RECORDATION NO. 20563-F FILED

NOV 6 '00 2-24 PM

TS

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 6, 2000

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 Schedule No. 1 and Schedule No. 2 to Master Equipment Sublease, dated as of August 31, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Sublease 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 N. Cityfront Plaza Drive
Chicago, IL 60611

Lessee: Allfirst Bank (successor to
Progress Rail Services Corporation)
25 South Charles Street
Baltimore, MD 21202

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

Schedule No. 1: 626 railcars within the series IC/ICG 387740 - IC/ICG 389497

Schedule No. 2: 50 railcars within the series IC/ICG 387015 - IC/ICG 387730

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

Memorandum of Schedule No. 1 and No. 2 to Master Equipment Sublease between Illinois Central Railroad Company, Lessor, and Allfirst Bank (successor to Progress Rail Services Corporation), Lessee, covering 626 railcars within the series IC/ICG 387740 - IC/ICG 389497 and 50 railcars within the series IC/ICG 387015 - IC/ICG 387730.

Also enclosed is a check in the amount of $26.00 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

RECORDATION NO. 20563-F FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE NO. 1 AND SCHEDULE NO. 2

TO MASTER EQUIPMENT SUBLEASE

Memorandum of Schedule No. 1 and Schedule No. 2 to Master Equipment Sublease dated as of August 31, 2000 by and between **Illinois Central Railroad Company** as lessor (the "Lessor") and **Allfirst Bank** (successor-in-interest to ***Progress Rail Services Corporation***) as lessee (the "Lessee").

WHEREAS, Lessor and Lessee heretofore entered into a Master Equipment Sublease dated as of February 7, 1997, as amended by i) Amendment No. 1 dated as of September 23, 1997, ii) Amendment No. 2 dated as of November 19, 1997 and iii) Amendment No. 3 dated as of March 16, 1998, (collectively, the "Master Sublease");

WHEREAS, a Memorandum of Master Equipment Sublease dated as of February 19, 1997 between Lessor and Lessee, which Memorandum was intended to evidence such Master Equipment Sublease, was i) 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 20563 (and subsequently, the above described amendments to such Master Equipment Sublease were filed as secondary documents thereunder) and ii) deposited at the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on March 5, 1997 at 3:36 P.M.;

WHEREAS, Lessor and Lessee have entered into a Schedule No. 1, to the Master Sublease, dated as of the date hereof and incorporated herein by reference, in respect of the 626 units of railroad rolling stock specified in Annex 1-1 hereto, which terminates on May 21, 2007;

WHEREAS, Lessor and Lessee have entered into a Schedule No. 2, to the Master Sublease, dated as of the date hereof and incorporated herein by reference, in respect of the 50 units of railroad rolling stock specified in Annex 2-1 hereto, which terminates on May 21, 2007; and

WHEREAS, the Lessor and Lessee desire that i) evidence of such Schedule No. 1 and such Schedule No. 2 be placed upon the public record and ii) it shall be confirmed upon the public record that, as of the date hereof, the only units of railroad rolling stock subject to the Master Sublease, or any Schedule thereto, are those units of railroad rolling stock specified in Annex 1-1 and Annex 2-1 hereto.

IN WITNESS WHEREOF, the parties have executed this Memorandum, by their officers thereunto duly authorized, as of the day and year first above written.

ALLFIRST BANK,
as lessee

By: _____
Name: Christopher A. Pistell
Title: Vice-President

ILLINOIS CENTRAL RAILROAD COMPANY, as lessor

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

ANNEX 1-1 TO MEMORANDUM

Items of Equipment - Schedule No. 1

Six-Hundred Twenty-Six (626) open-top hopper cars bearing the following marks and numbers:

Current Mark and Number		Original Mark and Number	
CYDX	000400	ICG	387740
CYDX	000152	ICG	387744
CYDX	000385	ICG	387747
CYDX	000168	ICG	387752
CYDX	000265	IC	387754
CYDX	000426	ICG	387757
CYDX	000211	ICG	387760
CYDX	000653	ICG	387762
CYDX	000696	ICG	387764
CYDX	000309	ICG	387766
CYDX	000212	ICG	387767
CYDX	000190	ICG	387772
CYDX	000188	IC	387773
CYDX	000310	ICG	387776
CYDX	000116	ICG	387777
PRSX	002099	ICG	387780
CYDX	000676	ICG	387787
CYDX	000130	ICG	387789
CYDX	000425	ICG	387790
CYDX	000269	ICG	387791
CYDX	000630	ICG	387799
PRSX	002047	ICG	387805
CYDX	000513	ICG	387807
CYDX	000270	ICG	387808
CYDX	000615	ICG	387809
CYDX	000307	ICG	387814
CYDX	000311	ICG	387815
CYDX	000449	ICG	387816
CYDX	000510	ICG	387819
CYDX	000338	ICG	387822
CYDX	000132	ICG	387824
CYDX	000568	ICG	387825
CYDX	000169	ICG	387831

