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BOSTON, NEW YORK, WASHINGTON,
LOS ANGELES, HARTFORD AND LONDON

June 10, 1999

Via Federal Express

Honorable Vernon A. Williams
Secretary, Surface Transportation Board
1925 Case Street NW
Washington, D.C. 20423

RECORDATION NO.

FILED

JUN 17 1999

1:00PM



Dear Secretary Williams:

I have enclosed four (4) originals of each of the following documents to be recorded pursuant to 49 U.S.C. §11301, together with a check in the amount of \$78.00, representing a \$26.00 fee for each document enclosed.

1) Memorandum of Amendment No. 1 to Master Equipment Sublease between Hitachi Credit America Corp. as Lessor and Illinois Central Railroad Company as Lessee, which relates to a Memorandum of Master Equipment Sublease which was filed with the Surface Transportation Board on September 24, 1997 and assigned Recordation Number 20534-F;

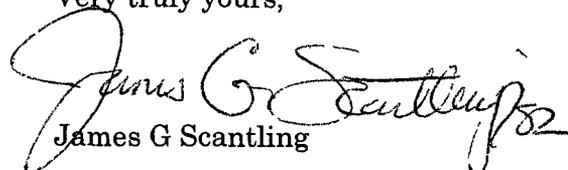
2) Memorandum of Amendment No. 1 to Assignment Agreement between Hitachi Credit America Corp. as Assignee and Illinois Central Railroad Company as Assignor, which relates to a Memorandum of Assignment Agreement which was filed with the Surface Transportation Board on September 24, 1997 and assigned Recordation Number 20534-G;

3) Memorandum of Sale and Assignment Agreement between Hitachi Credit America Corp. as Assignor and KBC Bank, N.V. as Assignee, which references an Assignment of certain rights under a primary document which bears recordation number 20534-F.

We would request that these documents be recorded in sequence under the respective recordation numbers. Descriptions of the equipment are attached as Exhibit A thereto

Please return one original of each document to the undersigned at the above address. If you have any questions, please feel free to contact me.

Very truly yours,


James G Scantling

Enclosures

**MEMORANDUM OF
SALE AND ASSIGNMENT AGREEMENT JUN 17 '99 1-00PM**

THIS MEMORANDUM OF SALE AND ASSIGNMENT AGREEMENT made as of March 24, 1999 is intended to evidence the Sale and Assignment Agreement dated as of March 24, 1999 (the "**Assignment**"), between **HITACHI CREDIT AMERICA CORP.**, a Delaware corporation, as Assignor ("**Assignor**") and **KBC BANK, N.V.**, a New York banking institution, as Assignee ("**Assignee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C §11301 Pursuant to the Assignment, Assignor has assigned all of its rights in, to and under

(i) a Master Equipment Operating Lease dated as of December 23, 1996 as it relates to Schedule 3 thereto between Whitman Leasing, Inc. as lessor and Illinois Central Railroad Company as lessee, a Memorandum of which was filed with the Surface Transportation Board ("**STB**") on February 26, 1997 and assigned Recordation Number 20534-B;

(ii) a Master Equipment Sublease dated as of September 23, 1997 as it relates to Schedule 1 thereto between Hitachi Credit America Corp. as lessor and Illinois Central Railroad Company as lessor, a Memorandum of which was filed with the STB on September 24, 1997 and assigned Recordation Number 20534-F,

(iii) an Assignment Agreement dated as of September 24, 1997 between Hitachi Credit America Corp as assignee and Illinois Central Railroad Company as assignor, a Memorandum of which was filed with the STB on September 24, 1997 and assigned Recordation Number 20534-G; and

(iv) a Security Agreement between Whitman Leasing, Inc. and Hitachi Credit America Corp , a Memorandum of which was field with the STB on September 24, 1997 and assigned Recordation Number 20534-H.

Said Assignment covers 400 100-ton open top hopper cars, more fully described in Exhibit A hereto

IN WITNESS WHEREOF, each of Assignor and Assignee have executed this Memorandum of Sale and Assignment Agreement on the date indicated below its signature

HITACHI CREDIT AMERICA CORP.

KBC BANK, N.V.

