



**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

SEP 12 1979

RECORDATION NO. 7060-A Filed 1425

NO. 97-251630  
DATE 09-13-1979  
FEE \$ 11.00

Honorable Agatha L. Mergenovich 09-13 1979-1 15 PM  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20436

ICC Washington, D. C.

Re: Illinois Central Gulf Railroad Company Equipment Trust,  
Series 5, dated as of May 1, 1973

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of August 27, 1979, to Illinois Central Gulf Railroad Company Equipment Trust, Series 5, which was recorded with the Commission on June 13, 1973, under Recordation No. 7060.

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 35 new 100-ton Covered Hopper Cars bearing identification numbers ICG 767006-767040, 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,

*John B. Goodrich*  
John B. Goodrich

RECORDED  
INDEXED  
SEP 13 1979

cc: Mr. W. H. Sanders

*Agatha L. Mergenovich*

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/3/79

**OFFICE OF THE SECRETARY**

**John B. Goodrich**  
**Illinois Central Gulf RR.Co.**  
**233 North Michigan Ave.**  
**Chicago, Illinois 60601**

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/3/79 at 1:15pm , and assigned re-  
recording number (s) .7060-H

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. *7060-H* Filed 1425

OCT 3 1979 - 1 15 PM

SIXTH INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of August 27, 1979

to

ILLINOIS CENTRAL GULF RAILROAD  
EQUIPMENT TRUST AGREEMENT, SERIES 5  
DATED AS OF MAY 1, 1973

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of August 27, 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 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 April 1, 1979 ) of Illinois Central Gulf Equipment Trust, Series 5 , to wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
767006-767040, both inclusive	100-ton Covered Hopper Cars	\$1,344,455

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Total            35

### 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

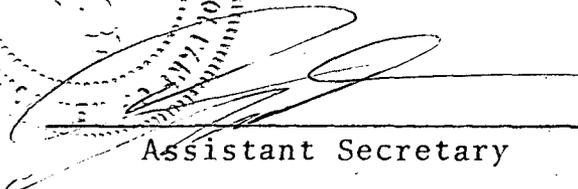
This Agreement may be simultaneously executed in any number of counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

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

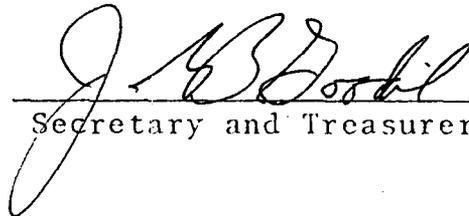


Trust Officer



Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Secretary and Treasurer

ATTEST:



Assistant Secretary



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

On this 27th day of August , 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.

*Robert H. Hughes*

Notary Public

My Commission expires 11-23-80

## ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 5

## CARS TO BE DELETED FROM TRUST

## SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
400228	50-ton 40-foot boxcar	422005	50-ton 40-foot boxcar
400252	50-ton 40-foot boxcar	422007	50-ton 40-foot boxcar
400460	50-ton 40-foot boxcar	422008	50-ton 40-foot boxcar
400461	50-ton 40-foot boxcar	422011	50-ton 40-foot boxcar
400462	50-ton 40-foot boxcar	422012	50-ton 40-foot boxcar
400466	50-ton 40-foot boxcar	422013	50-ton 40-foot boxcar
400467	50-ton 40-foot boxcar	422015	50-ton 40-foot boxcar
400469	50-ton 40-foot boxcar	422016	50-ton 40-foot boxcar
400470	50-ton 40-foot boxcar	422018	50-ton 40-foot boxcar
400471	50-ton 40-foot boxcar	422019	50-ton 40-foot boxcar
400472	50-ton 40-foot boxcar	422022	50-ton 40-foot boxcar
400473	50-ton 40-foot boxcar	422023	50-ton 40-foot boxcar
400474	50-ton 40-foot boxcar	422024	50-ton 40-foot boxcar
400476	50-ton 40-foot boxcar	422025	50-ton 40-foot boxcar
400478	50-ton 40-foot boxcar	422026	50-ton 40-foot boxcar
400479	50-ton 40-foot boxcar	422027	50-ton 40-foot boxcar
400480	50-ton 40-foot boxcar	422031	50-ton 40-foot boxcar
400481	50-ton 40-foot boxcar	422036	50-ton 40-foot boxcar
400482	50-ton 40-foot boxcar	422037	50-ton 40-foot boxcar
400483	50-ton 40-foot boxcar	422038	50-ton 40-foot boxcar
400486	50-ton 40-foot boxcar	422039	50-ton 40-foot boxcar
400487	50-ton 40-foot boxcar	422040	50-ton 40-foot boxcar
400488	50-ton 40-foot boxcar	422041	50-ton 40-foot boxcar
400489	50-ton 40-foot boxcar	422042	50-ton 40-foot boxcar
400490	50-ton 40-foot boxcar	422044	50-ton 40-foot boxcar
400491	50-ton 40-foot boxcar	422047	50-ton 40-foot boxcar
400492	50-ton 40-foot boxcar	422048	50-ton 40-foot boxcar
400494	50-ton 40-foot boxcar	422049	50-ton 40-foot boxcar
400495	50-ton 40-foot boxcar	422051	50-ton 40-foot boxcar
400496	50-ton 40-foot boxcar	422052	50-ton 40-foot boxcar
400497	50-ton 40-foot boxcar	422053	50-ton 40-foot boxcar
400498	50-ton 40-foot boxcar	422054	50-ton 40-foot boxcar
400499	50-ton 40-foot boxcar	422055	50-ton 40-foot boxcar
410000	50-ton 40-foot boxcar	422056	50-ton 40-foot boxcar
410001	50-ton 40-foot boxcar	422057	50-ton 40-foot boxcar
410002	50-ton 40-foot boxcar	422058	50-ton 40-foot boxcar
410003	50-ton 40-foot boxcar	422060	50-ton 40-foot boxcar
410004	50-ton 40-foot boxcar	422061	50-ton 40-foot boxcar
422000	50-ton 40-foot boxcar	422062	50-ton 40-foot boxcar
422004	50-ton 40-foot boxcar	422063	50-ton 40-foot boxcar