CYDX	000665	ICG	387835
CYDX	000410	ICG	387836
CYDX	000570	ICG	387838
CYDX	000271	ICG	387839
CYDX	000258	ICG	387840
CYDX	000457	ICG	387842
CYDX	000567	ICG	387848
PRSX	002005	ICG	387850
PRSX	002007	ICG	387859
CYDX	000560	ICG	387864
PRSX	002078	ICG	387874
CYDX	000645	ICG	387882
PRSX	002006	ICG	387885
CYDX	000170	ICG	387886
CYDX	000536	ICG	387891
CYDX	000175	ICG	387893
CYDX	000259	ICG	387898
CYDX	000386	ICG	387900
CYDX	000381	ICG	387904
CYDX	000561	ICG	387907
CYDX	000428	ICG	387909
CYDX	000272	ICG	387910
CYDX	000562	ICG	387912
CYDX	000626	ICG	387915
CYDX	000231	ICG	387917
CYDX	000273	ICG	387918
CYDX	000274	ICG	387919
CYDX	000539	ICG	387921
CYDX	000275	ICG	387924
CYDX	000142	ICG	387925
CYDX	000430	ICG	387926
PRSX	002008	ICG	387927
CYDX	000565	ICG	387930
CYDX	000312	ICG	387931
CYDX	000232	ICG	387938
CYDX	000480	ICG	387942
CYDX	000153	ICG	387946
CYDX	000225	ICG	387948
CYDX	000597	ICG	387952
PRSX	002097	ICG	387954
PRSX	002052	ICG	387955
CYDX	000176	ICG	387965
CYDX	000377	ICG	387970
CYDX	000685	ICG	387971
CYDX	000415	ICG	387974

CYDX	000651	ICG	387975
CYDX	000313	ICG	387977
CYDX	000339	ICG	387985
CYDX	000234	ICG	387988
CYDX	000387	ICG	387991
CYDX	000235	ICG	387992
CYDX	000388	ICG	388005
CYDX	000452	ICG	388009
CYDX	000540	ICG	388010
CYDX	000370	ICG	388011
CYDX	000314	ICG	388012
CYDX	000650	ICG	388013
PRSX	002088	ICG	388014
CYDX	000325	ICG	388022
CYDX	000236	ICG	388025
CYDX	000442	ICG	388026
CYDX	000602	ICG	388027
CYDX	000429	IC	388030
CYDX	000276	ICG	388031
PRSX	002029	ICG	388033
CYDX	000680	ICG	388041
CYDX	000590	ICG	388043
CYDX	000447	ICG	388044
CYDX	000461	ICG	388045
CYDX	000624	ICG	388046
CYDX	000595	ICG	388048
PRSX	002072	ICG	388050
CYDX	000436	ICG	388060
CYDX	000443	ICG	388062
CYDX	000473	IC	388067
CYDX	000137	ICG	388068
CYDX	000372	ICG	388074
CYDX	000171	ICG	388078
CYDX	000478	ICG	388080
CYDX	000340	ICG	388083
PRSX	002043	ICG	388085
CYDX	000648	ICG	388086
CYDX	000460	ICG	388092
CYDX	000237	ICG	388093
CYDX	000389	ICG	388098
CYDX	000277	ICG	388106
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PRSX	002065	ICG	388111
CYDX	000177	ICG	388121
CYDX	000390	ICG	388122

CYDX	000435	ICG	388125
CYDX	000469	ICG	388129
CYDX	000103	ICG	388132
CYDX	000213	ICG	388133
CYDX	000341	ICG	388134
CYDX	000498	ICG	388136
CYDX	000408	ICG	388138
PRSX	002084	ICG	388141
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PRSX	002062	ICG	388146
CYDX	000278	ICG	388148
CYDX	000342	ICG	388149
CYDX	000144	ICG	388150
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CYDX	000525	ICG	388153
CYDX	000380	ICG	388155
CYDX	000172	ICG	388156
CYDX	000343	ICG	388159
CYDX	000681	ICG	388163
CYDX	000315	ICG	388168
CYDX	000233	IC	388170
CYDX	000635	ICG	388171
PRSX	002010	ICG	388173
CYDX	000691	ICG	388180
PRSX	002036	ICG	388183
CYDX	000585	ICG	388186
CYDX	000464	ICG	388188
CYDX	000654	ICG	388189
PRSX	002035	ICG	388192
CYDX	000391	ICG	388198
CYDX	000679	ICG	388200
PRSX	002069	ICG	388204
CYDX	000399	ICG	388205
CYDX	000191	ICG	388208
PRSX	002000	ICG	388217
CYDX	000508	ICG	388218
CYDX	000424	ICG	388219
CYDX	000366	ICG	388223
CYDX	000214	ICG	388226
CYDX	000134	ICG	388228
CYDX	000392	ICG	388234
CYDX	000192	ICG	388237
CYDX	000547	ICG	388244
CYDX	000490	ICG	388246

