



**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. *6844-2* Filed 1425

OCT 10 1979 - 1 35 PM

SEP 28 1979

No. **9-283A130**

Date **OCT 10 1979**

Fee \$ **10.00**

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Honorable Agatha L. Mergenovich
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 Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of September 7, 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 16 new 100-ton Covered Hopper Cars bearing identification numbers ICG 767093-767108, both inclusive, and 22 new 100-ton Covered Hopper Cars with gravity pneumatic outlets bearing identification numbers ICG 767150-767171, 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,

J. B. Goodrich
John B. Goodrich

cc: Mr. W. H. Sanders

REC'D
OCT 10 1 09 PM '79
FEE OPERATION BR.
I. C. G.
RECORDED

Agatha L. Mergenovich

RECORDATION NO. *2844-2* Filed 1425

OCT 10 1979 - 1 35 PM

SIXTH

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of September 7, 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 September 7, 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 April 1, 1979) of Illinois Central Gulf Equipment Trust, Series 2 , to wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
767093-767108	100-ton Covered Hopper Cars	\$ 614,608
767150-767171	100-ton Covered Hopper Cars With Gravity Pneumatic Outlets	892,844
<hr/> Total - 38		<hr/> \$1,507,452

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 11303 of the Revised 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



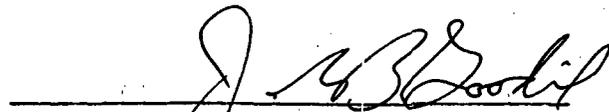
Trust Officer

E. J. Crooks

ATTEST:


Assistant Secretary
Henry J. Christy

ILLINOIS CENTRAL GULF RAILROAD COMPANY


Secretary and Treasurer

ATTEST:


Assistant Secretary

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

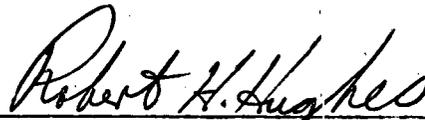
On this 2 day of Oct, 1979, before me personally appeared Henry J. Christy, Assistant Secretary of Morgan Guaranty Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said 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.


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 7th day of September, 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 11-23-80

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
416133	50-Ton 40-Foot Boxcar	417313	50-Ton 40-Foot Boxcar
416195	50-Ton 40-Foot Boxcar	417314	50-Ton 40-Foot Boxcar
416210	50-Ton 40-Foot Boxcar	417316	50-Ton 40-Foot Boxcar
416363	50-Ton 40-Foot Boxcar	417317	50-Ton 40-Foot Boxcar
416379	50-Ton 40-Foot Boxcar	417318	50-Ton 40-Foot Boxcar
416423	50-Ton 40-Foot Boxcar	417319	50-Ton 40-Foot Boxcar
416426	50-Ton 40-Foot Boxcar	417320	50-Ton 40-Foot Boxcar
416428	50-Ton 40-Foot Boxcar	417321	50-Ton 40-Foot Boxcar
416633	50-Ton 40-Foot Boxcar	417322	50-Ton 40-Foot Boxcar
416635	50-Ton 40-Foot Boxcar	417323	50-Ton 40-Foot Boxcar
416637	50-Ton 40-Foot Boxcar	417324	50-Ton 40-Foot Boxcar
416680	50-Ton 40-Foot Boxcar	417327	50-Ton 40-Foot Boxcar
416685	50-Ton 40-Foot Boxcar	417329	50-Ton 40-Foot Boxcar
416701	50-Ton 40-Foot Boxcar	417330	50-Ton 40-Foot Boxcar
417084	50-Ton 40-Foot Boxcar	417332	50-Ton 40-Foot Boxcar
417104	50-Ton 40-Foot Boxcar	417333	50-Ton 40-Foot Boxcar
417117	50-Ton 40-Foot Boxcar	417334	50-Ton 40-Foot Boxcar
417127	50-Ton 40-Foot Boxcar	417335	50-Ton 40-Foot Boxcar
417128	50-Ton 40-Foot Boxcar	417337	50-Ton 40-Foot Boxcar
417133	50-Ton 40-Foot Boxcar	417340	50-Ton 40-Foot Boxcar
417141	50-Ton 40-Foot Boxcar	417342	50-Ton 40-Foot Boxcar
417148	50-Ton 40-Foot Boxcar	417357	50-Ton 40-Foot Boxcar
417150	50-Ton 40-Foot Boxcar	417358	50-Ton 40-Foot Boxcar
417152	50-Ton 40-Foot Boxcar	417360	50-Ton 40-Foot Boxcar
417155	50-Ton 40-Foot Boxcar	417363	50-Ton 40-Foot Boxcar
417157	50-Ton 40-Foot Boxcar	417364	50-Ton 40-Foot Boxcar
417159	50-Ton 40-Foot Boxcar	417367	50-Ton 40-Foot Boxcar
417160	50-Ton 40-Foot Boxcar	417368	50-Ton 40-Foot Boxcar
417163	50-Ton 40-Foot Boxcar	417369	50-Ton 40-Foot Boxcar
417167	50-Ton 40-Foot Boxcar	417370	50-Ton 40-Foot Boxcar
417300	50-Ton 40-Foot Boxcar	417371	50-Ton 40-Foot Boxcar
417301	50-Ton 40-Foot Boxcar	417373	50-Ton 40-Foot Boxcar
417302	50-Ton 40-Foot Boxcar	417374	50-Ton 40-Foot Boxcar
417304	50-Ton 40-Foot Boxcar	417375	50-Ton 40-Foot Boxcar
417305	50-Ton 40-Foot Boxcar	417377	50-Ton 40-Foot Boxcar
417306	50-Ton 40-Foot Boxcar	417380	50-Ton 40-Foot Boxcar
417307	50-Ton 40-Foot Boxcar	417382	50-Ton 40-Foot Boxcar
417308	50-Ton 40-Foot Boxcar	417383	50-Ton 40-Foot Boxcar
417310	50-Ton 40-Foot Boxcar	417384	50-Ton 40-Foot Boxcar
417311	50-Ton 40-Foot Boxcar	417385	50-Ton 40-Foot Boxcar