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 5

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
422068	50-ton 40-foot boxcar	422229	50-ton 40-foot boxcar
422069	50-ton 40-foot boxcar	422233	50-ton 40-foot boxcar
422070	50-ton 40-foot boxcar	422234	50-ton 40-foot boxcar
422071	50-ton 40-foot boxcar	422235	50-ton 40-foot boxcar
422072	50-ton 40-foot boxcar	422236	50-ton 40-foot boxcar
422074	50-ton 40-foot boxcar	422237	50-ton 40-foot boxcar
422075	50-ton 40-foot boxcar	422238	50-ton 40-foot boxcar
422076	50-ton 40-foot boxcar	422240	50-ton 40-foot boxcar
422078	50-ton 40-foot boxcar	422241	50-ton 40-foot boxcar
422079	50-ton 40-foot boxcar	422242	50-ton 40-foot boxcar
422080	50-ton 40-foot boxcar	422243	50-ton 40-foot boxcar
422081	50-ton 40-foot boxcar	422244	50-ton 40-foot boxcar
422086	50-ton 40-foot boxcar	422245	50-ton 40-foot boxcar
422087	50-ton 40-foot boxcar	422246	50-ton 40-foot boxcar
422089	50-ton 40-foot boxcar	422247	50-ton 40-foot boxcar
422091	50-ton 40-foot boxcar	422248	50-ton 40-foot boxcar
422094	50-ton 40-foot boxcar	436000	50-ton 40-foot boxcar
422097	50-ton 40-foot boxcar	436003	50-ton 40-foot boxcar
422099	50-ton 40-foot boxcar	436004	50-ton 40-foot boxcar
422101	50-ton 40-foot boxcar	436005	50-ton 40-foot boxcar
422200	50-ton 40-foot boxcar	436007	50-ton 40-foot boxcar
422201	50-ton 40-foot boxcar	436010	50-ton 40-foot boxcar
422202	50-ton 40-foot boxcar	436012	50-ton 40-foot boxcar
422203	50-ton 40-foot boxcar	436013	50-ton 40-foot boxcar
422204	50-ton 40-foot boxcar	436015	50-ton 40-foot boxcar
422206	50-ton 40-foot boxcar	436016	50-ton 40-foot boxcar
422207	50-ton 40-foot boxcar	436018	50-ton 40-foot boxcar
422208	50-ton 40-foot boxcar	436019	50-ton 40-foot boxcar
422209	50-ton 40-foot boxcar	436020	50-ton 40-foot boxcar
422210	50-ton 40-foot boxcar	436021	50-ton 40-foot boxcar
422212	50-ton 40-foot boxcar	436023	50-ton 40-foot boxcar
422214	50-ton 40-foot boxcar	436031	50-ton 40-foot boxcar
422215	50-ton 40-foot boxcar	436036	50-ton 40-foot boxcar
422216	50-ton 40-foot boxcar	436039	50-ton 40-foot boxcar
422218	50-ton 40-foot boxcar	436041	50-ton 40-foot boxcar
422219	50-ton 40-foot boxcar	436050	50-ton 40-foot boxcar
422222	50-ton 40-foot boxcar	450000	50-ton 40-foot boxcar
422224	50-ton 40-foot boxcar	450001	50-ton 40-foot boxcar
422226	50-ton 40-foot boxcar	450003	50-ton 40-foot boxcar
422227	50-ton 40-foot boxcar	450005	50-ton 40-foot boxcar

