

Executed in 7 Counterparts of which
this is Counterpart No. 7.

RECORDATION NO. 6-185-A Filed & Recorded

JUL 27 1971 - 10 12 AM

SOUTHERN RAILWAY COMPANY INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS TO BE SUBSTITUTED FOR ORIGINAL NUMBERS ON 14 - GP-38 DIESEL ELECTRIC LOCOMOTIVES PURCHASED UNDER AGREEMENT DATED AS OF JULY 1, 1971, BETWEEN SOUTHERN RAILWAY COMPANY AND MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE, CONSTITUTING SOUTHERN RAILWAY EQUIPMENT TRUST NO. 4 OF 1971.

<u>Original Nos.</u>	New Nos. to be Substituted for <u>Original Nos.</u>
2837 to 2850, both inclusive.	2859 to 2872, both inclusive.

I certify the foregoing to be correct. Dated this
21st day of July, 1971.

ATTEST:

M.M. Davyport
Assistant Secretary.

SOUTHERN RAILWAY COMPANY,
By *[Signature]*
Vice President.

THE UNDERSIGNED, MANUFACTURERS HANOVER TRUST COMPANY,
Trustee under Southern Railway Equipment Trust No. 4 of 1971,
hereby consents to the foregoing statement of new numbers to
be substituted for original numbers on 14 GP-38 Diesel Electric
Locomotives.

ATTEST:

[Signature]
Assistant Secretary.

MANUFACTURERS HANOVER TRUST
COMPANY,
By *[Signature]*
Assistant Vice President.

STATE OF NEW YORK,)
) ss:
COUNTY OF NEW YORK.

On this 23rd day of July, 1971, before me personally appeared T. C. CRANE, to me personally known, who, being by me duly sworn, says that he is an 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.

J. E. Pistek
Notary Public.

JAN E. PISTEK
Notary Public, State of New York
No. 43-813152E
Qualified in New York County
Certificate filed in New York County
Commission Expires March 30, 1972

DISTRICT OF COLUMBIA.

On this 21st day of July, 1971, before me personally appeared H. H. Hall, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN RAILWAY 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.

Lawrence A. Huff
Lawrence A. Huff
Notary Public in and for the
District of Columbia

My commission expires June 30, 1972.