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
417386	50-Ton 40-Foot Boxcar	417755	50-Ton 40-Foot Boxcar
417387	50-Ton 40-Foot Boxcar	417756	50-Ton 40-Foot Boxcar
417388	50-Ton 40-Foot Boxcar	417763	50-Ton 40-Foot Boxcar
417390	50-Ton 40-Foot Boxcar	467453	50-Ton 40-Foot Boxcar
417391	50-Ton 40-Foot Boxcar	467454	50-Ton 40-Foot Boxcar
417392	50-Ton 40-Foot Boxcar	467455	50-Ton 40-Foot Boxcar
417394	50-Ton 40-Foot Boxcar	467456	50-Ton 40-Foot Boxcar
417395	50-Ton 40-Foot Boxcar	467457	50-Ton 40-Foot Boxcar
417701	50-Ton 40-Foot Boxcar	467550	50-Ton 40-Foot Boxcar
417702	50-Ton 40-Foot Boxcar	467556	50-Ton 40-Foot Boxcar
417703	50-Ton 40-Foot Boxcar	467557	50-Ton 40-Foot Boxcar
417706	50-Ton 40-Foot Boxcar	467559	50-Ton 40-Foot Boxcar
417707	50-Ton 40-Foot Boxcar	467560	50-Ton 40-Foot Boxcar
417708	50-Ton 40-Foot Boxcar	467561	50-Ton 40-Foot Boxcar
417711	50-Ton 40-Foot Boxcar	467562	50-Ton 40-Foot Boxcar
417712	50-Ton 40-Foot Boxcar	467564	50-Ton 40-Foot Boxcar
417714	50-Ton 40-Foot Boxcar	467568	50-Ton 40-Foot Boxcar
417716	50-Ton 40-Foot Boxcar	467569	50-Ton 40-Foot Boxcar
417717	50-Ton 40-Foot Boxcar	467570	50-Ton 40-Foot Boxcar
417718	50-Ton 40-Foot Boxcar	466453	50-Ton 40-Foot Boxcar
417719	50-Ton 40-Foot Boxcar	466454	50-Ton 40-Foot Boxcar
417720	50-Ton 40-Foot Boxcar	466504	50-Ton 40-Foot Boxcar
417721	50-Ton 40-Foot Boxcar	466515	50-Ton 40-Foot Boxcar
417722	50-Ton 40-Foot Boxcar	466519	50-Ton 40-Foot Boxcar
417723	50-Ton 40-Foot Boxcar	466559	50-Ton 40-Foot Boxcar
417725	50-Ton 40-Foot Boxcar	466561	50-Ton 40-Foot Boxcar
417730	50-Ton 40-Foot Boxcar	466777	50-Ton 40-Foot Boxcar
417731	50-Ton 40-Foot Boxcar	466779	50-Ton 40-Foot Boxcar
417734	50-Ton 40-Foot Boxcar	466780	50-Ton 40-Foot Boxcar
417736	50-Ton 40-Foot Boxcar	466782	50-Ton 40-Foot Boxcar
417739	50-Ton 40-Foot Boxcar	466784	50-Ton 40-Foot Boxcar
417740	50-Ton 40-Foot Boxcar	466792	50-Ton 40-Foot Boxcar
417741	50-Ton 40-Foot Boxcar	466796	50-Ton 40-Foot Boxcar
417743	50-Ton 40-Foot Boxcar	466798	50-Ton 40-Foot Boxcar
417745	50-Ton 40-Foot Boxcar	466799	50-Ton 40-Foot Boxcar
417748	50-Ton 40-Foot Boxcar	466803	50-Ton 40-Foot Boxcar
417749	50-Ton 40-Foot Boxcar	466805	50-Ton 40-Foot Boxcar
417750	50-Ton 40-Foot Boxcar	466807	50-Ton 40-Foot Boxcar
417752	50-Ton 40-Foot Boxcar	467461	50-Ton 40-Foot Boxcar
417753	50-Ton 40-Foot Boxcar	467466	50-Ton 40-Foot Boxcar

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>
467474	50-Ton 40-Foot Boxcar
467477	50-Ton 40-Foot Boxcar
467501	50-Ton 40-Foot Boxcar
467504	50-Ton 40-Foot Boxcar
467506	50-Ton 40-Foot Boxcar
467507	50-Ton 40-Foot Boxcar
467509	50-Ton 40-Foot Boxcar
467510	50-Ton 40-Foot Boxcar
467511	50-Ton 40-Foot Boxcar
467512	50-Ton 40-Foot Boxcar
467514	50-Ton 40-Foot Boxcar
467515	50-Ton 40-Foot Boxcar
467518	50-Ton 40-Foot Boxcar
467519	50-Ton 40-Foot Boxcar
467521	50-Ton 40-Foot Boxcar

Total 175 Units