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STATEMENT OF NEW NUMBERS

Dated as of May 20, 1974

under

EQUIPMENT TRUST AGREEMENT  
Dated as of April 15, 1974

among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

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7486-a

RECORDATION NO. \_\_\_\_\_ FILED

JUN 10 1974 -2 30 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS dated as of May 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, a Delaware corporation (hereinafter called the Railroad).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of April 15, 1974 (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 April 23, 1974, and was assigned recordation number 7486; 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>
GP type general purpose locomotives	7701, 7705, 7706, 7707, 7710, 7711, 7713, 7714, 7800, 8015, 8637	8283, 8008, 8165, 8154, 8418, 8021, 8027, 8447, 8221, 8010, 8037

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 May 20, 1974, 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.

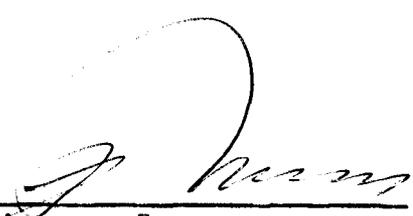
IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK  
Trustee,

By

  
\_\_\_\_\_  
P. J. Crooks Trust Officer

ATTEST:

  
\_\_\_\_\_  
W. Brewer Assistant Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By

ATTEST:

  
\_\_\_\_\_  
Assistant Secretary



