Illinois Central Gulf

An IC Industries Company

R. H. Hughes
Director
Treasury Operations

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

RECORDATION NO. 7060-m Filed 1425

March 15, 1982

APR 27 1982 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

No. 14137
APR 27 1982
Date
Fee $10.00
ICC Washington, D. C.

RECEIVED
APR 27 12 04 PM '82
I.C.C.
FEE OPERATION BR.

Honorable Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Ms. Mergenovich:

Pursuant to the provisions of 49 U.S.C. Section 11303 and the applicable regulations of the Interstate Commerce Commission, there are herewith transmitted for filing and recording a number of counterparts of an Amendment (substitution and deletion of Equipment) of Illinois Central Gulf Railroad Equipment Trust Agreement, Series 5. This document is a secondary document dated as of March 15, 1982. The primary document to which this is connected was recorded under Recordation No. 7060 on June 13, 1973.

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:

Trustee and Lessor:

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

A description of the equipment covered by this Amendment follows:

Twenty (20) 50-ton Steel Cabooses numbered 199501, 199505-199519, inclusive and 199520-199523, inclusive.

Original Amendment

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

Amendment dated as of March 15, 1982, of an Equipment Trust Agreement dated as of May 1, 1973, with Recordation No. 7060, providing for the substitution of Twenty (20) 50-ton Steel Cabooses.

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,

R. H. Hughes

cc: W. H. Sanders

RECORDATION NO. 7060-Gm Filed 1425

APR 27 1982 -12 15 PM

INTERSTATE COMMERCE COMMISSION

ELEVENTH

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of March 15, 1982

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 March 15, 1982 , 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:

Car Number	Description	Present Fair Value
199505-199519, inclusive	50-ton Steel Caboose (*Jan, 1969)	$217,825
199501	" (*Feb, 1969)	
199520-199523, inclusive	" (*Feb, 1969)	

Total - 20

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. Amundson Trust Officer

ATTEST:

J. M. Gaudioso Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

Sandor R. Levy
Treasurer

ATTEST:

~~Assistant~~ Secretary

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

On this 19 day of April, 1982, before me personally appeared R. Amundsen, 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.

Elizabeth A. Boudjouk
Notary Public

My Commission expires:

ELIZABETH A. BOUDJOUK
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in New York County
No. 41-4741047
Commission Expires March 30, 1983

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

On this 15th day of March, 1982, before me, personally appeared SANDOR A. LOEVY, to me personally known, who, being by me duly sworn, says that he is 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.

Mary Ann Mehorczyk
Notary Public

My Commission expires: 9-24-84

ILLINOIS CENTRAL GULF EQUIPMENT TRUST, SERIES 5
CARS TO BE DELETED FROM TRUST

SCHEDULE A

Car Number	Description
IC 221108	50-ton Boxcar
" 221326	"
" 221336	"
" 400299	"
" 400439	"
" 400463	"
" 422010	"
" 422028	"
" 422032	"
" 422033	"
" 422085	"
" 422095	"
" 422100	"
" 422102	"
" 422205	"
" 422211	"
" 427050	"
" 427524	"
" 450004	"
" 523023	"
" 523050	"
" 523082	"
" 523229	"
" 523302	"
" 524159	"
" 524203	"
" 524237	"
" 524275	"
" 525041	"
" 525513	"
" 525535	"
" 573901	"
" 573902	"
" 573903	"
" 573951	"
" 575001	"
ICG 400258	"
" 523036	"
" 523254	"
" 523304	"
" 524228	"
" 524283	"
" 524299	"
" 575414	"
" 575423	"
" 575928	"
" 575944	"
" 575949	"

Total Units: 48