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STATEMENT OF NEW NUMBERS

Dated as of June 20, 1974

under

EQUIPMENT TRUST AGREEMENT

Dated as of April 15, 1972

among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of
June 20, 1974, among MORGAN GUARANTY TRUST
COMPANY OF NEW YORK a New York corporation,
as Trustee (hereinafter called the Trustee),
and ILLINOIS CENTRAL GULF RAILROAD COMPANY,
as successor in interest to ILLINOIS CENTRAL
RAILROAD COMPANY, a Delaware corporation
(hereinafter called the Railroad).

WHEREAS the Trustee, and the Illinois Central Railroad
Company have entered into an Equipment Trust Agreement dated as
of April 15, 1972 (hereinafter called the Trust Agreement),
pursuant to which the Illinois Central Railroad Company 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 Illinois Central Railroad Company until title to
such Trust Equipment is transferred by the Trustee to the Rail-
road under the provisions thereof; and

WHEREAS the Trust Agreement was recorded with the Inter-
state Commerce Commission in accordance with Section 20c of the
Interstate Commerce Act on April 17, 1972 and was assigned recorda-
tion number 6556; and

WHEREAS the Railroad now desires to renumber certain 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 substituting therein, in the place of the identifying numbers listed below under the column "Original Numbers", the identifying numbers listed below under the column "New Numbers", as follows:

<u>TYPE OF EQUIPMENT</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
70-ton 60'9" single door Box Cars number	610208 to 610212, Inclusive	660208 to 660212, 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.

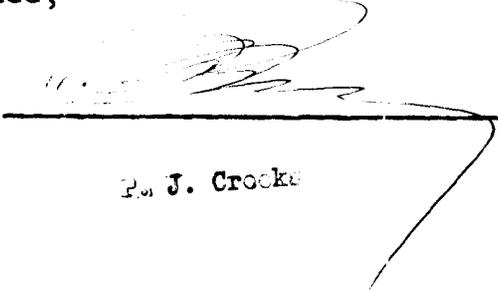
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of June 20, 1974, the actual date or dates of execution hereto 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

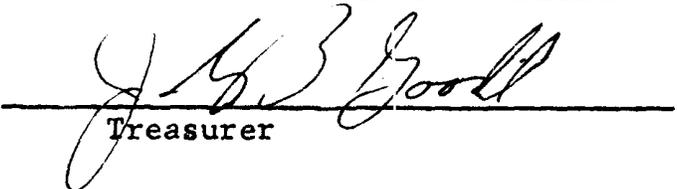

P. J. Crooke

ATTEST:


W. T. Brown

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By


Treasurer

ATTEST:


ADJUTANT SECRETARY

