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

February 8, 1980

RECORDATION NO. 6844-K Filed 1425

FEB 29 1980 -11 25 AM

INTERSTATE COMMERCE COMMISSION

No. 0-060A028

Date FEB 29 1980

Fee $ 10.00

ICC Washington, D. C.

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

Re: Illinois Central Gulf Railroad Company Equipment Trust, Series 2, dated as of December 15, 1972

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of February 5, 1980, to Illinois Central Gulf Railroad Company Equipment Trust, Series 2, which was recorded with the Commission on December 27, 1972, under Recordation No. 6844.

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

The equipment covered by the Supplement is one (1) Model SW-14 Switching Locomotive bearing identification number ICG 1424.

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

Counterparts Delivered

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INTERSTATE COMMERCE COMMISSION

EIGHTH

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of February 5, 1980

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 2
DATED AS OF DECEMBER 15, 1972

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of February 5, 1980 , by and between 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), 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 Company):

WHEREAS, in accordance with the provisions of a certain Equipment Trust Agreement, dated as of December 15, 1972 , by and between the Trustee and the Company (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 Company for the term and the rental and upon the conditions therein provided, which said Agreement constitutes Illinois Central Gulf Equipment Trust, Series 2 ; 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 Company desires to cause to be vested in the Trustee the title to additional railroad equipment (hereinafter called Additional Trust Equipment), approved by the Company 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 Company does hereby cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee for the owners of Illinois Central Gulf Equipment Trust Certificates, Series 2 , the Additional Trust Equipment described in ARTICLE II hereof. The Company 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 Company the following Additional Trust Equipment (first put into service after February 1, 1980) of Illinois Central Gulf Equipment Trust, Series 2 , to wit:

Units	Description	Original Cost
1	Model SW-14 Switching Locomotive Number ICG 1424	$ 397,600

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 Company 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 Company, 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 Company with respect thereto satisfactory to the Trustee. The Company 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 and the Company 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

E. J. Crooks
Trust Officer

ATTEST:

Thomas R. Bowen
Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

Vice President-Financial Planning
and Treasurer

ATTEST:

~~Assistant~~ Secretary

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

On this 25th day of February, 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.

Sue Scalcione
Notary Public

My Commission expires:

SUE SCALCIONE
NOTARY PUBLIC, State of New York
No. 31-4649545
Qualified in New York County
Commission Expires March 30, 1981

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

On this 5th day of February, 1980, before me, personally appeared DENNIS 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.

Robert H. Hughes
Notary Public

My Commission expires 11-23-80.

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2

CARS TO BE DELETED FROM TRUST

SCHEDULE "A"

Car Number	Description
167107	50-ton 40' Box Car
167108	" " "
167122	" " "
167126	" " "
167130	" " "
167131	" " "
167133	" " "
167136	" " "
167139	" " "
167144	" " "
167155	" " "
167159	" " "
167160	" " "
167162	" " "
167163	" " "
167167	" " "
167174	" " "
167177	" " "
167186	" " "
167187	" " "
416067	" " "
416097	" " "
416105	" " "
416116	" " "
416128	" " "
416176	" " "
416193	" " "
416194	" " "
416228	" " "
416233	" " "
416235	" " "
416351	" " "
416369	" " "
416371	" " "
416401	" " "
416403	" " "
416616	" " "
416639	" " "
416649	" " "
416670	" " "

Car Number	Description
417063	50-ton 40' Box Car
417075	" " "
417169	" " "
417303	" " "
417328	" " "
417338	" " "
417362	" " "
417379	" " "
417729	" " "
417735	" " "
466459	" " "
466507	" " "
466510	" " "
466557	" " "
466562	" " "
466776	" " "
467460	" " "
467502	" " "
467567	" " "
467596	" " "
467901	" " "
467911	" " "
467913	" " "
467933	" " "
467943	" " "
467959	" " "
516687	50-ton 50' Box Car
523539	" " "
523613	" " "
523619	" " "
523659	" " "
523695	" " "
524729	" " "

Total Units - 73