

CHICAGO & ILLINOIS WESTERN RAILROAD

233 North Michigan Avenue
Chicago, Illinois 60601

0-071A066

February 5, 1980

RECORDATION NO. *6155-F* FILED 1425

Date **MAR 11 1980**

MAR 11 1980 - 2:35 PM

Fee \$ *10.00*

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

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Re: Illinois Central Railroad Guaranteed Equipment Trust,
Series A, dated as of May 1, 1971

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of January 30, 1980, to Illinois Central Railroad Guaranteed Equipment Trust, Series A, which was recorded with the Commission on May 17, 1971, under Recordation No. 6155.

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: Chicago & Illinois Western Railroad
233 North Michigan Avenue
Chicago, Illinois 60601

Guarantor: Illinois Central Gulf Railroad Company
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by the Supplement is fifty-five (55) open hopper cars bearing identification numbers ICG 340500 through 340554 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,

L. W. Baker

L. W. Baker
Treasurer

cc: Mr. W. H. Sanders

C. Dudley Moore, Mr. Sanders

RECEIVED
MAR 11 10 19 PM '80
FEE OPERATION

Interstate Commerce Commission
Washington, D.C. 20423

3/11/80

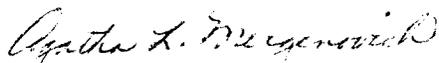
OFFICE OF THE SECRETARY

L.W. Baker, Treasurer
Chicago & Illinois Western Railroad
233 North Michigan Avenue
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 3/11/80 at 12:55pm, and assigned re-
recording number (s). 6155-F

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

REGISTRATION NO. 6155-F
MAR 11 1980
INTERSTATE COMMERCE COMMISSION

FIRST
SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT
Dated as of January 30, 1980

TO

ILLINOIS CENTRAL RAILROAD GUARANTEED EQUIPMENT TRUST
Series A
Dated as of May 1, 1971

AMONG

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, Trustee

CHICAGO & ILLINOIS WESTERN RAILROAD

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of January 30, 1980, among 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), CHICAGO & ILLINOIS WESTERN RAILROAD, a corporation duly organized and existing under the laws of the State of Illinois (hereinafter called the Railroad), 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 Guarantor):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of May 1, 1971, among the Trustee, the Railroad and the Guarantor (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 Railroad for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Railroad Guaranteed Equipment Trust, Series A; 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 Railroad desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment) approved by the Railroad 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 Railroad does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Railroad Guaranteed Equipment Trust Certificates, Series A, the Additional Trust Equipment described in ARTICLE II hereof. The Railroad 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 Railroad the following Additional Trust Equipment (first put into service after January 1, 1980) of Illinois Central Railroad Guaranteed Equipment Trust, Series A, to-wit:

<u>Car Number</u>	<u>Description</u>	<u>Present Fair Value</u>
340500-340554, both inclusive	83-ton Open Hopper Cars	\$1,858,120

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 Railroad 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 Railroad, 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 Railroad with respect thereto satisfactory to the Trustee. The Railroad 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, the Railroad and the Guarantor 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

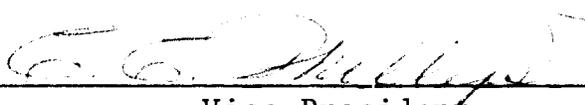
P. J. Crooks

ATTEST:



Assistant Secretary
A. Cordaro

CHICAGO & ILLINOIS WESTERN RAILROAD



Vice President

ATTEST:



Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Vice President-Financial Planning
and Treasurer

ATTEST:



Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 7th day of March 1980, before me personally appeared P. J. Crooks, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of Morgan Guaranty Trust Company of New York, 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

Maureen McShane

Notary Public

(SEAL)

MAUREEN McSHANE
NOTARY PUBLIC, State of New York
No. 01MC4649500
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 30, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of January, 1980, before me personally appeared C. C. Phillips, to me personally known, who, being by me duly sworn, says that he is Vice President of Chicago and Illinois Western Railroad, 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)

