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URBAN A. LESTER

November 8, 2000

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

RECORDATION NO. 23089-A FILED
NOV - 8 '00 12-09 PM
SURFACE TRANSPORTATION BOARD

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. 1 to Memorandum of Collateral Assignment of Lease, dated as of October 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Collateral Assignment Agreement which was previously filed with the Board under Recordation Number 23089.

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

Assignor: Progress Rail Services Corporation
P.O. Box 1037
Albertville, AL 35950

Assignee: Allfirst Bank
25 South Charles Street
Baltimore, MD 21202

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

1 railcar PRSX 002000 formerly ICG 388217

Mr. Vernon A. Williams
November 8, 2000
Page Two

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

Amendment No. 1 to Memorandum of Collateral Assignment of Lease between Progress Rail Services Corporation, Assignor, and Allfirst Bank, Assignee, covering 1 railcar PRSX 002000 formerly ICG 388217.

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

NOV - 8 '00

12-09 PM

AMENDMENT NO. 1 TO MEMORANDUM OF
COLLATERAL ASSIGNMENT OF LEASE SURFACE TRANSPORTATION BOARD

1. This Amendment No. 1 to Memorandum of Collateral Assignment of Lease (the "Amendment to Memorandum") relates to the Collateral Assignment Agreement dated as of August 31, 2000 (the "Collateral Assignment Agreement"), between Progress Rail Services Corporation ("PRSC") and Allfirst Bank, pursuant to which PRSC collaterally assigned to Allfirst Bank, as security for certain obligations of PRSC to Allfirst Bank, all of PRSC's right, title and interest in and to the User Lease identified below, relating to the railroad cars identified therein. Evidence of the Collateral Assignment Agreement has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and assigned recordation number 23089 ("Memorandum of Collateral Assignment"). Pursuant to Amendment No. 1 to Collateral Assignment Agreement dated as of October 30, 2000, between PRSC and Allfirst Bank, PRSC and Allfirst Bank amended the Collateral Assignment Agreement so as to make one (1) additional railroad car subject to the Collateral Assignment Agreement and the User Lease. "User Lease" means the Lease Agreement dated as of July 15, 1997, and related Exhibit A-3 dated as of May 19, 2000 (that being the date of execution by the last party to sign), between Railcar Ltd. (acting as agent for PRSC), as lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., as lessee.

2. The caption on the cover page of the "Description of Railcars" of the Memorandum of Collateral Assignment is deleted in its entirety with the following inserted in lieu thereof:

"100 open top hopper railcars bearing the reporting marks and numbers shown on Exhibit A attached hereto."

3. The following current and original reporting mark and number is inserted in Exhibit A attached to the "Description of Railcars" attached to the Memorandum of Collateral Assignment:

"PRSX 002000 ICG 388217"

4. This Amendment to Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

5. Except as expressly amended hereby, all other terms and provisions of the Memorandum of Collateral Assignment shall remain unmodified and in full force and effect and the Memorandum of Collateral Assignment, as modified, is hereby ratified and confirmed by the parties.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to Memorandum to be signed as of October 30, 2000.

PROGRESS RAIL SERVICES CORPORATION

By: Michael V. Bombino
Michael V. Bombino
Senior Vice President and CFO

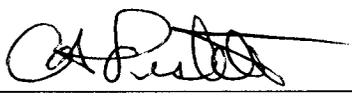
STATE OF ALABAMA, COUNTY OF MARSHALL, to wit:

On October 25, 2000, before me personally appeared Michael V. Bombino, to me personally known, who being by me duly sworn says that he is Senior Vice President and CFO of Progress Rail Services Corporation, and that he executed the foregoing instrument on behalf of said corporation 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.

Diame W. Eakin
Notary Public
My commission expires: June 30, 2001


[Execution continued on next page; remainder of this page intentionally left blank]

ALLFIRST BANK

By: 
Christopher A. Pistell
Vice President

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

On Oct. 19, 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, and that he executed the foregoing instrument on behalf of said corporation 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.


