RECORDATION NO. 20564-A FILED

FEB 22 '01 1 9-40 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
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

February 21, 2001

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 four (4) copies of a First Statement of Renumbering, dated as of February 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Memorandum of Lease which was previously filed with the Board under Recordation Number 20564.

The name and address of the party to the enclosed document are:

Sublessor: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611

[Sublessee: National Railway Equipment Co.]

A description of the railroad equipment covered by the enclosed document is:

17 locomotives bearing road numbers 2025 - 2041 with reporting marks changed from IC/ICG to IHB and NREX

A short summary of the document to appear in the index follows:

First Statement of Renumbering by Illinois Central Railroad Company, covering 17 locomotives bearing road numbers 2025 - 2041 with reporting marks changed from IC/ICG to IHB and NREX.

Also enclosed is a check in the amount of $27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

**FIRST STATEMENT OF RENUMBERING**

**in respect of a certain**

**SCHEDULE 5 TO MASTER EQUIPMENT OPERATING LEASE**

**and a certain**

**MASTER EQUIPMENT SUBLEASE**

**First Statement of Renumbering** dated as of February 1, 2001 executed by **Illinois Central Railroad Company** ("ICRC") as both lessee and sub-lessor.

**WHEREAS**, **Whitman Leasing, Inc.** ("Whitman") as lessor and ICRC as lessee entered into a Master Equipment Operating Lease dated as of December 23, 1996;

**WHEREAS**, Whitman as lessor and ICRC as lessee entered into a Schedule 5, to such Master Equipment Operating Lease, dated as of December 23, 1996 in respect of the lease of seventeen (17) SD-20 diesel-electric locomotives as more particularly described therein (the "Equipment");

**WHEREAS**, a Memorandum of Lease dated as of December 23, 1996 between Whitman and ICRC, which Memorandum was intended to evidence such Master Equipment Operating Lease and such Schedule 5 thereto, was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 26, 1997 at 1:55 P.M. as a secondary document with assigned recordation number 20534-D;

**WHEREAS**, ICRC as sub-lessor and **National Railway Equipment Co.** ("NREC") as sub-lessee entered into a Master Equipment Sublease dated as of February 6, 1997 in respect of the sub-lease of the Equipment;

**WHEREAS**, a Memorandum of Lease dated as of February 19, 1997 between ICRC and NREC, which Memorandum was intended to evidence such Master Equipment Sublease, was filed at the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 4, 1997 at 2:25 P.M. as a primary document with assigned recordation number 20564; and

**WHEREAS**, NREC has advised ICRC that all of the Equipment has been remarked and renumbered (as more particularly specified in Annex 1 hereto).

**IN WITNESS WHEREOF**, ICRC, as lessee and sub-lessor, has executed this First Statement of Renumbering as of the day and year first above written, by its officer thereunto duly authorized, to evidence upon the public record the remarking and renumbering of the Equipment as specified herein.

**ILLINOIS CENTRAL RAILROAD COMPANY**, as lessee and sub-lessor

By: _____
Name: John A.N. Lamont
Title: Sr. Manager Asset Finance

PROVINCE OF QUEBEC )
)
DISTRICT OF MONTREAL )

*In the matter of a First Statement of Renumbering dated as of February1, 2001.*

On this 12th day of February 1, 2001, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing instrument was signed on behalf of Illinois Central Railroad Company 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.

_____
Attorney

My bar number is: 190071-8

ANNEX 1 TO FIRST STATEMENT OF RENUMBERING

Seventeen (17) SD-20 diesel-electric locomotives remarked and renumbered as shown below:

| Original Mark and Number | | Current Mark and Number | |
|---|---|---|---|
| ICG | 2025 | NREX | 2025 |
| ICG | 2026 | NREX | 2026 |
| ICG | 2027 | IHB | 2923 |
| ICG | 2028 | NREX | 2028 |
| ICG | 2029 | NREX | 2029 |
| ICG | 2030 | NREX | 2030 |
| ICG | 2031 | IHB | 2922 |
| ICG | 2032 | NREX | 2032 |
| ICG | 2033 | NREX | 2033 |
| ICG | 2034 | NREX | 2034 |
| ICG | 2035 | IHB | 2924 |
| ICG | 2036 | NREX | 2036 |
| ICG | 2037 | IHB | 2925 |
| ICG | 2038 | NREX | 2038 |
| IC | 2039 | NREX | 2039 |
| IC | 2040 | NREX | 2040 |
| IC | 2041 | NREX | 2041 |