

Illinois Central Gulf Railroad

an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

William H Sanders
Corporate Counsel

APR 1 1977
FEE PAID

7-116A054

Hon. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

8557-B
RECORDATION NO. Filed & Recorded

APR 26 1977
10

APR 26 1977 - 3 12 PM

Dear Mr. Oswald:

INTERSTATE COMMERCE COMMISSION

I enclose for recording with the Commission executed counterparts of a Supplemental Equipment Trust Agreement dated as of March 28, 1977, which constitutes an amendment to Illinois Central Gulf Railroad Equipment Trust Agreement, Series 12, dated as of October 15, 1976. The fee for recordation is likewise enclosed.

The Equipment Trust Agreement to which the enclosed is an amendment was recorded with the Commission on November 5, 1976, Recordation No. 8557.

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

Trustee: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
(successor in interest to
Illinois Central Railroad Company)
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by this Supplemental Agreement is one General Purpose Diesel Locomotive, Model GP8, No. ICG 7954.

Upon completion of the recording please return to the bearer of this letter the counterparts not needed for your files.

Very truly yours,

William H. Sanders

Vertical handwritten notes on the left margin, including a signature that appears to read "Oswald" and other illegible cursive text.

Interstate Commerce Commission
Washington, D.C. 20423

4/26/77

OFFICE OF THE SECRETARY

William H. Sanders
233 North Michigan Avenue
Chicago, Illinois 60601

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on **4/26/77** at **3:10pm** and assigned recordation number(s) **8557-B**

Sincerely yours,


Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of
March 28, 1977

RECORDATION NO. 8557-B Filed & Recorded

APR 26 1977 - 3 10 PM

INTERSTATE COMMERCE COMMISSION

TO

ILLINOIS CENTRAL GULF RAILROAD EQUIPMENT TRUST

Series 12

Dated as of October 15, 1976

BETWEEN

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of March 28, 1977, by and between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a corporation duly organized and existing under the laws of the State of New York (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor to Illinois Central Railroad Company), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Railroad):

WHEREAS, there is in existence between the Trustee and the Railroad a certain Equipment Trust Agreement dated as of October 15, 1976 and designated as Illinois Central Gulf Railroad Equipment Trust Agreement, Series 12 (hereinafter called the Trust Agreement), pursuant to which the Railroad has agreed to cause to be transferred to the Trustee the railroad equipment (hereinafter called the Trust Equipment) described in Schedule A thereto, and the Trustee has agreed to lease the Trust Equipment to the Railroad until title to such Trust Equipment is transferred by the Trustee to the Railroad under the provisions thereof; and

WHEREAS, the Trust Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20C of the Interstate Commerce Act on November 5, 1976 and was assigned Recordation No. 8557; and

WHEREAS, one of the units of Trust Equipment, being a General Purpose Diesel Locomotive, Model SD-38, Number ICG 2000, has not yet been remanufactured in the shops of the Railroad and is not scheduled for such remanufacture in the immediate future, but remanufacture of another General Purpose Diesel Locomotive, being Number ICG 7954, Model GP-8, is to be completed in April, 1977; and

WHEREAS, said Locomotive Number ICG 7954 has a Fair Value and Purchase Price equal to the Estimated Purchase Price for said Locomotive Number ICG 2000 set out in Schedule A to the Trust Agreement; and

WHEREAS, Sections 3.4 and 4.9 of the Trust Agreement provide for the application of proceeds deposited with the Trustee, pursuant to said Sections, to the purchase of additional Equipment (hereinafter called Additional Trust Equipment) and the Trustee now has such proceeds on hand; and

WHEREAS, the Railroad has approved said Locomotive Number ICG 7954 as qualified Additional Trust Equipment entitled to be substituted for Locomotive Number ICG 2000 and desires to cause title to said Additional Trust Equipment to be vested in the Trustee upon acquisition thereof by the Trustee with funds in its possession as aforesaid;

NOW, THEREFORE, for and in consideration of the rents hereinafter provided for and the covenants herein contained, this Supplemental Equipment Trust Agreement WITNESSETH as follows:

ARTICLE I.

The Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Equipment Trust Certificates, Series 12, the Additional Trust Equipment described in ARTICLE II hereof. The Company will deliver or cause to be delivered the said Additional Trust Equipment in accordance with the provisions of Section 3.1 of Article III of the said Agreement.

ARTICLE II.

The Trustee, acting in pursuance of the aforesaid Agreement, has let and leased and does hereby let and lease to the Company the following Additional Trust Equipment (first put into service after April 1, 1977) of Illinois Central Equipment Trust, Series 12, to-wit:

<u>Units</u>	<u>Description</u>	<u>Purchase Price</u>
1	General Purpose Diesel Locomotive, Model GP 8, No. ICG 7954	\$309,940

ARTICLE III

The equipment described in ARTICLE II replaces the following Trust Equipment described and set out in the Agreement, which has not been delivered and is hereby deleted from the list of Trust Equipment:

<u>Units</u>	<u>Description</u>	<u>Estimated Purchase Price</u>
1	General Purpose Diesel Locomotive, Model SD-38, No. ICG 2000	\$309,940

ARTICLE IV.

The Trustee and the Company covenant and agree that the lease of the Additional Trust Equipment as provided in ARTICLE II hereof shall be upon and subject to the terms and conditions of the said Agreement, and such Additional Trust Equipment shall be part of the Trust Equipment, subject to all the terms and conditions of the said Lease and of the said Agreement in all respects as though it had been part of the original Trust Equipment specifically described in the said Lease.

ARTICLE V.

The Company, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 20c of the Interstate Commerce Act and will promptly furnish to the Trustee evidence of such filing and recordation and an opinion of counsel for the company with respect thereto satisfactory to the Trustee. The Company covenants and agrees to pay the expenses connected with the preparation, execution, recording, registration and filing hereof and of any instruments executed under the provisions hereof.

ARTICLE VI.

This Agreement may be simultaneously executed in any 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, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK


P. J. Crooks TRUST OFFICER

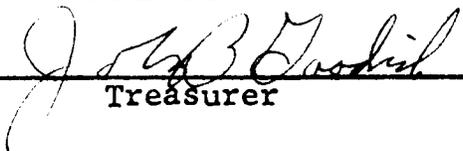
ATTEST:


A. Cordaro Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD
COMPANY

ATTEST:


Assistant Secretary


Treasurer

