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RECORDATION NO. 74865 Filed & Recor.

JUL 17 1974 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

**STATEMENT OF NEW NUMBERS**

Dated as of June 20, 1974

under

**EQUIPMENT TRUST AGREEMENT**

Dated as of April 15, 1974

**MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE**

and

**ILLINOIS CENTRAL GULF RAILROAD COMPANY**

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STATEMENT OF NEW NUMBERS dated as of June 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 Number", the identifying numbers listed below under the column "New Number", as follows:

<u>TYPE OF EQUIPMENT</u>	<u>ORIGINAL NUMBER</u>	<u>NEW NUMBER</u>
GP type general purpose locomotives	8165	8168

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 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

  
\_\_\_\_\_  
Trust Officer

ATTEST:

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

ILLINOIS CENTRAL GULF RAILROAD COMPANY

BY

  
\_\_\_\_\_  
Trust Officer

ATTEST:

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

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

On this 26th day of June, 1974, before me personally appeared John B. Goodrich , to me personally known, who being by me duly sworn, says that he is Secretary & 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*

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Notary Public

My Commission Expires SEP 22 1977

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

On this 8<sup>th</sup> day of July, 1974, before me personally  
appeared J. W. Flaherty 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 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.

Frank Schley

FRANK SCHLEY  
Notary Public, State of New York  
Qualified in Westchester County  
Commission Expires March 30, 1975