

RECORDATION NO. 7564-C Filed & Recorded

NOV 6 1975 - 11 21 AM

INTERSTATE COMMERCE COMMISSION

S U P P L E M E N T

Dated as of November 4, 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 November 4, 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, said Trust Agreement was amended by two Supplements dated May 13, 1975 and July 21, 1975, respectively, which were recorded with said Commission and assigned recordation numbers 7564-A and 7564-B, respectively, and

WHEREAS, certain units of the Trust Equipment never having been acquired by the Railroad and it now being deemed necessary and desirable to make subject to the Trust other Equipment in lieu thereof, the Railroad therefore now desires by means of this Supplement to delete and remove from the property covered by the Trust Agreement certain of the units of Trust Equipment enumerated therein 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 Equipment described in Schedule A to the Trust Agreement; and

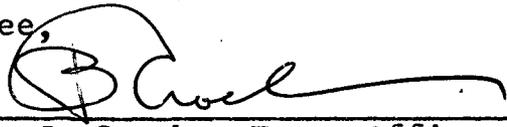
WHEREAS, the Purchase Price of the Equipment to be substituted is greater than the Purchase Price of the Equipment to be removed from the Trust;

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.

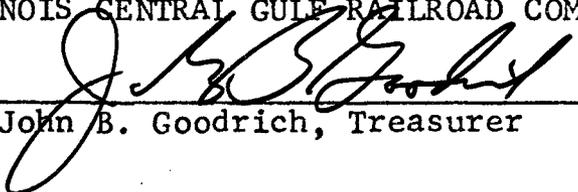
MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee,

By 
P. J. Crooks, Trust Officer

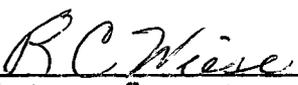
ATTEST:


Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By 
John B. Goodrich, Treasurer

ATTEST:


Assistant Secretary



ANNEX A

NOVEMBER 4, 1975SUPPLEMENT TO EQUIPMENT TRUST 9CARS TO BE DELETED FROM TRUST

<u>Description of Car</u>	<u>Quantity</u>	<u>ICG Road Numbers</u>	<u>Purchase Price</u>
50-Ton, 48'6" Bulkhead Flat Cars	4	920281, 920283, 920285, 920294	\$ 45,580
50-Ton, 50'6" Boxcars, 9 ft. Single Door	46	516774 to 516808, inclu- sive 516810 to 516820, inclu- sive	581,256
			<hr/> \$626,836

ANNEX B

NOVEMBER 4, 1975
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>
70 Ton, 50-foot Boxcars, Single Door (New)	17	ICG 580700- 580716, inclusive	\$37,000	\$629,000

