



An IC Industries Company

Sandor A. Loevy  
Assistant Vice President  
Treasurer

Illinois Central  
Gulf Railroad  
Two Illinois Center  
233 North Michigan Avenue  
Chicago, IL 60601-5799  
(312) 565 1600

RECORDATION NO. 6844-0  
F143 1425

DEC 30 1981 12 30 PM

December 1, 1981

INTERSTATE COMMERCE COMMISSION

1-367A100

DEC 30 1981

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

Date .....  
Pay \$ 10.00 .....

Re: Illinois Central Gulf Railroad Equipment Trust, - Washington, D. C.  
Series 2, dated December 15, 1972

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of December 1, 1981, to Illinois Central Gulf Railroad 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 three 100-ton Covered Hopper Cars numbered 776447-776449, inclusive, and one GP-11 Locomotive numbered 8702.

Upon completion of the recording, please deliver to the bearer of this letter all counterparts not required for retention in your files.

Yours very truly,

R. H. Hughes  
Assistant to the Treasurer

cc: Mr. W. H. Sanders

Counterpart - M. Mergenovich

RECORDED  
DEC 23 1981

RECORDATION NO. 1844-0

Filed 1425

DEC 30 1981 - 12 50 PM

INTERSTATE COMMERCE COMMISSION

TWELFTH

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of December 1, 1981

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 December 1, 1981, 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 \* See Below ) of Illinois Central Gulf Equipment Trust, Series 2 , to wit:

<u>Unit Number</u>	<u>Description</u>	<u>Present Fair Value</u>
ICG 776447-776449, inclusive	100-ton Covered Hopper (* December 1972)	\$ 36,495
ICG 8702	GP-11 Locomotive (* June 1979)	380,365
	Total - 4	<hr/> \$ 416,860

### 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



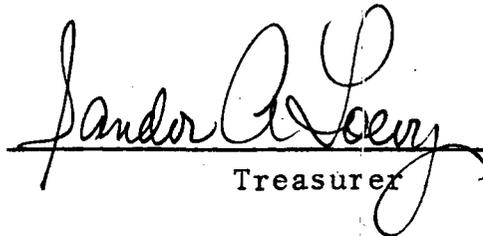
M. P. Kowalewski Trust Officer

ATTEST:



Thomas R. Bove Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Jander A. Leary  
Treasurer

ATTEST:



W. H. Sanders  
Assistant Secretary



ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 2

Cars to be deleted from Trust

Schedule A

<u>Car Number</u>	<u>Description</u>	<u>Date In Service</u>	<u>Date Retired</u>	<u>Original Cost</u>	<u>Fair Value</u>
IC 416064	50-ton 40-foot Boxcar	August 1972	December 1981	\$ 10,998	\$ 7,216
416352	" " "	June 1972	" "	10,998	7,148
467553	" " "	June 1972	" "	10,998	7,148
467555	" " "	June 1972	" "	10,998	7,148
ICG 416158	" " "	November 1972	" "	10,998	7,317
416159	" " "	November 1972	" "	10,998	7,317
416322	" " "	December 1972	" "	10,998	7,351
416381	" " "	October 1972	" "	10,998	7,283
416617	" " "	January 1973	" "	11,072	7,434
416618	" " "	January 1973	" "	11,072	7,434
416619	" " "	January 1973	" "	11,072	7,434
416627	" " "	January 1973	" "	11,072	7,434
416642	" " "	February 1973	" "	11,072	7,468
416651	" " "	February 1973	" "	11,072	7,468
416656	" " "	February 1973	" "	11,072	7,468
416663	" " "	February 1973	" "	11,072	7,468
416675	" " "	February 1973	" "	11,072	7,468
416676	" " "	February 1973	" "	11,072	7,468
416683	" " "	March 1973	" "	11,072	7,502
416686	" " "	March 1973	" "	11,072	7,502
416688	" " "	March 1973	" "	11,072	7,502
416694	" " "	March 1973	" "	11,072	7,502
416697	" " "	March 1973	" "	11,072	7,502
416699	" " "	March 1973	" "	11,072	7,502
416702	" " "	March 1973	" "	11,072	7,502
416710	" " "	March 1973	" "	11,072	7,502
417062	" " "	September 1972	" "	10,998	7,250
417067	" " "	September 1972	" "	10,998	7,250
417092	" " "	November 1972	" "	10,998	7,317
417123	" " "	November 1972	" "	10,998	7,317
417170	" " "	December 1972	" "	10,998	7,351
417336	" " "	December 1972	" "	10,998	7,351
417365	" " "	October 1972	" "	10,998	7,283
417378	" " "	October 1972	" "	10,998	7,283
417710	" " "	January 1973	" "	11,072	7,434

<u>Car Number</u>	<u>Description</u>	<u>Date In Service</u>	<u>Date Retired</u>	<u>Original Cost</u>	<u>Fair Value</u>
ICG 417713	50-ton 40-foot Boxcar	January 1973	December 1981	\$ 11,072	\$ 7,434
417715	" " "	January 1973	" "	11,072	7,434
417724	" " "	February 1973	" "	11,072	7,468
417726	" " "	February 1973	" "	11,072	7,468
417727	" " "	February 1973	" "	11,072	7,468
417733	" " "	February 1973	" "	11,072	7,468
417742	" " "	February 1973	" "	11,072	7,468
417754	" " "	March 1973	" "	11,072	7,502
417760	" " "	March 1973	" "	11,072	7,502
417761	" " "	March 1973	" "	11,072	7,502
417762	" " "	March 1973	" "	11,072	7,502
417766	" " "	March 1973	" "	11,072	7,502
466461	" " "	December 1972	" "	10,998	7,351
466514	" " "	December 1972	" "	10,998	7,351
466791	" " "	January 1973	" "	11,072	7,434
466793	" " "	January 1973	" "	11,072	7,434
466801	" " "	February 1973	" "	11,072	7,468
466802	" " "	February 1973	" "	11,072	7,468
466808	" " "	February 1973	" "	11,072	7,468
466809	" " "	February 1973	" "	11,072	7,468
466810	" " "	March 1973	" "	11,072	7,502

Total - 56 Units

\$ 414,986