



**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

RECORDATION NO. 7060 Filed 4425

MAY 1 1981 12 35 PM  
INTERSTATE COMMERCE COMMISSION

April 16, 1981  
1-12 1A132

No. \_\_\_\_\_  
Date MAY 1 1981  
Fee \$ 10.00  
ICC Washington, D. C.

RECEIVED  
MAY 1 12 49 PM '81  
FEE OPERATION BR.

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

Re: Illinois Central Gulf Railroad Equipment Trust,  
Series 5, dated as of May 1, 1973

Dear Ms. Mergenovich:

Enclosed for recording with the Interstate Commerce Commission is a Supplement dated as of April 10, 1981, to Illinois Central Gulf Railroad Equipment Trust, Series 5, which was recorded with the Commission on June 13, 1973, under Recordation No. 7060.

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 GP-10 Locomotive No. 8109, two GP-11 Locomotives Nos. 8705 and 8706 and two SW-14 Locomotives Nos. 1425 and 1426.

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 Vice President

cc: Mr. W. H. Sanders

*M. J. Mergenovich*  
*W. H. Sanders*

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/1/81

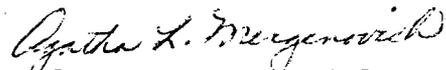
OFFICE OF THE SECRETARY

**R.H. Hughes**  
**Assistant to Vice Presi.**  
**Illinois Central Gulf RR.**  
**233 North Michigan Ave.**  
**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 **5/1/81** at **12:55pm**, and assigned re-  
recording number (s). **7060-J**

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

RECORDATION NO. 7060-9 Filed 1981

MAY 1 1981 - 12 55 PM

INTERSTATE COMMERCE COMMISSION

EIGHTH

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of April 10, 1981

to

ILLINOIS CENTRAL GULF RAILROAD  
EQUIPMENT TRUST AGREEMENT, SERIES 5  
DATED AS OF MAY 1, 1973

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated as of April 10, 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 May 1, 1973, 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 5; 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 5, 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 5 , to wit:

<u>Unit Number</u>	<u>Description</u>	<u>Present Fair Value</u>
ICG 8109	GP-10 Locomotive (* April 1978)	\$ 309,809
ICG 8705	GP-11 Locomotive (* August 1979)	392,143
ICG 8706	GP-11 Locomotive (* August 1979)	392,143
ICG 1425	SW-14 Locomotive (* March 1980)	382,955
ICG 1426	SW-14 Locomotive (* March 1980)	382,955
<hr/>		<hr/>
Total 5		\$ 1,860,005

#### 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

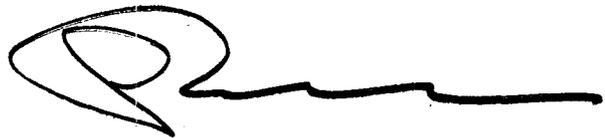
The Company, with all convenient speed, will cause this Supplemental Equipment Trust Agreement to be duly filed and recorded with the Interstate Commerce Commission in accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act and will promptly furnish to the Trustee evidence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



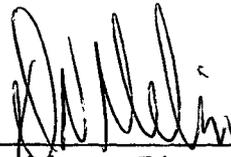
R. J. Crooks Trust Officer

ATTEST:



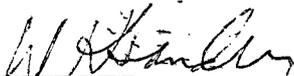
Thomas R. Bowen Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Vice President-Financial Planning  
and Treasurer

ATTEST:



Assistant Secretary



Illinois Central Gulf Equipment Trust, Series 5  
Cars To Be Deleted From Trust  
Schedule "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
221004	50-ton 40-foot Boxcar	422046	50-ton 40-foot Boxcar
221050	" " "	422050	" " "
221051	" " "	422059	" " "
221055	" " "	422067	" " "
221062	" " "	422082	" " "
221063	" " "	422084	" " "
221066	" " "	422093	" " "
221069	" " "	422096	" " "
221079	" " "	427030	" " "
221087	" " "	427033	" " "
221093	" " "	427039	" " "
221095	" " "	427060	" " "
221132	" " "	427063	" " "
221317	" " "	427070	" " "
221323	" " "	427074	" " "
221330	" " "	427078	" " "
221342	" " "	427525	" " "
232090	50-ton 50-foot Boxcar	427547	" " "
232103	" " "	427570	" " "
232107	" " "	427572	" " "
232108	" " "	436045	" " "
232528	" " "	450024	" " "
232533	" " "	450026	" " "
232537	" " "	450031	" " "
232541	" " "	450046	" " "
232556	" " "	450066	" " "
232569	" " "	450073	" " "
232582	" " "	450077	" " "
232583	" " "	450080	" " "
400141	50-ton 40-foot Boxcar	450300	" " "
400150	" " "	450301	" " "
400163	" " "	450309	" " "
400195	" " "	523007	" " "
400225	" " "	523015	" " "
400237	" " "	523028	" " "
400255	" " "	523042	" " "
400276	" " "	523046	" " "
400284	" " "	523054	" " "
400295	" " "	523055	" " "
400297	" " "	523057	" " "
400384	" " "	523065	" " "
400441	" " "	523067	" " "
400445	" " "	523070	" " "
400465	" " "	523073	" " "
400468	" " "	523083	" " "
400475	" " "	523126	" " "
422003	" " "	523127	50-ton 50-foot Boxcar
422021	" " "	523129	" " "
422034	" " "	523130	" " "
422045	" " "	523135	" " "