CYDX	000178	ICG	388249
CYDX	000596	ICG	388252
CYDX	000316	IC	388253
CYDX	000465	ICG	388257
CYDX	000317	ICG	388261
PRSX	002090	ICG	388262
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CYDX	000407	ICG	388274
CYDX	000661	ICG	388276
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PRSX	002042	ICG	388279
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CYDX	000440	ICG	388291
CYDX	000373	ICG	388295
CYDX	000632	ICG	388300
CYDX	000604	ICG	388302
CYDX	000238	ICG	388304
CYDX	000281	ICG	388305
CYDX	000523	ICG	388310
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PRSX	002074	ICG	388314
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CYDX	000670	ICG	388325
CYDX	000566	ICG	388326
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PRSX	002004	ICG	388334
CYDX	000239	ICG	388336
CYDX	000379	ICG	388338
PRSX	002064	ICG	388340
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CYDX	000345	ICG	388352
CYDX	000441	ICG	388355
CYDX	000571	ICG	388360
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CYDX	000282	ICG	388394
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CYDX	000633	ICG	388398
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PRSX	002031	ICG	388432
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CYDX	000619	ICG	388492
CYDX	000468	ICG	388495
CYDX	000397	ICG	388496

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CYDX	000652	ICG	388529
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CYDX	000414	ICG	388537
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PRSX	002083	ICG	388539
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CYDX	000550	ICG	388557
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CYDX	000418	ICG	388586
PRSX	002058	ICG	388587
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PRSX	002077	ICG	388604
CYDX	000287	ICG	388606
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PRSX	002023	ICG	388619
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PRSX	002020	ICG	388631
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PRSX	002087	ICG	388660
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PRSX	002027	ICG	388681
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PRSX	002016	ICG	388716
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PRSX	002095	ICG	388728
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CYDX	000534	ICG	388737
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CYDX	000564	ICG	388747
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CYDX	000196	ICG	388767
CYDX	000695	ICG	388768
CYDX	000294	ICG	388771
PRSX	002015	ICG	388773
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CYDX	000664	ICG	388778
CYDX	000432	ICG	388789
CYDX	000118	ICG	388792
CYDX	000551	ICG	388794
PRSX	002053	ICG	388796
PRSX	002068	ICG	388800
CYDX	000245	ICG	388801
PRSX	002073	ICG	388812
CYDX	000295	ICG	388813
CYDX	000494	ICG	388816
CYDX	000148	ICG	388817
CYDX	000572	ICG	388820
CYDX	000197	ICG	388821
CYDX	000320	ICG	388824
CYDX	000375	IC	388827
PRSX	002082	ICG	388829
CYDX	000115	ICG	388833
PRSX	002014	ICG	388834
CYDX	000246	ICG	388835
CYDX	000181	ICG	388837

PRSX	002054	ICG	388838
PRSX	002063	ICG	388839
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CYDX	000416	ICG	388879
CYDX	000674	ICG	388882
CYDX	000475	IC	388886
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CYDX	000297	ICG	388895
CYDX	000160	ICG	388897
CYDX	000110	ICG	388900
PRSX	002089	ICG	388903
CYDX	000662	ICG	388904
CYDX	000545	ICG	388906
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CYDX	000131	ICG	388916
CYDX	000463	IC	388917
CYDX	000656	ICG	388929
CYDX	000322	ICG	388931
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CYDX	000448	ICG	388936
CYDX	000129	ICG	388941
CYDX	000431	ICG	388943
CYDX	000198	ICG	388946
CYDX	000323	ICG	388950
CYDX	000300	ICG	388951
PRSX	002061	ICG	388952
PRSX	002040	ICG	388953
CYDX	000266	IC	388956
CYDX	000675	ICG	388957
CYDX	000637	ICG	388963
PRSX	002056	IC	388964
CYDX	000324	ICG	388968