By *William H. Besgen*
 Title: Executive Vice President
 Date: 3/24/99

By _____
 Title _____
 Date _____

**MEMORANDUM OF
SALE AND ASSIGNMENT AGREEMENT**

THIS MEMORANDUM OF SALE AND ASSIGNMENT AGREEMENT made as of March 24, 1999 is intended to evidence the Sale and Assignment Agreement dated as of March 24, 1999 (the "**Assignment**"), between **HITACHI CREDIT AMERICA CORP.**, a Delaware corporation, as Assignor ("**Assignor**") and **KBC BANK, N.V.**, a New York banking institution, as Assignee ("**Assignee**"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C §11301 Pursuant to the Assignment, Assignor has assigned all of its rights in, to and under.

(i) a Master Equipment Operating Lease dated as of December 23, 1996 as it relates to Schedule 3 thereto between Whitman Leasing, Inc. as lessor and Illinois Central Railroad Company as lessee, a Memorandum of which was filed with the Surface Transportation Board ("**STB**") on February 26, 1997 and assigned Recordation Number 20534-B,

(ii) a Master Equipment Sublease dated as of September 23, 1997 as it relates to Schedule 1 thereto between Hitachi Credit America Corp. as lessor and Illinois Central Railroad Company as lessor, a Memorandum of which was filed with the STB on September 24, 1997 and assigned Recordation Number 20534-F;

(iii) an Assignment Agreement dated as of September 24, 1997 between Hitachi Credit America Corp as assignee and Illinois Central Railroad Company as assignor, a Memorandum of which was filed with the STB on September 24, 1997 and assigned Recordation Number 20534-G; and

(iv) a Security Agreement between Whitman Leasing, Inc. and Hitachi Credit America Corp , a Memorandum of which was field with the STB on September 24, 1997 and assigned Recordation Number 20534-H

Said Assignment covers 400 100-ton open top hopper cars, more fully described in Exhibit A hereto.

IN WITNESS WHEREOF, each of Assignor and Assignee have executed this Memorandum of Sale and Assignment Agreement on the date indicated below its signature.

HITACHI CREDIT AMERICA CORP.

KBC BANK, N.V.

By: _____

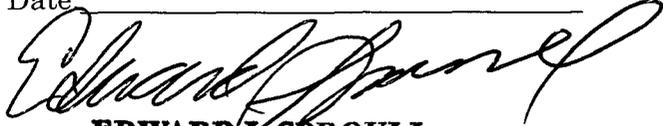
By:  _____
ROBERT SNAUFFER

Title _____

Title FIRST VICE PRESIDENT

Date: _____

Date: _____



EDWARD I. SPROULL
FIRST VICE PRESIDENT

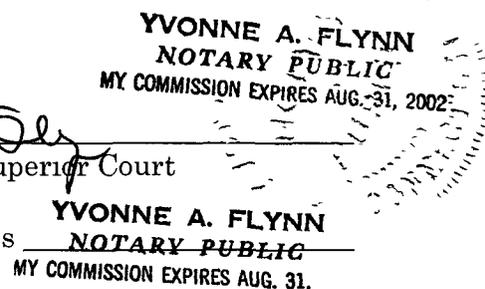
STATE OF CONNECTICUT)
) ss Greenwich
COUNTY OF FAIRFIELD)

March 29, 1999

On this the 29 day of March, 1999, before me, William H. Besgen, the undersigned officer, personally appeared WILLIAM H. BESGEN, who acknowledged himself to be the Executive Vice President of HITACHI CREDIT AMERICA CORP., a corporation, and that he as such Executive Vice President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as such Executive Vice President and as his and its free act and deed.

In witness whereof I hereunto set my hand

Yvonne A. Flynn
Commissioner of the Superior Court
Notary Public
My Commission Expires _____



STATE OF NEW YORK)
) ss.:
COUNTY OF)

On the _____ day of March, 1999, before me personally came _____, to me known, who, being duly sworn did depose and say that he/she resides at _____, that he/she is the _____ of KBC Bank, N.V., having its principal place of business at 75 Wall Street, New York, New York; which executed the foregoing instrument; that he/she signed his/her name thereto by authority of the board of directors of said corporation.

