
STATEMENT OF NEW NUMBERS

Dated as of March 1, 1974

under

EQUIPMENT TRUST AGREEMENT
Dated as of August 1, 1973

among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

7140-C
RECORDATION NO. _____ Filed & Recorded

JUN 10 1974 -2 30 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS dated as of March 1, 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 August 1, 1973 (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 August 21, 1973, and was assigned recordation number 7140; 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>
General purpose road	620480	670480
<i>see</i> locomotives Horse-	620495 - 620499	670495 - 670499
<i>a</i> power 1850	670450 - 670459	620450 - 620459
<i>of case</i> → <i>See 7140-D - Bot case.</i>	670475 - 670476	620475 - 620476

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 March 1, 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

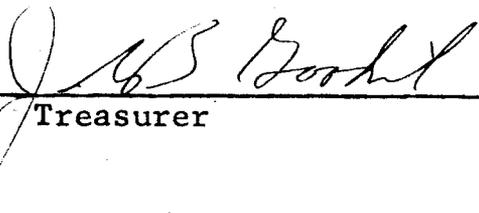
ATTEST:



W. W. Brewer Assistant Secretary

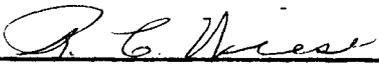
ILLINOIS CENTRAL GULF RAILROAD COMPANY

By



Treasurer

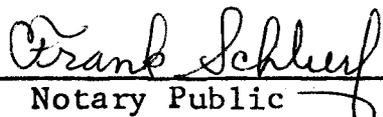
ATTEST:



Assistant Secretary

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 17th day of May, 1974, 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 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, 1975