

RECORDATION NO. 6844-A Filed & Recorded

JUL 2 1973 4 20 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
Dated as of June 29, 1973

under

EQUIPMENT TRUST AGREEMENT
Dated as of December 15, 1973

among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE,

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of
June 29, 1973, among 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 the Trustee, and the Railroad have entered into
an Equipment Trust Agreement dated as of December 15, 1972
(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 December 27, 1972, and was
assigned recordation number 6844; and

WHEREAS the Company 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 Number</u>	<u>New Numbers</u>
50 ton, 40'-6" single 8' door boxcars	416714 - 416774	466800 - 466813
	417767 - 417874	467900 - 467964
		167100 - 167189

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 29, 1973, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments 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



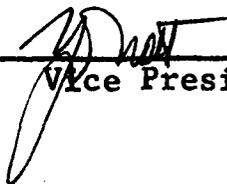
Trust Officer

Attest:


Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

by



Vice President

Attest:


Assistant Secretary