Notary Public

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this ___ day of March, 1999, before me, a Notary Public for the state and county aforesaid, personally appeared Robert Snauffer and Edward Sproull, known to me or satisfactorily proven to be the person whose name is subscribed to the foregoing instrument, who acknowledged that they are the First Vice President and the First Vice President, respectively, of KBC BANK N.V., that they have been duly authorized to execute and have executed, the foregoing instrument on behalf of the said entity for the purposes therein set forth, and that the same is its act and deed.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal, the day and year first written above.

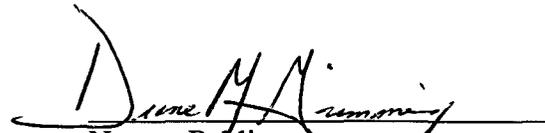

Notary Public
DIANE M. GRIMMIG
Notary Public, State of New York
No 30-5003523
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires ..12/26/02.....

EXHIBIT A

Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number
		ICG	387830	ICG	387932	ICG	388065
ICG	387746	ICG	387832	ICG	387933	ICG	388071
ICG	387748	ICG	387843	ICG	387934	ICG	388073
ICG	387749	ICG	387844	ICG	387937	ICG	388075
ICG	387750	ICG	387852	ICG	387940	ICG	388079
ICG	387753	ICG	387854	ICG	387941	ICG	388084
ICG	387755	ICG	387855	ICG	387947	ICG	388088
ICG	387758	ICG	387861	ICG	387950	ICG	388090
ICG	387759	ICG	387865	ICG	387957	ICG	388091
ICG	387765	ICG	387870	ICG	387980	ICG	388095
ICG	387769	ICG	387873	ICG	387982	ICG	388097
ICG	387770	ICG	387876	ICG	387984	ICG	388101
ICG	387771	ICG	387877	ICG	387987	ICG	388103
ICG	387774	ICG	387879	ICG	387989	ICG	388104
ICG	387778	ICG	387883	ICG	387995	ICG	388105
ICG	387779	ICG	387884	ICG	388004	ICG	388108
ICG	387781	ICG	387887	ICG	388007	ICG	388118
IC	387783	ICG	387895	ICG	388018	ICG	388127
ICG	387788	ICG	387896	ICG	388032	ICG	388130
ICG	387794	ICG	387897	ICG	388037	ICG	388131
ICG	387795	ICG	387899	ICG	388038	ICG	388140
ICG	387796	ICG	387901	ICG	388039	IC	388145
ICG	387800	ICG	387905	ICG	388040	ICG	388154
ICG	387802	ICG	387908	ICG	388042	ICG	388162
ICG	387806	ICG	387914	ICG	388047	ICG	388169
		ICG	387920	ICG	388054	ICG	388172
ICG	387821	ICG	387922	ICG	388055	ICG	388175
ICG	387826	ICG	387929	ICG	388056	ICG	388178

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

EXHIBIT A

Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number
ICG	388179	ICG	388289	ICG	388419	ICG	388531
ICG	388184	ICG	388297	ICG	388420	ICG	388534
ICG	388191	ICG	388301	ICG	388423	ICG	388535
ICG	388193	ICG	388303	ICG	388424	ICG	388542
ICG	388197	ICG	388306	ICG	388426	ICG	388546
ICG	388202	ICG	388308	ICG	388428	ICG	388548
ICG	388203	ICG	388313	ICG	388434	ICG	388580
ICG	388206	ICG	388319	ICG	388435	ICG	388598
ICG	388207	ICG	388320	ICG	388443	ICG	388601
ICG	388212	ICG	388339	ICG	388444	ICG	388605
ICG	388213	ICG	388341	ICG	388445	ICG	388610
IC	388222	ICG	388342	ICG	388449	ICG	388613
ICG	388235	ICG	388345	ICG	388450	ICG	388614
ICG	388236	ICG	388351	ICG	388451	ICG	388620
ICG	388240	IC	388357	ICG	388468	ICG	388622
ICG	388245	ICG	388359	ICG	388474	ICG	388628
ICG	388247	ICG	388366	ICG	388481	IC	388642
ICG	388248	ICG	388371	ICG	388484	ICG	388645
ICG	388250	ICG	388372	ICG	388489		
ICG	388254	ICG	388384	ICG	388491	ICG	388656
ICG	388255	ICG	388385	ICG	388502	ICG	388659
ICG	388266	ICG	388386	ICG	388504	ICG	388680
ICG	388271	ICG	388389	ICG	388505	ICG	388685
ICG	388283	ICG	388390	ICG	388506	ICG	388692
ICG	388284	ICG	388404	ICG	388508	ICG	388696
ICG	388285	ICG	388409	ICG	388512	ICG	388710
ICG	388286	ICG	388410	ICG	388524	ICG	388711
ICG	388288	ICG	388415			ICG	388718

