

Illinois Central Gulf Railroad
an IC Industries Company

233 North Michigan Avenue
Chicago Illinois 60601
Telephone 312 565 1600

RECORDATION NO. **6935-B** Filed & Recorded

SEP 1 1976 11:28 AM

INTERSTATE COMMERCE COMMISSION

William H Sanders
Corporate Counsel

September 28, 1976
6-275A026

OCT 1 1976
Date
cc

CC Washington, D.C.

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

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 3, dated as of February 15, 1973. The fee for recordation is likewise enclosed.

The Equipment Trust Agreement to which the enclosed is an amendment was recorded with the Commission on February 21, 1973, Recordation No. 6935.

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 letter the counterparts not needed for your files.

Very truly yours,

W. H. Sanders
W. H. Sanders
Corporate Counsel

RECEIVED
OCT 1 10 59 AM '76
OPERATION BR.

Ans. H. Rhodes

Counterpart

RECORDATION NO. **6935-B** Filed & Recorded

441 1 1976 *M EX Adm

~~INTEREST PAYMENT COMPANY~~

STATEMENT OF NEW NUMBERS

Dated as of
January 1, 1976

under

ILLINOIS CENTRAL
GULF
RAILROAD

EQUIPMENT TRUST AGREEMENT, SERIES 3

Dated as of
February 15, 1973

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 February 15, 1973 and designated as Illinois
Central Gulf Railroad Equipment Trust Agreement, Series 3
(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 February 21, 1973 and was assigned Recordation Number 6935 ; 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.

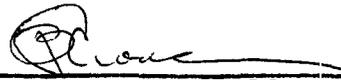
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall

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,

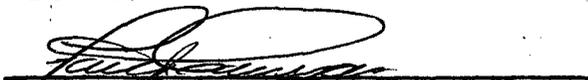
By



Trust Officer

E. U. Crooks

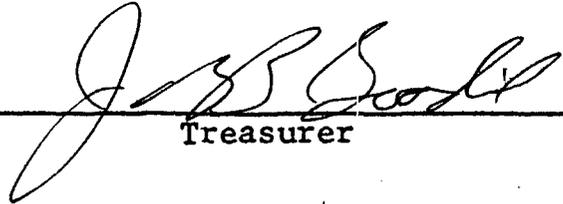
ATTEST:



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. Higgins

Notary Public

My Commission Expires SEP 22 1977

EXHIBIT A
TO STATEMENT OF NEW NUMBERS
Dated as of January 1, 1976
under
ILLINOIS CENTRAL GULF RAILROAD
EQUIPMENT TRUST AGREEMENT, SERIES 3
Dated as of February 15, 1973

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
50-Ton 50'6" Single Door Box Cars	12	523346	166819
		523435	166803
		523438	166822
		523445	166809
		523468	166835
		523471	166836
		524411	166820
		524440	166827
		524477	166828
		524582	166849
		524589	166800
		573375	<u>523375</u>