



**Illinois
Central
Gulf**

An **IC Industries** Company

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I. C. C.
FEE OPERATION BR.

William H. Sanders
Corporate Counsel

Illinois Central
Gulf Railroad
Two Illinois Center
233 North Michigan Avenue
Chicago, IL 60601
(312) 565 1600

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

RECORDATION NO. 6844-6 June 30, 1977
Filed & Recorded

JUL 5 1977-10 50 AM Date JUL 5 1977

INTERSTATE COMMERCE COMMISSION Fee \$ 10

Dear Mr. Oswald:

ICE Washington

I enclose for recording with the Commission executed counterparts of a Statement of New Numbers dated as of June 6, 1977 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 unit of equipment covered by this Statement of New Numbers is one of those described and set out in the Equipment Trust Agreement referred to above, the amendment now submitted constituting merely a renumbering of that same equipment.

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

Very truly yours,

W. H. Sanders

W. H. Sanders
Corporate Counsel

Enc.

B. P. Oswald

RECORDATION NO. 42844-6 Filed & Recorded

JUL 5 1977 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
dated as of
June 6, 1977

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
June 6, 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, 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, designated as Illinois Central Gulf
Railroad Equipment Trust Agreement, Series 2, (hereinafter
called the Agreement), as supplemented by a Supplemental
Equipment Trust Agreement dated as of April 12, 1977 (herein-
after called the Supplemental 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 to the Agreement and in Article II of
the Supplemental Agreement, 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 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 the Supplemental Agreement was similarly recorded on May 6, 1977 and was assigned Recordation Number 6844-F; and

WHEREAS, the Railroad now desires to renumber one unit of the Trust Equipment and to amend the Agreement and Supplemental 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 Agreement and Article II of the Supplemental Agreement are hereby amended by substituting therein, in the place of the identifying number listed in Exhibit A attached hereto under the column "Original Number", the identifying number listed in said attached Exhibit under the column "New Number".

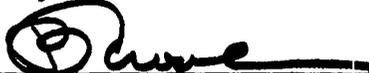
2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Agreement and Supplemental 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 6, 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 
P. L. Crooks Trust Officer

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 *6th* day of *June* 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.

Virginia N. Shanks

Notary Public

My Commission Expires
May 4, 1980

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

On this 24th day of June, 1977 before
me personally appeared P. 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.

Elizabeth A. Buckley
Notary Public

ELIZABETH A. BUCKLEY
Notary Public, State of New York
Qualified in Suffolk County
Certificate Filed in New York County
No. 52-4620859
Commission Expires March 30, 1979

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
Dated as of June 6, 1977
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 NUMBER</u>	<u>NEW NUMBER</u>
General Purpose Diesel Locomotive, Model GP-40-A	1	ICG 3006	ICG-3035