



**Illinois
Central
Gulf**

An **IC Industries** Company

John B. Goodrich
Secretary and Treasurer

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

RECORDATION NO. 6844-H Filed 1425

JUL 10 1979 - 10 50 AM
INTERSTATE COMMERCE COMMISSION

July 3, 1979

No. 9-1047
Date JUL 10 1979
Fee \$ 10.00

ICC Washington, D. C.

Honorable H. Gordon Homme, Jr.,
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

Re: Illinois Central Gulf Railroad Company Equipment Trust,
Series 2, dated as of December 15, 1972

Dear Mr. Homme:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of May 25, 1979, to Illinois Central Gulf Railroad Company Equipment Trust, Series 2, which was recorded with the Commission on December 27, 1972, under Recordation No. 6844.

Also enclosed is a check for \$10.00 payable to the Interstate Commerce Commission to cover the recording fee.

The parties to this transaction are:

Trustee: Morgan Guaranty Trust Company of New York
30 West Broadway
New York, New York 10015

Lessee: Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by the Supplement is new 100-ton Open Hopper Cars bearing identification numbers ICG 365200-365249, both inclusive.

Upon completion of the recording, please deliver to the bearer of this letter all counterparts not required for retention in your files.

Very truly yours,

R. H. Hughes
Assistant to the Treasurer

FEE OPERATION BR.
I.C.G.

JUL 10 10 42 AM '79

RECEIVED

cc: Mr. W. H. Sanders

Counterparts - M. H. H. H.

RECORDATION NO. ^{6844-H} Filed 1425

JUL 10 1979 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of May 25, 1979

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 2
DATED AS OF DECEMBER 15, 1972

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of May 25, 1979, 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 Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of December 15, 1972, by and between the Trustee and the Company (hereinafter called the Agreement), certain railroad equipment (hereinafter called the Trust Equipment) has been transferred to the Trustee and the title thereto vested in the Trustee; and the Trust Equipment was leased by the Trustee to the Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Gulf Equipment Trust, Series 2; and

WHEREAS, said Agreement provides that sums paid to the Trustee (a) under the third full paragraph of Section 3.4 of Article III of the Agreement, together with any deposited cash then held (b) under the second full paragraph of Section 4.9 of Article IV of the Agreement and (c) under the first full paragraph of Section 4.7 of Article IV of the Agreement shall be applied by the Trustee to the Purchase of other railroad equipment; and

WHEREAS, the Trustee now holds sums arising from one or more sources listed in the preceding WHEREAS clause and the Company desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment), approved by the Company as to its qualification as substitute Equipment, to be acquired with funds in possession of the Trustee 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 Gulf Equipment Trust Certificates, Series 2, 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 January 1, 1979) of Illinois Central Gulf Equipment Trust Series 2 , to wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
365200-365249, both inclusive	100-ton Open Hopper Cars	\$1,853,000
<u>Total - 50</u>		

ARTICLE III

The equipment described in ARTICLE II replaces, in whole or in part, certain railroad equipment originally let and leased under the Agreement, which has been destroyed. Such equipment includes in addition to that previously deleted from the Trust, the cars set out in Schedule A, attached hereto.

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



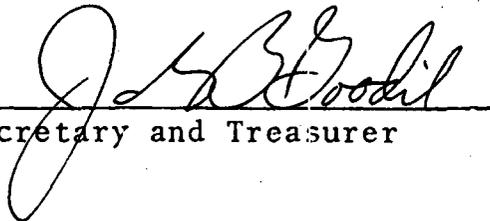
Trust Officer

ATTEST:



Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Secretary and Treasurer

ATTEST:



Assistant Secretary

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

On this 6th day of *July*, 1979, before me personally appeared *P.J. Crookes* to me personally known, who, being duly sworn, says that he is a *Trust Officer* of Morgan Guaranty Trust Company of New York, 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 the Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

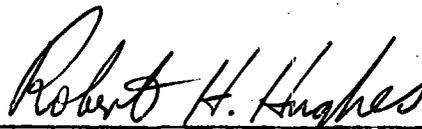
Sue Scalcione

Notary Public

SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 25th day of May, 1979, before me personally appeared JOHN B. GOODRICH, to me personally known, who, being by me duly sworn, says that he is Secretary and Treasurer of Illinois Central Gulf Railroad 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.



Notary Public

My Commission Expires November 23, 1980

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2
CARS TO BE DELETED FROM TRUST
SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>
400718	50-Ton 40' 6" Boxcar
400720	
400721	
400722	
400723	
400724	
400725	
400728	
400729	
416350	
416353	
416357	
416358	
416359	
416360	
416362	
417351	
417352	
417354	
416066	
416068	
416069	
416070	
416072	
416075	
416077	
416078	
416089	
416091	
416094	
416095	
416100	
416104	
416106	
416109	
416110	
416113	
416114	
416122	
416127	
416130	
416131	
416132	
416137	
416140	
416141	
416142	

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2
CARS TO BE DELETED FROM TRUST
SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>
416146	50-Ton 40' 6" Boxcar
416148	
416149	
416150	
416151	
416153	
416155	
416156	
416160	
416164	
416170	
416174	
416175	
416177	
416178	
416179	
416182	
416184	
416186	
416187	
416190	
416192	
416196	
416199	
416200	
416206	
416208	
416214	
416219	
416220	
416221	
416222	
416223	
416232	
416235	
416300	
416302	
416303	
416304	
416305	
416306	
416307	
416309	
416310	
416312	
416313	
416317	

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2
CARS TO BE DELETED FROM TRUST
SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>
416318	50-Ton 40' 6" Boxcar
416326	
416327	
416328	
416331	
416332	
416333	
416334	
416338	
416340	
416342	
416345	
416346	
416364	
416367	
416368	
416370	
416372	
416373	
416374	
416375	
416377	
416380	
416383	
416385	
416386	
416388	
416389	
416390	
416392	
416393	
416394	
416396	
416397	
416398	
416404	
416405	
416406	
416410	
416411	
416413	
416414	
416415	
416417	
416420	
416425	
416429	

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2
CARS TO BE DELETED FROM TRUST
SCHEDULE "A"

Car Number

Description

416430	50-Ton 40' 6" Boxcar
416432	
416600	
416601	
416605	
416606	
416608	
416611	
416612	
416613	
416615	
416620	
416621	
416624	
416625	
416626	
416628	
416629	
416630	
416632	
416640	
416641	
416645	
416646	
416647	
416648	
416650	
416653	
416654	
416655	
416661	
416662	
416664	
416665	
416667	
416672	
416674	
416678	
416679	
416681	
416687	
416690	
416692	
416698	
416700	
416703	
416709	

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2
CARS TO BE DELETED FROM TRUST
SCHEDULE "A"Car NumberDescription

417066	50-Ton 40' 6" Boxcar
417068	
417069	
417070	
417071	
417077	
417080	
417081	
417083	
417088	
417089	
417095	
417101	
417106	
417112	
417115	
417116	
417130	
417134	
417135	
417136	
417138	
417145	
417146	
417149	

Total Units 213