



**Illinois
Central
Gulf**

An **IC Industries** Company

William H. Sanders
Corporate Counsel

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

May 1, 1985

RECORDATION NO. 8687-B Filed 142

MAY 14 1985 - 2 40 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Bayne:

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 (First Supplemental Equipment Trust Agreement providing for the deletion and substitution of Equipment) of Illinois Central Gulf Railroad Equipment Trust Agreement, Series 13. This document is a secondary document dated as of April 17, 1985. The primary document to which this is connected was recorded under Recordation No. 8687 on February 14, 1977.

A check 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:

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 added to the Equipment Trust Agreement by this Amendment follows:

One (1) GP-40 Locomotive
Numbered ICG 3029

Am H Sanders
James H Bayne

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

First Supplemental Equipment Trust Agreement dated as of April 17, 1985, amending an Equipment Trust Agreement dated as of February 14, 1977, with Recordation No. 8687, providing for the substitution of one (1) GP-40 Locomotive.

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
William H. Sanders

REGISTRATION NO. *8687-B* Filed 1425

MAY 14 1985 3 PM

INTERSTATE COMMERCE COMMISSION

FIRST

SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

Dated as of April 17, 1985

to

ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 13
DATED AS OF FEBRUARY 1, 1977

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

and

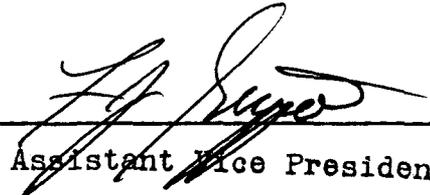
ILLINOIS CENTRAL GULF RAILROAD COMPANY

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.

MANUFACTURERS HANOVER TRUST COMPANY



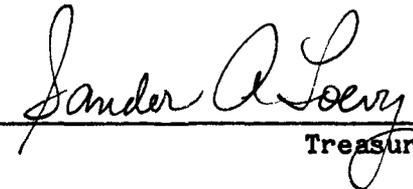
Title: Assistant Vice President

ATTEST:



Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY



Treasurer

ATTEST:



Assistant Secretary

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

On this 16th day of May, 1985, before me personally appeared F. J. Grippo, to me personally known, who, being by me duly sworn, says that he is a ~~ASSISTANT VICE PRESIDENT~~ of Manufacturers Hanover Trust 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.



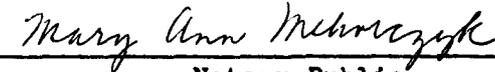
Notary Public

My commission expires:

PETER FERRERI
Notary Public, State of New York
No. 41-6278425
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1986

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 17th day of April, 1985, 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.



Notary Public

My commission expires: 9-24-88

ILLINOIS CENTRAL GULF RAILROAD EQUIPMENT TRUST, SERIES 13
CARS TO BE DELETED FROM TRUST

SCHEDULE A

<u>Car</u> <u>Number</u>	<u>Description</u>
ICG 363107	100-ton Open Hopper
363150	"
363176	"
363198	"
363277	"
363297	"
363324	"
363337	"
363339	"
363372	"
363375	"
363379	"
363399	"
363413	"
363419	"
363431	"
363449	"
363471	"
363487	"
363496	"

Total: 20