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

EXHIBIT A

Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number
ICG	388723	ICG	388881	ICG	388965		
ICG	388725	ICG	388883	IC	388966	ICG	389086
ICG	388735	ICG	388887	ICG	388969	ICG	389091
ICG	388758	ICG	388889	ICG	388973		
ICG	388763	ICG	388890	ICG	388974	ICG	389093
ICG	388764	ICG	388891	ICG	389000	ICG	389094
IC	388784	ICG	388892	ICG	389003	ICG	389097
ICG	388786	ICG	388893	ICG	389010	ICG	389098
ICG	388787	ICG	388894	ICG	389011	ICG	389099
ICG	388790	ICG	388896	ICG	389014	ICG	389106
ICG	388795	ICG	388899	ICG	389015	ICG	389107
ICG	388802	ICG	388901	ICG	389023	ICG	389115
ICG	388803	ICG	388908	ICG	389026	ICG	389119
ICG	388804	ICG	388909	ICG	389028	ICG	389128
ICG	388808	IC	388912	ICG	389037	ICG	389146
ICG	388822	ICG	388920	ICG	389040	ICG	389152
ICG	388825	ICG	388922	ICG	389044	ICG	389155
ICG	388830	ICG	388924	ICG	389046	ICG	389157
ICG	388831	ICG	388925	IC	389053	IC	389160
ICG	388832	ICG	388926	ICG	389059	ICG	389169
IC	388836	IC	388930	ICG	389061	ICG	389172
ICG	388842	ICG	388940	ICG	389066	ICG	389174
ICG	388843	ICG	388945	ICG	389068	ICG	389178
ICG	388859	ICG	388947	ICG	389069	ICG	389190
ICG	388863	ICG	388948	ICG	389071	ICG	389193
ICG	388866	ICG	388949	ICG	389077	ICG	389197
ICG	388869	ICG	388955	ICG	389078	ICG	389198
ICG	388880	ICG	388962	ICG	389079	ICG	389219

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EXHIBIT A

Unit Mark	Unit Number	Unit Mark	Unit Number	Unit Mark	Unit Number
ICG	389222	ICG	389343	ICG	389458
ICG	389226	ICG	389344	ICG	389460
ICG	389232	ICG	389359	IC	389466
ICG	389234	ICG	389361	ICG	389467
ICG	389237	ICG	389366	ICG	389468
ICG	389239	ICG	389369	ICG	389472
ICG	389240	ICG	389370	IC	389473
ICG	389241	ICG	389371	ICG	389474
ICG	389245	ICG	389377	ICG	389482
ICG	389248	ICG	389385	ICG	389491
ICG	389250	ICG	389386	ICG	389494
ICG	389258	ICG	389387	ICG	389495
ICG	389263	ICG	389388	ICG	389498
ICG	389265	ICG	389389	ICG	388400
ICG	389267			ICG	388750
ICG	389268	ICG	389398		
ICG	389279	ICG	389404		
IC	389281	ICG	389408		
ICG	389284	ICG	389417		
ICG	389294	ICG	389424		
ICG	389305	ICG	389427		
ICG	389306	ICG	389434		
ICG	389310	ICG	389439		
ICG	389315	ICG	389442		
ICG	389317	ICG	389444		
ICG	389320	ICG	389446		
ICG	389328	IC	389449		
ICG	389331	ICG	389455		

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