

Illinois Central Gulf Railroad
an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

RECORDATION NO. 6844-E Filed & Recorded

OCT 1 1976 11 15 AM

6-2754026

William H Sanders
Corporate Counsel

September 28, 1976

INTERSTATE COMMERCE COMMISSION
Hon. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Stamp: OCT 1 1976
Date _____
Fee \$ _____

Dear Mr. Oswald:

I enclose for recording with the Commission executed counterparts of a Statement of New Numbers dated as of January 1, 1976 which constitutes an amendment to Illinois Central Gulf Railroad Equipment Trust Agreement Series 2, dated as of December 15, 1972. The fee for recordation is likewise enclosed.

The Equipment Trust Agreement to which the enclosed is an amendment was recorded with the Commission on December 27, 1972, Recordation No. 6844.

The names and addresses of the parties to the transaction are:

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

Lessee: Illinois Central Gulf Railroad Company
(successor in interest to
Illinois Central Railroad Company)
233 North Michigan Avenue
Chicago, Illinois 60601

The equipment covered by this Statement of New Numbers is the same as that described and set out in The Equipment Trust Agreement referred to above and supplements thereto, the amendment now submitted constituting merely a renumbering of that same equipment.

Upon completion of the recording please return to the bearer of this notice the counterparts not needed for your files.

OCT 1 10 53 AM '76

RECEIVED

Very truly yours,

W. H. Sanders

W. H. Sanders
Corporate Counsel

Carol P. Rhodes
Counterpart

RECORDATION NO. 6844-E Filed & Recorded

891 1 1976 11 20 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS

Dated as of
January 1, 1976

under

ILLINOIS CENTRAL GULF

RAILROAD

EQUIPMENT TRUST AGREEMENT, SERIES 2

Dated as of
December 15, 1972

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of January 1,
1976 between MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, a New York corporation, as Trustee
(hereinafter called the Trustee) and ILLINOIS
CENTRAL GULF RAILROAD COMPANY, successor in
interest to ILLINOIS CENTRAL 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 December 15, 1972 and designated as Illinois
Central Gulf Railroad Equipment Trust Agreement, Series 2
(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 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 substituting therein, in the place of the identifying numbers listed in the attached Exhibit A under the column "Original Numbers", the identifying numbers listed in said attached Exhibit under the column "New Numbers".

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.

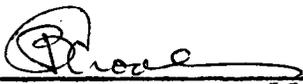
3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

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 January 1, 1976 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,

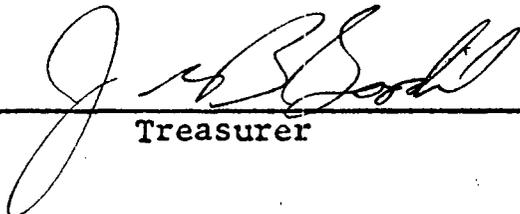
MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee,

By 
Trust Officer
E. J. Crooks

ATTEST:


Assistant Secretary
Faith A. Gausman

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By 
Treasurer

ATTEST:


Assistant Secretary

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

On this 16th day of JULY 1976

before me personally appeared J. E. 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.

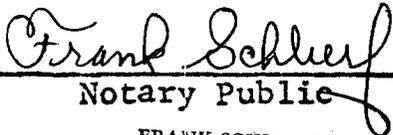
David P. Allegria

Notary Public

My Commission Expires SEP 22 1977

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

On this 11TH day of AUGUST 1970 before me personally appeared E. J. Crooks to me personally known, who being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 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

FRANK SCHLIERF
NOTARY PUBLIC, State of New York
No. 60-3503450
Qualified in: Westchester County
Certificate Filed in New York County
Commission Expires March 30, 1977.

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
Dated as of January 1, 1976
under
ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 2
Dated as of December 15, 1972

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
50-Ton 50'6" Single Door Box Cars	7	523544	166841
		523611	166845
		524650	166839
		524665	166847
		524676	166838
		524683	166830
		524707	166808