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CYDX	000357	ICG	388971
CYDX	000455	ICG	388972
CYDX	000495	ICG	388978
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CYDX	000136	ICG	388981
CYDX	000554	ICG	388983
CYDX	000128	ICG	388986
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CYDX	000542	ICG	388991
CYDX	000511	ICG	388992
CYDX	000125	ICG	388993
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CYDX	000481	ICG	389002
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CYDX	000108	ICG	389009
CYDX	000677	ICG	389013
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PRSX	002018	ICG	389024
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CYDX	000433	ICG	389032
CYDX	000639	ICG	389034
CYDX	000102	ICG	389036
CYDX	000184	ICG	389038
PRSX	002019	ICG	389042
PRSX	002030	ICG	389045
CYDX	000541	ICG	389047
CYDX	000476	ICG	389051
CYDX	000631	IC	389060
CYDX	000382	IC	389063
CYDX	000489	ICG	389065
PRSX	002012	ICG	389067
CYDX	000522	ICG	389075
CYDX	000359	ICG	389090
CYDX	000502	ICG	389096
CYDX	000640	ICG	389100
CYDX	000663	ICG	389101
CYDX	000199	ICG	389103
CYDX	000326	IC	389108
CYDX	000161	ICG	389113
CYDX	000642	ICG	389114
CYDX	000174	ICG	389116

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CYDX	000327	ICG	389121
CYDX	000589	ICG	389123
CYDX	000576	ICG	389125
PRSX	002093	ICG	389126
CYDX	000249	ICG	389127
CYDX	000139	ICG	389132
CYDX	000446	ICG	389133
CYDX	000403	ICG	389134
CYDX	000658	ICG	389135
CYDX	000438	ICG	389142
CYDX	000420	ICG	389143
PRSX	002022	ICG	389144
CYDX	000591	IC	389153
PRSX	002098	ICG	389158
CYDX	000149	IC	389159
CYDX	000454	ICG	389161
CYDX	000109	ICG	389163
CYDX	000458	ICG	389164
PRSX	002086	ICG	389167
CYDX	000487	ICG	389168
CYDX	000117	ICG	389170
CYDX	000514	ICG	389171
CYDX	000328	ICG	389173
CYDX	000124	ICG	389175
PRSX	002013	ICG	389176
CYDX	000302	ICG	389179
CYDX	000303	ICG	389183
CYDX	000549	ICG	389185
CYDX	000532	ICG	389186
CYDX	000485	ICG	389188
CYDX	000220	ICG	389189
CYDX	000227	ICG	389192
CYDX	000509	ICG	389195
CYDX	000423	ICG	389196
CYDX	000140	ICG	389206
CYDX	000533	ICG	389207
CYDX	000698	ICG	389208
CYDX	000250	ICG	389209
CYDX	000505	ICG	389210
CYDX	000143	ICG	389215
PRSX	002001	ICG	389217
CYDX	000162	ICG	389221
CYDX	000127	ICG	389228
CYDX	000360	ICG	389229

CYDX	000557	ICG	389230
PRSX	002011	ICG	389231
CYDX	000578	ICG	389236
CYDX	000488	ICG	389244
PRSX	002026	ICG	389246
CYDX	000369	ICG	389247
CYDX	000251	ICG	389251
CYDX	000221	ICG	389253
CYDX	000222	ICG	389254
CYDX	000405	ICG	389255
CYDX	000361	ICG	389260
CYDX	000252	ICG	389261
CYDX	000499	ICG	389270
CYDX	000401	ICG	389272
PRSX	002051	ICG	389273
CYDX	000524	ICG	389275
CYDX	000114	ICG	389276
CYDX	000683	ICG	389277
CYDX	000304	ICG	389288
CYDX	000111	ICG	389290
PRSX	002024	ICG	389291
CYDX	000486	ICG	389292
CYDX	000253	ICG	389295
CYDX	000451	ICG	389296
PRSX	002039	ICG	389297
CYDX	000518	ICG	389299
PRSX	002096	ICG	389301
CYDX	000261	ICG	389302
CYDX	000643	ICG	389303
CYDX	000329	ICG	389304
CYDX	000581	ICG	389308
CYDX	000362	ICG	389311
CYDX	000470	ICG	389312
CYDX	000330	ICG	389313
CYDX	000641	ICG	389314
CYDX	000305	ICG	389318
CYDX	000453	ICG	389319
PRSX	002055	ICG	389321
CYDX	000123	ICG	389322
CYDX	000331	ICG	389324
PRSX	002017	ICG	389325
CYDX	000444	ICG	389326
CYDX	000223	ICG	389327
CYDX	000262	ICG	389329
CYDX	000638	ICG	389336