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

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)

ILLINOIS CENTRAL RAILROAD GUARANTEED EQUIPMENT TRUST, SERIES A

Cars to be deleted from Trust

SCHEDULE A

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
12914	70-ton 50-foot	13212	70-ton 50-foot
12937	Boxcars	13220	Boxcars
12938	" "	13226	" "
12949	" "	13228	" "
12952	" "	13230	" "
12956	" "	13233	" "
12961	" "	13236	" "
12963	" "	13250	" "
12970	" "	13253	" "
12977	" "	13255	" "
13000	" "	13258	" "
13006	" "	13260	" "
13013	" "	13272	" "
13020	" "	13277	" "
13057	" "	13279	" "
13060	" "	13282	" "
13066	" "	13283	" "
13068	" "	13285	" "
13078	" "	13298	" "
13093	" "	13312	" "
13111	" "	13313	" "
13114	" "	13318	" "
13115	" "	13320	" "
13117	" "	13326	" "
13122	" "	13332	" "
13123	" "	13335	" "
13127	" "	13338	" "
13128	" "	13339	" "
13131	" "	13340	" "
13137	" "	13343	" "
13138	" "	13344	" "
13147	" "	13349	" "
13148	" "	13351	" "
13155	" "	13353	" "
13160	" "	13360	" "
13162	" "	13361	" "
13169	" "	13367	" "
13170	" "	13368	" "
13173	" "	13377	" "
13176	" "	13383	" "
13177	" "	13386	" "
13188	" "	13388	" "
13197	" "	13397	" "
13202	" "	13400	" "
13210	" "	13413	" "

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
13416	70-ton 50-foot	13152 renumbered to	70-ton 50-foot
13422	Boxcars	563052	Boxcars
13428	" "	13158 renumbered to	" "
13433	" "	563058	" "
13434	" "	13194 renumbered to	" "
13435	" "	563094	" "
13437	" "	13198 renumbered to	" "
13439	" "	563098	" "
13443	" "	13208 renumbered to	" "
13445	" "	563208	" "
13446	" "	13227 renumbered to	" "
13447	" "	563127	" "
13452	" "	13242 renumbered to	" "
13464	" "	563142	" "
13465	" "	13261 renumbered to	" "
13469	" "	563161	" "
13486	" "	13307 renumbered to	" "
13490	" "	563207	" "
13499	" "	13317 renumbered to	" "
13509	" "	563217	" "
13524	" "	13380 renumbered to	" "
13544	" "	563280	" "
13549	" "	13385 renumbered to	" "
13554	" "	563285	" "
13555	" "	13391 renumbered to	" "
13573	" "	563291	" "
13585	" "	13396 renumbered to	" "
13594	" "	563296	" "
13599	" "	13489 renumbered to	" "
13125 renumbered to	" "	563389	" "
563025	" "	13500 renumbered to	" "
13130 renumbered to	" "	563400	" "
563030	" "		

83506	70-ton Woodchip	83578	70-ton Woodchip
83514	" "	83581	" "
83551	" "	83591	" "
83569	" "	83598	" "

57011	100-ton Covered	57096	100-ton Covered
57025	Hopper	57105	Hopper
57027	" "	57112	" "
57032	" "	57118	" "
57033	" "	57120	" "
57040	" "	57129	" "
57047	" "	57141	" "
57048	" "	57147	" "
57058	" "	57153	" "
57064	" "	57158	" "
57073	" "	57160	" "
57075	" "	57165	" "
57083	" "	57181	" "
		57191 renumbered to	" "
		764991	" "

Car
Number

Description

Car
Number

Description

44379
44397

70-ton 60-foot
Boxcar

44320 renumbered to
660320

70-ton 60-foot
Boxcar

9590

Steel Caboose

9598

Steel Caboose

Total Units - 177