Notary Public
My commission expires: 7/2/2003

[NOTARIAL SEAL]



EXHIBIT A

UNIT	DEAL	ORGN	ORGN	CAR	
*MARK	NUMBER	NO.	MARK	NUMBER	TYPE
*=====	=====	=====	=====	=====	=====
PRSX	002000	196	ICG	388271	H350
PRSX	002001	196	ICG	389217	H350
PRSX	002002	196	ICG	387387	H350
PRSX	002003	196	ICG	388707	H350
PRSX	002004	196	ICG	388334	H350
PRSX	002005	196	ICG	387850	H350
PRSX	002006	196	ICG	387885	H350
PRSX	002007	196	ICG	387859	H350
PRSX	002008	196	ICG	387927	H350
PRSX	002009	196	ICG	388110	H350
PRSX	002010	196	ICG	388173	H350
PRSX	002011	196	ICG	389231	H350
PRSX	002012	196	ICG	389067	H350
PRSX	002013	196	ICG	389176	H350
PRSX	002014	196	ICG	388834	H350
PRSX	002015	196	ICG	388773	H350
PRSX	002016	196	ICG	388716	H350
PRSX	002017	196	ICG	389325	H350
PRSX	002018	196	ICG	389024	H350
PRSX	002019	196	ICG	389042	H350
PRSX	002020	196	ICG	388631	H350
PRSX	002021	196	ICG	389492	H350
PRSX	002022	196	ICG	389144	H350
PRSX	002023	196	ICG	388619	H350
PRSX	002024	196	ICG	389291	H350
PRSX	002025	196	ICG	389350	H350
PRSX	002026	196	ICG	389246	H350
PRSX	002027	196	ICG	388681	H350
PRSX	002028	196	ICG	389390	H350
PRSX	002029	196	ICG	388033	H350
PRSX	002030	196	ICG	389045	H350
PRSX	002031	196	ICG	388432	H350
PRSX	002032	196	ICG	387539	H350
PRSX	002033	196	ICG	387419	H350
PRSX	002034	196	ICG	389376	H350
PRSX	002035	196	ICG	388192	H350
PRSX	002036	196	ICG	388183	H350
PRSX	002037	196	ICG	389400	H350
PRSX	002038	196	ICG	388433	H350
PRSX	002039	196	ICG	389297	H350
PRSX	002040	196	ICG	388953	H350
PRSX	002041	196	ICG	388600	H350
PRSX	002042	196	ICG	388279	H350
PRSX	002043	196	ICG	388085	H350
PRSX	002044	196	ICG	389399	H350
PRSX	002045	196	ICG	388401	H350
PRSX	002046	196	ICG	388641	H350
PRSX	002047	196	ICG	387805	H350
PRSX	002048	196	ICG	389497	H350
PRSX	002049	196	ICG	387089	H350
PRSX	002050	196	ICG	388673	H350
PRSX	002051	196	ICG	389273	H350
PRSX	002052	196	ICG	387955	H350
PRSX	002053	196	ICG	388796	H350
PRSX	002054	196	ICG	388838	H350
PRSX	002055	196	ICG	389321	H350
PRSX	002056	196	IC	388964	H350
PRSX	002057	196	ICG	389402	H350

PRSX	002058	196	ICG	388587	H350
PRSX	002059	196	ICG	389483	H350
PRSX	002060	196	IC	387720	H350
PRSX	002061	196	ICG	388952	H350
PRSX	002062	196	ICG	388146	H350
PRSX	002063	196	ICG	388839	H350
PRSX	002064	196	ICG	388340	H350
PRSX	002065	196	ICG	388111	H350
PRSX	002066	196	ICG	388499	H350
PRSX	002067	196	ICG	387311	H350
PRSX	002068	196	ICG	388800	H350
PRSX	002069	196	ICG	388204	H350
PRSX	002070	196	IC	389415	H350
PRSX	002071	196	ICG	388431	H350
PRSX	002072	196	ICG	388050	H350
PRSX	002073	196	ICG	388812	H350
PRSX	002074	196	ICG	388314	H350
PRSX	002075	196	ICG	388739	H350
PRSX	002076	196	ICG	389438	H350
PRSX	002077	196	ICG	388604	H350
PRSX	002078	196	ICG	387874	H350
PRSX	002079	196	ICG	388888	H350
PRSX	002080	196	ICG	389447	H350
PRSX	002081	196	ICG	389360	H350
PRSX	002082	196	ICG	388829	H350
PRSX	002083	196	ICG	388539	H350
PRSX	002084	196	ICG	388141	H350
PRSX	002085	196	ICG	388327	H350
PRSX	002086	196	ICG	389167	H350
PRSX	002087	196	ICG	388660	H350
PRSX	002088	196	ICG	388014	H350
PRSX	002089	196	ICG	388903	H350
PRSX	002090	196	ICG	388262	H350
PRSX	002091	196	ICG	388721	H350
PRSX	002092	196	ICG	388865	H350
PRSX	002093	196	ICG	389126	H350
PRSX	002094	196	ICG	389436	H350
PRSX	002095	196	ICG	388728	H350
PRSX	002096	196	ICG	389301	H350
PRSX	002097	196	ICG	387954	H350
PRSX	002098	196	ICG	389158	H350
PRSX	002099	196	ICG	387780	H350