

*Country Club - K. Bartman*

RECORDATION NO. 20981-B FILED *etal*  
JUN 30 '98 11-20AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
(202) 393-2266  
FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 30, 1998

*18509-N  
TS*

JUN 30 11 19 AM '98

RECEIVED  
SURFACE TRANSPORTATION BOARD  
D.C.

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Amended and Restated Trust Indenture and Security Agreement, dated as of June 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture and Security Agreement which was previously filed with the Board under Recordation Number 20981. Please cross index under the Recordation Numbers set forth on the attached schedule.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Indenture Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

There is no additional railroad equipment associated with this filing. A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A attached to the Original Trust Indenture previously filed herein.

r. Vernon A. Williams  
June 30, 1998  
Page 2

Also enclosed is a check in the amount of \$624.00 payable to the order of the Surface Transportation Board covering the required recordation and cross indexing fees.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

Please cross-index under the following Recordation Numbers:

15493- E

15856- D

16116- D

16370- D

16696- D

16722- C

17040- H

17583- C

17635- C

17643- E

17892- Y

17942- J

17978- F

18452- C

18509- ~~D~~

18633- E

19321- V

19370- G

19586- E

19604- C

19815- F

20339- C

20340- C

RECORDATION NO. 20981-B FILED

JUN 30 '98

11-20AM

**MEMORANDUM OF AMENDED AND  
RESTATED TRUST INDENTURE  
AND SECURITY AGREEMENT**

Memorandum of Amended and Restated Trust Indenture and Security Agreement, made and entered into as of June 30, 1998 between WILMINGTON TRUST COMPANY, Grantor, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement, dated as of November 1, 1997, as amended by First Amendment to Trust Agreement, dated as of the date hereof (the "Owner Trustee"), and THE FIRST NATIONAL BANK OF CHICAGO, as Indenture Trustee (the "Indenture Trustee").

The undersigned, parties to a Trust Indenture and Security Agreement, dated as of November 1, 1997 (the "Original Trust Indenture"), have amended and restated the Original Trust Indenture in its entirety, to provide, among other things, for a substitution of the Secured Parties (as defined in the Original Trust Indenture).

A Memorandum of the Original Trust Indenture was duly filed and recorded with the Surface Transportation Board on November 6, 1997 under Recordation Number 20981, and was supplemented by a filing on November 10, 1997 under Recordation Number 20981-A.

Under the Amended and Restated Trust Indenture and Security Agreement there is no change in the railroad equipment and leases relating thereto in which a security interest was granted in the Original Trust Indenture by the Owner Trustee to the Indenture Trustee.

IN WITNESS WHEREOF, the parties hereunto have each caused this Memorandum to be executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under the PBG Equipment Trust Agreement

By:   
Name: Donald G. MacKelcan  
Title: Assistant Vice President

THE FIRST NATIONAL BANK OF CHICAGO

By:   
Name: Sandra L. Caruba  
Title: VICE PRESIDENT