



**Illinois
Central
Gulf**

An **IC Industries** Company

William H. Sanders
Corporate Counsel

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

December 12, 1977

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

RECORDATION NO. *7060-17*
..... Filed & Recorded

DEC 13 1977 - 1 52 PM

INTERSTATE COMMERCE COMMISSION

Re: Illinois Central Gulf Railroad Equipment Trust, Series 5
recorded June 13, 1973, Recordation No. 7060

Dear Mr. Homme:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of October 19, 1977 to the above agreement, which was recorded as shown above. Illinois Central Gulf Railroad Company is the successor in interest to both Gulf, Mobile and Ohio Railroad Company and Illinois Central Railroad Company.

Also enclosed is a check payable to the Interstate Commerce Commission to cover the recording fee for this Supplement.

The parties to this transaction are:

Trustee-Lessor: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, N. Y. 10015

Lessee: Illinois Central Gulf Railroad Company
233 North Michigan Ave., Chicago, Ill. 60601

The Equipment covered by the Supplement is: One General Purpose Diesel Locomotive, Model GP 40, Number ICG 3070.

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

7-347A008

Very truly yours,

W. H. Sanders
W. H. Sanders

NO. **DEC 13 1977**
Date
Fee \$ *207*

Enc.

Washington, D. C.

Chris Rogers

Interstate Commerce Commission
Washington, D.C. 20423

12//

12/13/77

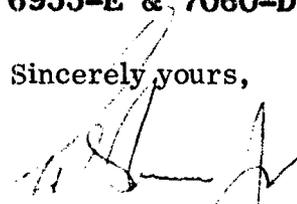
OFFICE OF THE SECRETARY

W.H. Sanders
Illinois Central Gulf RR
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 **12/13/77** at **1:50pm** , and assigned recordation number(s) **6955-E & 7060-D**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

RECORDATION NO. *7060-2* Filed & recorded

DEC 13 1977-1 52 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of October 19, 1977

TO

ILLINOIS CENTRAL GULF RAILROAD EQUIPMENT TRUST

Series 5

Dated as of May 1, 1973

BETWEEN

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of October 19, 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 Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of May 1, 1973 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 5 ; 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 5 , 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 October, 1977) of Illinois Central/^{Gulf} Equipment Trust, Series 5 , to-wit:

<u>Units</u>	<u>Description</u>	<u>Original Cost</u>
One	General Purpose Diesel Locomotive Model GP 40, Number ICG 3070	\$400,500

ARTICLE III.

The equipment described in ARTICLE II replaces the following railroad equipment originally let and leased under the Agreement, which has been destroyed:

See 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.

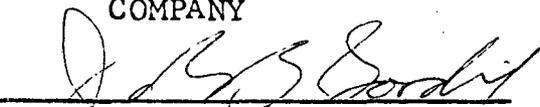
IN WITNESS WHEREOF, the Trustee and the Company have caused their names to be signed hereto and their respective corporate seals to be hereto affixed, duly attested, as of the day and year first above written.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK



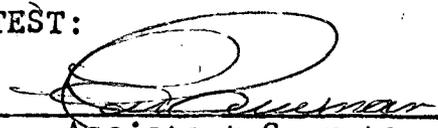
P. J. Crooks TRUST OFFICER

ILLINOIS CENTRAL GULF RAILROAD
COMPANY



Treasurer

ATTEST:



Assistant Secretary

Faith A. Gausman

ATTEST:



Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 25th day of October, 1977 before me personally appeared JOHN B. GOODRICH, to me personally known, who being by me duly sworn, says that he is 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.

150th St. M. Richards
Notary Public

Cars to be Deleted from TrustSchedule A

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>
5	450323	50-Ton, 40' 6" Single Door Box Car
	523159	50-Ton, 50' 6" Single Door Box Car
	210619	50-Ton, 40' 6" Double Door Box Car
	523215	50-Ton, 50' 6" Single Door Box Car
	450002	50-Ton, 40' 6" Single Door Box Car
	525628	50-Ton, 50' 6" Single Door Box Car
	232070	50-Ton, 50' 6" Single Door Box Car
	232074	" " " " " " "
	525087	" " " " " " "
	427555	" " " " " " "
	232112	Renumbered (166025) 50-Ton, 50' 6" Single Door Box Car
	524106	" (166815) " " " " " " "
	232064	50-Ton, 50' 6" Single Door Box Car
	232069	" " " " " " "
	232106	" " " " " " "
	523136	" " " " " " "
	524281	" " " " " " "
	523165	Renumbered (166807) 50-Ton, 50' 6" Single Door Box Car
	232050	50-Ton, 50' 6" Single Door Box Car
	525648	Renumbered (166821) 50-Ton, 50' 6" Single Door Box Car
	232060	50-Ton, 50' 6" Single Door Box Car
	524219	" " " " " " "
	525071	" " " " " " "
	525026	Renumbered (166840) 50-Ton, 50' 6" Single Door Box Car
	232047	50-Ton, 50' 6" Single Door Box Car
	232089	" " " " " " "
	232093	" " " " " " "
	232111	" " " " " " "
	232045	" " " " " " "
	525135	Renumbered (166802) 50-Ton, 50' 6" Single Door Box Car
	525094	50-Ton, 50' 6" Single Door Box Car
	525639	Renumbered (166844) 50-Ton, 50' 6" Single Door Box Car
	524107	" (166846) " " " " " " "
	232066	50-Ton, 50' 6" Single Door Box Car
	400189	50-Ton, 40' 6" Single Door Box Car
	427565	50-Ton, 50' 6" Single Door Box Car
	436022	50-Ton, 40' 6" Double Door Box Car
	573934	50-Ton, 50' 6" Single Door Box Car
	450012	50-Ton, 40' 6" Single Door Box Car
	524277	50-Ton, 50' 6" Single Door Box Car
	523286	Renumbered (166811) 50-Ton, 50' 6" Single Door Box Car

Schedule A

<u>Trust Series</u>	<u>Car Number</u>	<u>Description</u>
5	523193	50-Ton, 50' 6" Single Door Box Car
	525569	Renumbered (166842) 50-Ton 50' 6" Single Door Box Car
	232100	50-Ton, 50' 6" Single Door Box Car
	450039	50-Ton, 40' 6" Single Door Box Car
	422030	" " " " " " "
	427041	50-Ton, 50' 6" Single Door Box Car
	524359	" " " " " " "
	525025	" " " " " " "
	525133	" " " " " " "
	525148	Renumbered (166812) 50-Ton, 50' 6" Single Door Box Car
	221075	" (441082) 50-Ton, 40' 6" Single Door Box Car
	525251	50-Ton, 50' 6" Single Door Box Car
	525695	Renumbered (166814) 50-Ton, 50' 6" Single Door Box Car
	232028	50-Ton, 50' 6" Single Door Box Car
	232042	" " " " " " "
	232046	" " " " " " "
	232051	" " " " " " "
	232055	" " " " " " "
	232058	" " " " " " "
	232063	" " " " " " "
	232095	" " " " " " "

62 Total