

AUG 23 1974 - 10 50 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of June 28, 1974, between MORGAN GUARANTY TRUST COMPANY OF NEW YORK (hereinafter called the Trustee), and ILLINOIS CENTRAL GULF RAILROAD COMPANY (hereinafter called the Company).

WHEREAS the Trustee and the Company have entered into a Statement of New Numbers dated as of March 1, 1974, (hereinafter called Statement), said Statement being for the purpose of changing numbers on certain units of equipment under an Equipment Trust Agreement between Trustee and Company, said Equipment Trust Agreement dated as of August 1, 1973. Said Statement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act June 10, 1974, and was assigned recordation no. 7140-C; and

WHEREAS, the parties hereto desire to amend the Statement.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. Section 1 of the Statement is hereby amended by substituting "100-ton 60-foot cushioned underframe boxcars", for "General purpose road locomotives Horsepower 1850" in the column titled Type of Equipment.
2. Except as amended hereby, the Statement shall remain in full force and effect.
3. The Company will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission

in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

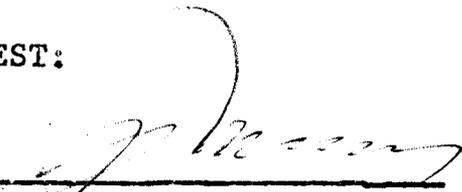
MORGAN GUARANTY TRUST COMPANY OF NEW YORK

by



P. J. Crooks Trust Officer

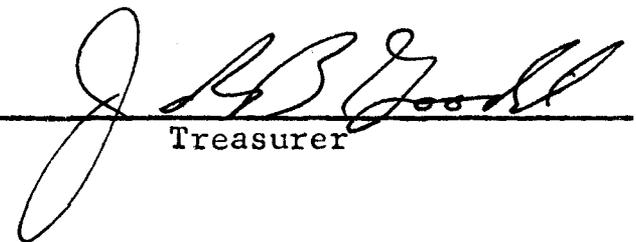
ATTEST:



W. W. Brewer ASSISTANT SECRETARY

ILLINOIS CENTRAL GULF RAILROAD COMPANY

by



Treasurer

ATTEST:



ASSISTANT SECRETARY

Approved as to form