Illinois Central Gulf Equipment Trust, Series 5  
Cars To Be Deleted From Trust  
Schedule "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
523137	50-ton 50-foot Boxcar	524209	50-ton 50-foot Boxcar
523138	" " "	524215	" " "
523141	" " "	524227	" " "
523150	" " "	524229	" " "
523154	" " "	524230	" " "
523155	" " "	524232	" " "
523162	" " "	524235	" " "
523177	" " "	524238	" " "
523178	" " "	524241	" " "
523182	" " "	524243	" " "
523189	" " "	524247	" " "
523197	" " "	524248	" " "
523199	" " "	524252	" " "
523206	" " "	524256	" " "
523207	" " "	524263	" " "
523209	" " "	524264	" " "
523210	" " "	524265	" " "
523218	" " "	524268	" " "
523224	" " "	524269	" " "
523225	" " "	524271	" " "
523232	" " "	524272	" " "
523246	" " "	524285	" " "
523249	" " "	524287	" " "
523257	" " "	524290	" " "
523259	" " "	524291	" " "
523267	" " "	524293	" " "
523268	" " "	524296	" " "
523276	" " "	524297	" " "
523283	" " "	524303	" " "
523287	" " "	524304	" " "
523289	" " "	524309	" " "
523290	" " "	524312	" " "
523293	" " "	524313	" " "
523297	" " "	524316	" " "
524109	" " "	524318	" " "
524117	" " "	524325	" " "
524124	" " "	524327	" " "
524125	" " "	524329	" " "
524126	" " "	524339	" " "
524128	" " "	524345	" " "
524142	" " "	524355	" " "
524156	" " "	524362	" " "
524160	" " "	524369	" " "
524161	" " "	524372	" " "
524164	" " "	524376	" " "
524189	" " "	524378	" " "
524192	" " "	524382	" " "
524194	" " "	525020	" " "
524197	" " "	525022	" " "
524199	" " "	525031	" " "

Illinois Central Gulf Equipment Trust, Series 5  
Cars To Be Deleted From Trust  
Schedule "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
525039	50-ton 50-foot Boxcar	525556	50-ton 50-foot Boxcar
525046	" " "	525579	" " "
525047	" " "	525588	" " "
525048	" " "	525589	" " "
525052	" " "	525592	" " "
525057	" " "	525598	" " "
525064	" " "	525599	" " "
525066	" " "	525601	" " "
525067	" " "	525602	" " "
525068	" " "	525606	" " "
525069	" " "	525610	" " "
525073	" " "	525612	" " "
525076	" " "	525621	" " "
525077	" " "	525622	" " "
525082	" " "	525629	" " "
525090	" " "	525630	" " "
525096	" " "	525632	" " "
525101	" " "	525640	" " "
525103	" " "	525641	" " "
525104	" " "	525642	" " "
525109	" " "	525644	" " "
525111	" " "	525645	" " "
525112	" " "	525691	" " "
525116	" " "	525855	" " "
525117	" " "	573900	" " "
525123	" " "	573905	" " "
525124	" " "	573906	" " "
525125	" " "	573909	" " "
525126	" " "	573911	" " "
525129	" " "	573912	" " "
525130	" " "	573913	" " "
525136	" " "	573914	" " "
525138	" " "	573916	" " "
525142	" " "	573917	" " "
525143	" " "	573919	" " "
525144	" " "	573921	" " "
525146	" " "	573922	" " "
525387	" " "	573923	" " "
525515	" " "	573924	" " "
525516	" " "	573925	" " "
525517	" " "	573927	" " "
525521	" " "	573928	" " "
525523	" " "	573929	" " "
525526	" " "	573930	" " "
525529	" " "	573932	" " "
525532	" " "	573935	" " "
525536	" " "	573936	" " "
525541	" " "	573938	" " "
525542	" " "	573939	" " "
525553	" " "	573940	" " "

Illinois Central Gulf Equipment Trust, Series 5  
Cars To Be Deleted From Trust  
Schedule "A"

<u>Car Number</u>	<u>Description</u>	<u>Car Number</u>	<u>Description</u>
573941	50-ton 50-foot Boxcar	575574	50-ton 50-foot Boxcar
573942	" " "	575580	" " "
573945	" " "	575586	" " "
573946	" " "	575614	" " "
573947	" " "	575918	" " "
573950	" " "	575923	" " "
573952	" " "	575932	" " "
574001	" " "	575937	" " "
574005	" " "	575946	" " "
574006	" " "	575967	" " "
574008	" " "	524344 renumbered	
574009	" " "	to 166801	" " "
574013	" " "	525385 renumbered	
574016	" " "	to 166813	" " "
574017	" " "	523281 renumbered	
574019	" " "	to 166817	" " "
574021	" " "	523123 renumbered	
574023	" " "	to 166824	" " "
574024	" " "	523117 renumbered	
574025	" " "	to 166829	" " "
574027	" " "	523143 renumbered	
574030	" " "	to 166831	" " "
574032	" " "	525566 renumbered	
574113	" " "	to 166832	" " "
575004	" " "	523342 renumbered	
575005	" " "	to 166843	" " "
575008	" " "	450042	50-ton 40-foot Boxcar
575009	" " "	450043	" " "
575011	" " "	450050	" " "
575012	" " "	422009	" " "
575013	" " "		
575014	" " "		
575015	" " "		
575016	" " "		
575415	" " "		
575416	" " "		
575417	" " "		
575419	" " "		
575421	" " "		
575424	" " "		
575500	" " "		
575501	" " "		
575502	" " "		
575503	" " "		
575504	" " "		
575505	" " "		
575508	" " "		
575509	" " "		
575511	" " "		
575558	" " "		
		<b>Total:</b>	<b>372 Units</b>