended, and all certificates, agreements and other instruments delivered to Mortgagee by ICG thereunder or entered into between Mortgagee and ICG pursuant thereto, including closing certificates, the agreements and instruments attached as exhibits to such Purchase and Sale Agreement, and all indemnity and escrow agreements entered into in connection with the closing under such Purchase and Sale Agreement.