



**Illinois
Central
Gulf**

An **IC Industries** Company

John W. Falvey
General Attorney

**Illinois Central
Gulf Railroad**
Two Illinois Center
233 N. Michigan Avenue
Chicago, IL 60601
312 565 1600

7-3354057

Date DEC 1 1977
Fee \$ 10

November 14, 1977
RECORDATION NO. 9037-14 Filed & Recorded

Honorable H. Gordon Homme, Jr.
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20436

ICC Washington, D.C.

DEC 1 1977 11 05 AM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement dated as of October 15, 1977
between Morgan Guaranty Trust Company of New York and
Illinois Central Gulf Railroad Company, recorded October 13,
1977, Recordation No. 9037.

Dear Mr. Homme:

Enclosed for recording with the Interstate Commerce Commission is a Statement of New Identifying Numbers dated as of November 10, 1977 which constitutes an amendment to the above agreement, which was recorded as shown above.

Also enclosed is a check payable to the Interstate Commerce Commission to cover the recording fee for this Statement.

The parties to this transaction are:

Trustee-Lessor: Morgan Guaranty Trust Company of New York
23 Wall Street
New York, New York 10015

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

No new Equipment is added by this amendment; it involves only a numbering change.

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,

John Falvey
John W. Falvey
General Attorney

Enc.

RECEIVED
NOV 15 1977
COMMUNICATIONS SECTION
U.S. DEPARTMENT OF COMMERCE

Interstate Commerce Commission
Washington, D.C. 20423

12/1/77

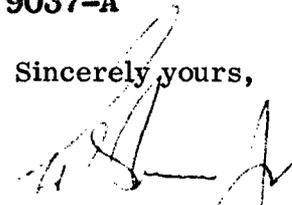
OFFICE OF THE SECRETARY

John W. Falvey, Gen. Atty.
Illinois Central Gulf.
233 N. Michigan Avenue
Chicago, Illinois 60601

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 12/1/77 at 11:05am , and assigned recordation number(s) 9037-A

Sincerely yours,



H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

STATEMENT OF NEW NUMBERS

RECORDATION NO. 9037-A Filed & Recorded

Dated as of
November 10, 1977

DEC 1 1977 11 25 AM

INTERSTATE COMMERCE COMMISSION

under

ILLINOIS CENTRAL GULF

RAILROAD

EQUIPMENT TRUST AGREEMENT, SERIES 15
Dated as of October 15, 1977

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of November 10,
1977 between MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, a New York corporation, as Trustee
(hereinafter called the Trustee) and ILLINOIS
CENTRAL GULF RAILROAD COMPANY, a Delaware corporation
(hereinafter called the Railroad).

WHEREAS, there is in existence between the Trustee
and the Railroad a certain Equipment Trust Agreement dated
as of October 15, 1977 and designated as Illinois Central Gulf
Railroad Equipment Trust Agreement, Series 15 (hereinafter called
the Trust Agreement), pursuant to which the Railroad has agreed
to cause to be transferred to the Trustee the railroad equipment
(hereinafter called the Trust Equipment) described in Schedule A
thereto, and the Trustee has agreed to lease the Trust Equipment
to the Railroad until title to such Trust Equipment is transferred
by the Trustee to the Railroad under the provisions thereof;
and

WHEREAS, the Trust Agreement was recorded with the
Interstate Commerce Commission in accordance with Section 20c
of the Interstate Commerce Act on October 13, 1977 and was
assigned Recordation Number 9037; and

WHEREAS, the Railroad now desires to renumber certain units of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by changing the Identifying Numbers of the 150 new 70-ton Woodchip Cars from ICG 87150-87299 (both inclusive) to ICG 867150-867299 (both inclusive).

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

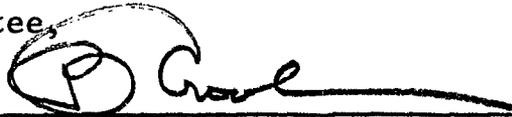
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart.

Although this Statement of New Numbers is dated for convenience as of November 10, 1977 the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgment hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee

By



Trust Officer

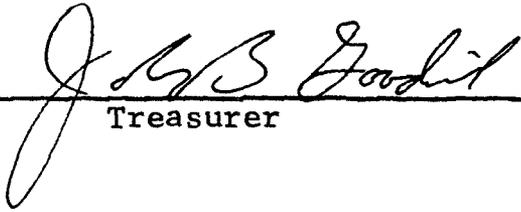
ATTEST:



Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By



Treasurer

ATTEST:



Assistant Secretary

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

On this *8th* day of *November, 1977*

before me personally appeared J. B. Goodrich, 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.

Betty M. Reschke
Notary Public

My Commission Expires: *April 26, 1979*