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 5

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
450008	50-ton 40-foot boxcar	450061	50-ton 40-foot boxcar
450011	50-ton 40-foot boxcar	450063	50-ton 40-foot boxcar
450013	50-ton 40-foot boxcar	450064	50-ton 40-foot boxcar
450014	50-ton 40-foot boxcar	450065	50-ton 40-foot boxcar
450015	50-ton 40-foot boxcar	450067	50-ton 40-foot boxcar
450016	50-ton 40-foot boxcar	450070	50-ton 40-foot boxcar
450017	50-ton 40-foot boxcar	450071	50-ton 40-foot boxcar
450018	50-ton 40-foot boxcar	450072	50-ton 40-foot boxcar
450019	50-ton 40-foot boxcar	450076	50-ton 40-foot boxcar
450020	50-ton 40-foot boxcar	450078	50-ton 40-foot boxcar
450021	50-ton 40-foot boxcar	450081	50-ton 40-foot boxcar
450022	50-ton 40-foot boxcar	450305	50-ton 40-foot boxcar
450023	50-ton 40-foot boxcar	450307	50-ton 40-foot boxcar
450025	50-ton 40-foot boxcar	450308	50-ton 40-foot boxcar
450027	50-ton 40-foot boxcar	450310	50-ton 40-foot boxcar
450028	50-ton 40-foot boxcar	450311	50-ton 40-foot boxcar
450029	50-ton 40-foot boxcar	450312	50-ton 40-foot boxcar
450030	50-ton 40-foot boxcar	450313	50-ton 40-foot boxcar
450032	50-ton 40-foot boxcar	450314	50-ton 40-foot boxcar
450034	50-ton 40-foot boxcar	450315	50-ton 40-foot boxcar
450036	50-ton 40-foot boxcar	450317	50-ton 40-foot boxcar
450038	50-ton 40-foot boxcar	450318	50-ton 40-foot boxcar
450040	50-ton 40-foot boxcar	450319	50-ton 40-foot boxcar
450041	50-ton 40-foot boxcar	450320	50-ton 40-foot boxcar
450044	50-ton 40-foot boxcar	450321	50-ton 40-foot boxcar
450047	50-ton 40-foot boxcar	450322	50-ton 40-foot boxcar
450049	50-ton 40-foot boxcar	450324	50-ton 40-foot boxcar
450051	50-ton 40-foot boxcar	450325	50-ton 40-foot boxcar
450052	50-ton 40-foot boxcar	450326	50-ton 40-foot boxcar
450054	50-ton 40-foot boxcar	450327	50-ton 40-foot boxcar
450055	50-ton 40-foot boxcar	450328	50-ton 40-foot boxcar
450056	50-ton 40-foot boxcar	450329	50-ton 40-foot boxcar
450057	50-ton 40-foot boxcar	450331	50-ton 40-foot boxcar
450058	50-ton 40-foot boxcar	450332	50-ton 40-foot boxcar
450060	50-ton 40-foot boxcar	450333	50-ton 40-foot boxcar

230 Units

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 5

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

<u>Number</u>	<u>Description</u>	<u>Number</u>	<u>Description</u>
232030	50-ton 50-foot boxcar		
232040	50-ton 50-foot boxcar		
232052	50-ton 50-foot boxcar		
232071	50-ton 50-foot boxcar		
232076	50-ton 50-foot boxcar		
232080	50-ton 50-foot boxcar		
232081	50-ton 50-foot boxcar		
232525	50-ton 50-foot boxcar		
232526	50-ton 50-foot boxcar		
232535	50-ton 50-foot boxcar		
232545	50-ton 50-foot boxcar		
232552	50-ton 50-foot boxcar		
232559	50-ton 50-foot boxcar		
232567	50-ton 50-foot boxcar		
232568	50-ton 50-foot boxcar		
232572	50-ton 50-foot boxcar		
232576	50-ton 50-foot boxcar		
232578	50-ton 50-foot boxcar		
232579	50-ton 50-foot boxcar		
232585	50-ton 50-foot boxcar		
427019	50-ton 50-foot boxcar		
427022	50-ton 50-foot boxcar		
427024	50-ton 50-foot boxcar		
427025	50-ton 50-foot boxcar		
427027	50-ton 50-foot boxcar		
427031	50-ton 50-foot boxcar		
427032	50-ton 50-foot boxcar		
427042	50-ton 50-foot boxcar		
427043	50-ton 50-foot boxcar		
	29 Units		
Total	259 Units		