

RECORDATION NO. 7564-B Filed & Recorded

SEP 26 1975 · 2 50 PM

INTERSTATE COMMERCE COMMISSION

S U P P L E M E N T

Dated as of July 21, 1975

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 9,
DATED AS OF JUNE 15, 1974

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENT dated as of July 21, 1975, to Equipment Trust Agreement, Series 9, dated as of June 15, 1974 between MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY, a Delaware corporation (hereinafter called the Railroad).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of June 15, 1974, (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 July 9, 1974, and was assigned recordation number 7564; and

WHEREAS, since certain units of the Trust Equipment have never been acquired by the Railroad and it is now deemed necessary and desirable to include in the Trust other Equipment

in lieu thereof, the Railroad therefore now desires to delete and remove from the Trust certain units of the Trust Equipment enumerated in Schedule A thereto and to substitute others therefor and to amend the Trust Agreement accordingly; and

WHEREAS, the units to be substituted constitute "Equipment" as defined in the Trust Agreement of types similar to, and having a useful life equal to or greater than, the units to be removed; and

WHEREAS, the Purchase Price of the Equipment to be substituted is greater than the Purchase Price of the Equipment to be removed from the Trust;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by deleting therefrom the Equipment listed on Annex A attached hereto and by substituting therefor the Equipment listed on Annex B attached hereto.

IN WITNESS WHEREOF, the parties hereto have caused

this Supplement to be duly executed as of the date first above written.

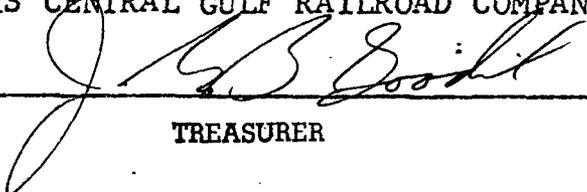
MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee,

By 
P. J. Crooks Trust Officer

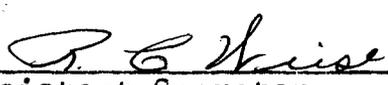
ATTEST:


Assistant Secretary
Thomas R. Bowen

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By 
TREASURER

ATTEST:


Assistant Secretary

ANNEX A

SUPPLEMENT TO EQUIPMENT TRUST 9
CARS TO BE DELETED FROM TRUST

<u>Description of Car</u>	<u>Quantity</u>	<u>ICG Road Numbers</u>	<u>Purchase Price</u>
50-Ton, 50-Foot Boxcars 15' Double Door	19	514151, 514156, 514162 514171, 514182, 514184 514215, 514233, 514249 514263, 514273, 514281 514283, 514291, 514295 514299, 564128, 564170 564174	\$ 245,871
50-Ton, 50-Foot Boxcars 15' Double Door	13	✓ 516082 to 516094, inclusive	168,389
50-Ton, 53'6" Plain Flat Cars	25	✓ 905003 to 905027, inclusive	249,100
50-Ton, 48'6" Bulkhead Flat Cars	19	920204, 920208, 920217, 920219, 920231, 920237, 920248, 920253, 920254, 920260, 920262, 920263, 920266, 920271, 920272, 920274, 920278, 920279, 920280	216,505
	<hr/> 76		<hr/> \$ 879,865

ANNEX B

SUPPLEMENT TO EQUIPMENT TRUST 9

EQUIPMENT TO BE ADDED TO TRUST

<u>Type of Car</u>	<u>Quantity</u>	<u>ICG Road Numbers</u>	<u>Price Per Unit</u>	<u>Purchase Price</u>
100-Ton Covered Coil Cars (New)	25	299560-299584	\$33,825*	\$ 845,625
70-Ton, 65'6" Gondola Cars (Remanufactured May & June, 1974)	4	249357-249358 249388 249399	10,985	43,940
				<hr/> \$ 889,565

*Estimated

