

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

November 18, 1997

RECORDATION NO

20563-B
FILED

NOV 19 '97

11-55 AM

NOV 19 11 55 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD


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 an Amendment No. 2 to Master Equipment Sublease, dated as of November 19, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Sublease, a memorandum of which was previously filed with the Board under Recordation Number 20563.

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

Lessor Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, Illinois 60610

Lessee Progress Rail Services Corporation
1600 Progress Drive
Albertville, Alabama 35950

A description of the 153 hopper cars being excluded from the Sublease is set forth on Exhibit A attached thereto.

Mr Vernon A Williams
November 18, 1997
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

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

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal stroke extending to the right.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

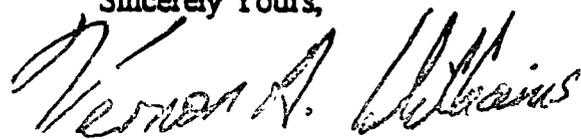
DATE: November 19, 1997

Robert W. Alvord
Alvord & Alvord
918 16th St NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on November 19, 1997 at 11:55AM, and assigned recordation number(s). 20563-B, 20534-I, 20534-J, 20534-k.

Sincerely Yours,

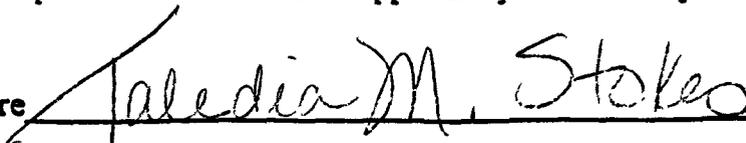


Vernon A. Williams
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



Amendment No. 2 to

RECORDATION NO. 20563-B FILED

MASTER EQUIPMENT SUBLEASE NOV 19 '97 11-55 AM

This Amendment No. 2 to MASTER EQUIPMENT SUBLEASE (the "Amendment" is entered into as of the 19th day of November, 1997, between Illinois Central Railroad Company, an Illinois corporation ("Lessor"), and Progress Rail Services Corporation, an Alabama corporation ("Lessee").

Lessor and Lessee have entered into that certain Master Equipment Sublease dated as of February 7, 1997 (the "Sublease"), pursuant to which Lessor agreed to sublease to Lessee 676 of the 1664 open top hopper cars identified in the Sublease.

The Sublease is hereby amended to exclude from the Sublease (and from the definition of "Cars" as used in the Sublease) the 153 open top hopper cars set forth in Exhibit A to this Amendment.

IN WITNESS WHEREOF, this Amendment has been duly executed on this 18 day of November, 1997.

PROGRESS RAIL SERVICES CORPORATION

By: Bob Crave
Title: SR VP

ILLINOIS CENTRAL RAILROAD COMPANY

By: _____
Title: _____

Amendment No. 2 to
MASTER EQUIPMENT SUBLEASE

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IN WITNESS WHEREOF, this Amendment has been duly executed on this 18 day of November, 1997.

PROGRESS RAIL SERVICES CORPORATION

By: _____
Title: _____

ILLINOIS CENTRAL RAILROAD COMPANY

By: *AS Cornan*
Title: TREASURER

STATE OF Alabama)
COUNTY OF Marshall) SS

On this 11th day of November, 1997, before me personally appeared Bob Greer, to me personally known, who, being by me duly sworn, says that (s)he is D. H. of Progress Rail Services Corporation, that the foregoing instrument was duly signed on behalf of said corporation with due authority and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

My Commission Expires: 10/12/99

[Notarial Seal]

STATE OF ILLINOIS)
COUNTY OF COOK) SS

On this _____ day of November, 1997, before me personally appeared D. A. Koman, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was duly signed on behalf of said corporation with due authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My Commission Expires: _____

[Notarial Seal]

EXHIBIT A

ONE HUNDRED FIFTY-THREE (153) 100-ton open top hopper cars marked and numbered as set forth below:

Unit Mark	Unit Number						
ICG	387743	ICG	388157	ICG	388618	ICG	389035
ICG	387756	ICG	388165	ICG	388621	ICG	389041
ICG	387768	ICG	388167	ICG	388679	IC	389050
ICG	387797	ICG	388176	ICG	388702	ICG	389064
ICG	387798	ICG	388182	IC	388712	ICG	389070
ICG	387803	ICG	388185	ICG	388724	ICG	389074
ICG	387804	ICG	388211	ICG	388740	ICG	389080
ICG	387811	ICG	388221	ICG	388766	ICG	389087
ICG	387841	ICG	388224	ICG	388774	ICG	389102
ICG	387878	ICG	388232	ICG	388779	ICG	389105
ICG	387880	ICG	388243	ICG	388785	ICG	389129
ICG	387902	ICG	388281	ICG	388799	ICG	389131
ICG	387913	ICG	388292	ICG	388805	ICG	389149
ICG	387916	ICG	388317	ICG	388806	ICG	389162
ICG	387939	ICG	388318	ICG	388810	ICG	389184
ICG	387956	ICG	388323	ICG	388845	ICG	389191
ICG	387959	ICG	388330	ICG	388846	ICG	389200
ICG	387961	ICG	388358	ICG	388847	ICG	389203
ICG	387963	ICG	388363	ICG	388848	ICG	389224
ICG	387966	ICG	388364	ICG	388852	ICG	389238
ICG	387967	ICG	388373	ICG	388854	ICG	389257
ICG	387969	ICG	388379	ICG	388855	ICG	389278
ICG	387978	ICG	388421	ICG	388857	ICG	389330
ICG	387996	ICG	388442	ICG	388860	ICG	389338
ICG	388001	ICG	388462	ICG	388871	ICG	389375
ICG	388002	ICG	388493	ICG	388872	ICG	389433
ICG	388017	ICG	388515	ICG	388875	ICG	389435
ICG	388023	ICG	388518	ICG	388877	ICG	389441
ICG	388028	ICG	388522	ICG	388878	ICG	389443
ICG	388058	ICG	388527	ICG	388927	IC	389454
ICG	388061	ICG	388543	ICG	388928	ICG	389456
ICG	388072	ICG	388560	ICG	388937	ICG	389459
ICG	388096	ICG	388570	ICG	388967	ICG	389484
ICG	388100	ICG	388579	ICG	388976	ICG	389485
ICG	388107	ICG	388584	ICG	388997	ICG	389496
ICG	388112	ICG	388593	ICG	389004	ICG	389499
ICG	388119	ICG	388595	ICG	389012		
IC	388120	ICG	388608	ICG	389016		
ICG	388137	ICG	388617	IC	389022		

After renovation cars marked "ICG" may be marked "IC".