Illinois Central Gulf

An IC Industries Company

Dennis N. Melin
Vice President
Financial Planning
and Treasurer

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

No. 0-044A056

Date FEB 13 1980

Fee $ 10.00

ICC Washington, D. C.

February 5, 1980

RECORDATION NO. 6106-C Filed 1425

FEB 13 1980 -11 30 AM

INTERSTATE COMMERCE COMMISSION

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20436

Re: Gulf, Mobile and Ohio Railroad Company Equipment Trust, Series T, dated as of April 15, 1971, recorded on April 12, 1971, Recordation No. 6106

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of January 30, 1980, 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 or Vendor's Assignee:	The Merchants National Bank of Mobile P. O. Drawer 2527 Mobile, Alabama 36622
Lessee or Purchaser:	Illinois Central Gulf Railroad Company 233 North Michigan Avenue Chicago, Illinois 60601

The Equipment covered by the Supplement is eleven (11) 83-ton open hopper cars, numbered ICG 340450 through 340460, 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,

R. H. Hughes

R. H. Hughes
Assistant to the Treasurer

cc: Mr. W. H. Sanders

RECORDATION NO. 6106-C Filed 1425

FEB 13 1980 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 dated as of January 30, 1980, to GULF, MOBILE AND OHIO RAILROAD EQUIPMENT TRUST AGREEMENT, Series T , dated as of April 15, 1971, between The Merchants National Bank of Mobile, a national banking association duly organized and existing under the laws of the United States of America, as Trustee (hereinafter called Trustee) and ILLINOIS CENTRAL GULF RAILROAD COMPANY (as successor in interest to GULF, MOBILE AND OHIO RAILROAD COMPANY), a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Railroad).

WHEREAS, since the date of Supplement No. 1 , dated December 3, 1979 , to the above Equipment Trust, the Trust Equipment described on Schedule A attached became worn out or unsuitable for use, or was lost or destroyed; and

WHEREAS, pursuant to Section 4.9 of the Equipment Trust Agreement, the Railroad has from time to time paid to the Trustee the Fair Value of each unit of said Trust Equipment; and

WHEREAS, in consideration of the payment by the Railroad to the Trustee of the Fair Value of each unit of said Trust Equipment, the Trustee has released from the terms and conditions of the Equipment Trust Agreement the units of Trust Equipment hereinabove described; and

WHEREAS, the Trustee as of January 30, 1980, had on hand funds accumulated from said payments in the total amount of Three Hundred Seventy-Three Thousand Nine Hundred Eighty-Seven and 59/100 Dollars ($373,987.59); and

WHEREAS, the Railroad desires to purchase substitute Equipment for the purpose of replacing in part the Trust Equipment which has become worn out or unsuitable for use and desires to have a portion of said funds applied to such purchase;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein and in the Equipment Trust Agreement contained, the parties hereto agree as follows:

The Trustee shall release funds in the amount of $371,624.00 pursuant to Sections 4.9 and 3.4 of the Equipment Trust Agreement and there shall be included as part of the Trust Equipment under and subject to all the terms and conditions of Gulf, Mobile and Ohio Railroad Equipment Trust Agreement, Series T , dated as of April 15, 1971 , between said parties, in all respects as though it had been part of the Trust Equipment therein specifically described, the following units of substitute Equipment:

Eleven (11) 83-ton Open Hopper Cars,
Numbered 340450-340460, both inclusive

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

THE MERCHANTS NATIONAL BANK OF MOBILE,
TRUSTEE

By _____
Vice President & CORP TRUST OFFICER

(SEAL)

ATTEST:

_____
~~Assistant Cashier~~
VICE PRESIDENT & TRUST OFFICER

ILLINOIS CENTRAL GULF RAILROAD COMPANY
(Successor in interest to GULF, MOBILE AND OHIO RAILROAD COMPANY)

By _____
Vice President-Financial Planning
and Treasurer

(SEAL)

ATTEST:

_____
Secretary

STATE OF ALABAMA)
) SS
COUNTY OF MOBILE)

On this 4th day of February, before me personally appeared R. MELVIN MOSELEY, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT & CORP TRUST OFFICER of The Merchants National Bank of Mobile, 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.

My Commission expires My Commission Expires March 13, 1983.

Shirley A. Wesson
Notary Public

(SEAL)

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

On this 30th day of January, 1980, before me personally appeared D. N. Melin, to me personally known, who, being by me duly sworn, says that he is Vice President-Financial Planning 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.

My Commission expires November 23, 1980.

Robert H. Hughes
Notary Public

(SEAL)

GULF, MOBILE AND OHIO EQUIPMENT TRUST, SERIES T
Cars to be Deleted from Trust

Schedule A

Car Number	Description	Car Number	Description
55313	70-ton DF Box Cars	55428 Renumbered to 567728	70-ton DF Box Cars
55325	" " "	55436 Renumbered to 567736	" " "
55326	" " "	55466 Renumbered to 567766	" " "
55351	" " "	55470 Renumbered to 567770	" " "
55394	" " "	55471 Renumbered to 567771	" " "
55444	" " "	55571 Renumbered to 567871	" " "
55455	" " "	55573 Renumbered to 567873	" " "
55462	" " "	55368 Renumbered to 567924	" " "
55484	" " "	55308 Renumbered to 567930	" " "
55502	" " "	55398 Renumbered to 567698	" " "
55505	" " "	55497 Renumbered to 567797	" " "
55517	" " "	55474 Renumbered to 567915	" " "
55523	" " "		
55539	" " "		
55580	" " "		
55587	" " "		
55589	" " "		
55310 Renumbered to 567610	" " "		
55329 Renumbered to 567629	" " "		
55361 Renumbered to 567661	" " "		
55391 Renumbered to 567691	" " "		

Total Units 33