CYDX	000363	ICG	389337
CYDX	000644	ICG	389339
CYDX	000332	ICG	389348
CYDX	000119	IC	389349
PRSX	002025	ICG	389350
CYDX	000333	ICG	389355
CYDX	000257	ICG	389358
PRSX	002081	ICG	389360
CYDX	000334	ICG	389364
CYDX	000466	ICG	389365
PRSX	002034	ICG	389376
CYDX	000519	ICG	389380
CYDX	000254	ICG	389382
CYDX	000200	ICG	389383
CYDX	000201	ICG	389384
PRSX	002028	ICG	389390
CYDX	000512	ICG	389392
PRSX	002044	ICG	389399
PRSX	002037	ICG	389400
PRSX	002057	ICG	389402
CYDX	000185	ICG	389411
CYDX	000186	ICG	389412
CYDX	000623	ICG	389413
CYDX	000409	ICG	389414
PRSX	002070	IC	389415
CYDX	000434	ICG	389416
CYDX	000636	ICG	389418
CYDX	000479	IC	389419
CYDX	000492	ICG	389423
CYDX	000543	ICG	389426
CYDX	000145	ICG	389429
CYDX	000412	ICG	389431
CYDX	000224	ICG	389432
PRSX	002094	ICG	389436
CYDX	000553	ICG	389437
PRSX	002076	ICG	389438
CYDX	000450	ICG	389440
PRSX	002080	ICG	389447
CYDX	000187	ICG	389453
CYDX	000406	ICG	389463
CYDX	000684	ICG	389464
CYDX	000203	IC	389465
CYDX	000491	ICG	389470
CYDX	000364	IC	389471
CYDX	000255	ICG	389475

CYDX	000306	ICG	389476
CYDX	000507	ICG	389480
PRSX	002059	ICG	389483
CYDX	000598	ICG	389487
CYDX	000146	ICG	389489
PRSX	002021	ICG	389492
CYDX	000582	ICG	389493
PRSX	002048	ICG	389497

ANNEX 2-1 TO MEMORANDUM

Items of Equipment - Schedule No. 2

Fifty (50) open-top hopper cars bearing the following marks and numbers:

Current Mark and Number		Original Mark and Number	
CYDX	000574	ICG	387015
CYDX	000267	IC	387024
CYDX	000627	ICG	387039
CYDX	000501	ICG	387042
CYDX	000672	ICG	387076
CYDX	000496	ICG	387082
PRSX	002049	ICG	387089
CYDX	000163	IC	387093
CYDX	000150	IC	387097
CYDX	000335	IC	387114
CYDX	000417	ICG	387122
CYDX	000556	ICG	387152
CYDX	000228	IC	387155
CYDX	000660	ICG	387161
CYDX	000376	IC	387175
CYDX	000336	IC	387178
CYDX	000365	IC	387186
CYDX	000208	IC	387253
CYDX	000383	IC	387265
CYDX	000207	IC	387279
CYDX	000166	IC	387289
PRSX	002067	ICG	387311
CYDX	000620	ICG	387320
CYDX	000688	ICG	387325
CYDX	000151	IC	387332
CYDX	000467	ICG	387339
CYDX	000189	IC	387340
CYDX	000263	IC	387354
CYDX	000209	IC	387357
CYDX	000167	IC	387377
CYDX	000537	ICG	387382
PRSX	002002	ICG	387387
CYDX	000101	IC	387393
CYDX	000229	IC	387415

PRSX	002033	ICG	387419
CYDX	000147	IC	387430
CYDX	000268	IC	387495
PRSX	002032	ICG	387539
CYDX	000384	IC	387558
CYDX	000439	ICG	387568
CYDX	000421	ICG	387591
CYDX	000308	IC	387595
CYDX	000673	ICG	387600
CYDX	000210	IC	387630
CYDX	000538	ICG	387664
CYDX	000520	ICG	387675
CYDX	000659	ICG	387698
CYDX	000264	IC	387711
PRSX	002060	IC	387720
CYDX	000337	IC	387730

STATE OF MARYLAND)
)
CITY OF BALTIMORE)

In the matter of a Memorandum dated as of August 31, 2000.

On this 16 day of October, 2000, before me personally appeared Christopher A. Pistell, to me personally known, who, being by me duly sworn, says that he is Vice President of Allfirst Bank, that the foregoing instrument was signed on behalf of said bank 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 bank.

Notary Public

Roger Weaver, Notary Public
State of Maryland
My commission expires: Commission expires Jan. 1, 2003

[Notarial Seal]

PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL)

In the matter of a Memorandum dated as of August 31, 2000.

On this 11th day of October, 2000, 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: 190021-8