

# CHICAGO & ILLINOIS WESTERN RAILROAD

233 North Michigan Avenue  
Chicago, Illinois 60601

*changed to* 0-112A070

April 3, 1980 *F*

APR 21 1980

RECORDATION NO. *6155-6* Filed 1425

Date \_\_\_\_\_  
Fee \$ *10.00*

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

APR 21 1980 12 35 PM ICG Washington, D. C.

INTERSTATE COMMERCE COMMISSION

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 April 1, 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<br>30 West Broadway<br>New York, New York 10015      |
| Lessee:    | Chicago & Illinois Western Railroad<br>233 North Michigan Avenue<br>Chicago, Illinois 60601    |
| Guarantor: | Illinois Central Gulf Railroad Company<br>233 North Michigan Avenue<br>Chicago, Illinois 60601 |

The equipment covered by the Supplement is one (1) 83-ton open hopper car bearing identification number ICG 340599.

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

RECEIVED  
APR 21 12 34 PM '80  
I.C.C.  
OPERATION BR.

cc: Mr. W. H. Sanders

*Quincy*  
*AM Mergenovich*

*changed to 6*

RECORDATION NO. *6135-F* Filed 1425

APR 21 1980 3 35 PM

INTERSTATE COMMERCE COMMISSION

SECOND

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of April 1, 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 April 1, 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<br/>Fair Value</u> |
|-------------------|---------------------------|-------------------------------|
| 340599            | 83-ton Open<br>Hopper Car | \$ 33,784                     |

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

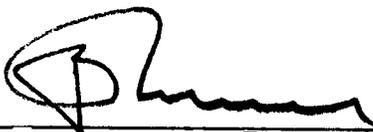
The Railroad, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act and will promptly furnish to the Trustee evidence 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

Thomas R. Bowen

CHICAGO & ILLINOIS WESTERN RAILROAD



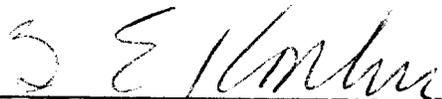
Vice President

ATTEST:



Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Vice President

ATTEST:



Assistant Secretary

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

On this 11 day of April, 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

*Sue Scalcione*  
\_\_\_\_\_  
Notary Public

(SEAL)

SUE SCALCIONE  
NOTARY PUBLIC, State of New York  
No. 31-1649545  
Qualified in New York County  
Commission Expires March 30, 1981

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

On this 1st day of April, 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.

*R. H. Hughes*  
\_\_\_\_\_  
Notary Public

(SEAL)

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

On this 1st day of April, 1980, before me personally appeared G. E. Konker, to me personally known, who, being by me duly sworn, says that he is Vice President 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.

*R. 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>     |
|-------------------------------|------------------------|
| 13338                         | 70-ton 50-foot Boxcar  |
| 13208 renumbered to<br>563208 | " " "                  |
| 13420                         | " " "                  |
| 57142                         | 100-ton Covered Hopper |
| 57065 renumbered to<br>764865 | " " "                  |
| <br>                          |                        |
| Total - 5 Units               |                        |



**Illinois  
Central  
Gulf**

An **IC Industries** Company

William H. Sanders  
Corporate Counsel

August 21, 1984

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

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. 6155-H Filed 1425

**OCT 31 1984 - 11 05 AM**

Dear Mr. Bayne:

**INTERSTATE COMMERCE COMMISSION**

Pursuant to the provisions of 49 U.S.C. Sec. 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of an Instrument of Appointment Of, Acceptance of Appointment By, and Assignment To, Successor Trustee and Statement of New Identifying Numbers of Railroad Equipment. This document is a secondary document dated as of August 31, 1984. The primary document to which this is connected (an Equipment Trust Agreement) was recorded under Recordation No. 6155 on May 17, 1971.

A draft payable to the order of the Interstate Commerce Commission for the \$10.00 recording fee applicable to this filing is enclosed herewith.

The names and addresses of the parties to the document are as follows:

Resigning Trustee:

Morgan Guaranty Trust Company of New York  
30 West Broadway  
New York, New York 10015

Successor Trustee:

Manufacturers Hanover Trust Company  
600 Fifth Avenue  
New York, New York 10020

Lessee:

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

A description of the equipment covered by this instrument follows:

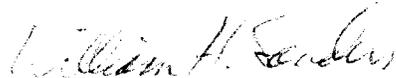
All equipment included in the aforementioned Equipment Trust Agreement and any Amendment or Supplement thereto.

A short summary of the document to appear in the index follows:

Instrument dated August 31, 1984 amending an Equipment Trust Agreement dated as of May 1, 1971 with Recordation No. 6155, providing for the appointment of a Successor Trustee and listing the changes in numbers of certain units of equipment.

It is respectfully requested that all counterparts not needed for the Commission's files be returned to the bearer of this letter with the Commission's recordation stamp shown thereon.

Very truly yours,



William H. Sanders

Enc.