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

OF COUNSEL  
URBAN A. LESTER

September 26, 2002

RECORDATION NO. 24129 FILED

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

SEP 26 '02 12:36 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are five (5) copies of a Memorandum of Schedule No. 4 to Master Equipment Lease Agreement, dated as of September 26, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

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

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

236 boxcars within the series CNA 554001 – CNA 554296

Mr. Vernon A. Williams  
September 26, 2002  
Page Two

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

Memorandum of Schedule No. 4 to Master Equipment Lease  
Agreement

Also enclosed is a check in the amount of \$30.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish extending to the right.

Robert W. Alvord

RWA/anr  
Enclosures

RECORDATION NO. 24129 FILED

SEP 26 '02 12:36 PM

SURFACE TRANSPORTATION BOARD

ALLFIRST BANK

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**MEMORANDUM OF SCHEDULE NO. 4  
TO MASTER EQUIPMENT LEASE AGREEMENT**

**dated as of September 26, 2002**

**between**

**ALLFIRST BANK ,  
as Lessor**

**and**

**ILLINOIS CENTRAL RAILROAD COMPANY,  
as Lessee**

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**MEMORANDUM OF SCHEDULE NO. 4 TO MASTER EQUIPMENT LEASE AGREEMENT**

**THIS MEMORANDUM OF SCHEDULE NO. 4 TO MASTER EQUIPMENT LEASE AGREEMENT** is made and entered into as of September 26, 2002 by and between ALLFIRST BANK, a Maryland banking corporation ("Lessor"), and ILLINOIS CENTRAL RAILROAD COMPANY, an Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 4 dated as of September 26, 2002 between Lessor and Lessee to the Master Equipment Lease Agreement dated as of September 15, 2001 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the latest execution date thereof and shall be subject to the term of the Lease, as defined therein.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK

Lessor

By:   
Richard M. Folio  
Vice President

ILLINOIS CENTRAL RAILROAD COMPANY

Lessee

By: \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 20<sup>th</sup> day of September, 2002 before me personally appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK, a Maryland banking corporation, that said instrument was signed 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.

HENRYKA W. GRYC CRAIG  
NOTARY PUBLIC STATE OF MARYLAND  
County of Baltimore  
My Commission Expires September 20, 2005

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this \_\_\_\_ day of September, 2002 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of ILLINOIS CENTRAL RAILROAD COMPANY, that said instrument was signed 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.

\_\_\_\_\_  
Attorney

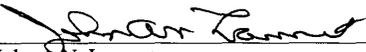
Bar Number: 1900021-8

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK  
Lessor

By: \_\_\_\_\_  
Richard M. Folio  
Vice President

ILLINOIS CENTRAL RAILROAD COMPANY  
Lessee

By:  \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

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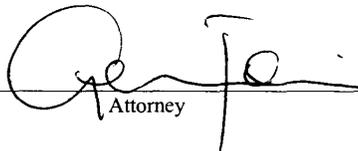
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

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 \_\_\_\_\_  
Attorney

Bar Number: 1900021-8

DESCRIPTION OF RAILCARS

Two-hundred thirty-six (236) 50' 70-ton (16' double sliding door) XM boxcars built by PACCAR in 1978-79 bearing the marks and numbers set forth below:

#	Mark and Number	#	Mark and Number
1	CNA 554001	41	CNA 554052
2	CNA 554002	42	CNA 554053
3	CNA 554004	43	CNA 554054
4	CNA 554006	44	CNA 554055
5	CNA 554007	45	CNA 554056
6	CNA 554009	46	CNA 554058
7	CNA 554012	47	CNA 554059
8	CNA 554013	48	CNA 554060
9	CNA 554014	49	CNA 554061
10	CNA 554016	50	CNA 554063
11	CNA 554017	51	CNA 554064
12	CNA 554018	52	CNA 554065
13	CNA 554019	53	CNA 554066
14	CNA 554020	54	CNA 554067
15	CNA 554021	55	CNA 554068
16	CNA 554022	56	CNA 554069
17	CNA 554024	57	CNA 554071
18	CNA 554025	58	CNA 554073
19	CNA 554026	59	CNA 554074
20	CNA 554027	60	CNA 554076
21	CNA 554028	61	CNA 554077
22	CNA 554030	62	CNA 554078
23	CNA 554031	63	CNA 554079
24	CNA 554033	64	CNA 554080
25	CNA 554035	65	CNA 554081
26	CNA 554036	66	CNA 554082
27	CNA 554037	67	CNA 554084
28	CNA 554038	68	CNA 554085
29	CNA 554039	69	CNA 554086
30	CNA 554040	70	CNA 554087
31	CNA 554041	71	CNA 554088
32	CNA 554042	72	CNA 554089
33	CNA 554043	73	CNA 554090
34	CNA 554044	74	CNA 554091
35	CNA 554045	75	CNA 554092
36	CNA 554047	76	CNA 554093
37	CNA 554048	77	CNA 554094
38	CNA 554049	78	CNA 554095
39	CNA 554050	79	CNA 554096
40	CNA 554051	80	CNA 554098

#	Mark and Number	#	Mark and Number
81	CNA 554099	121	CNA 554146
82	CNA 554100	122	CNA 554147
83	CNA 554101	123	CNA 554149
84	CNA 554102	124	CNA 554150
85	CNA 554103	125	CNA 554151
86	CNA 554104	126	CNA 554152
87	CNA 554105	127	CNA 554155
88	CNA 554106	128	CNA 554156
89	CNA 554108	129	CNA 554157
90	CNA 554109	130	CNA 554158
91	CNA 554110	131	CNA 554159
92	CNA 554112	132	CNA 554161
93	CNA 554113	133	CNA 554162
94	CNA 554114	134	CNA 554163
95	CNA 554115	135	CNA 554165
96	CNA 554116	136	CNA 554167
97	CNA 554117	137	CNA 554168
98	CNA 554118	138	CNA 554170
99	CNA 554119	139	CNA 554171
100	CNA 554121	140	CNA 554172
101	CNA 554122	141	CNA 554173
102	CNA 554123	142	CNA 554174
103	CNA 554124	143	CNA 554175
104	CNA 554125	144	CNA 554176
105	CNA 554126	145	CNA 554177
106	CNA 554127	146	CNA 554178
107	CNA 554128	147	CNA 554179
108	CNA 554129	148	CNA 554180
109	CNA 554130	149	CNA 554181
110	CNA 554131	150	CNA 554182
111	CNA 554132	151	CNA 554183
112	CNA 554134	152	CNA 554184
113	CNA 554135	153	CNA 554186
114	CNA 554136	154	CNA 554187
115	CNA 554138	155	CNA 554188
116	CNA 554139	156	CNA 554191
117	CNA 554141	157	CNA 554193
118	CNA 554143	158	CNA 554195
119	CNA 554144	159	CNA 554196
120	CNA 554145	160	CNA 554197

#	Mark and Number	#	Mark and Number
161	CNA 554198	201	CNA 554252
162	CNA 554199	202	CNA 554253
163	CNA 554200	203	CNA 554255
164	CNA 554201	204	CNA 554256
165	CNA 554202	205	CNA 554257
166	CNA 554203	206	CNA 554258
167	CNA 554204	207	CNA 554259
168	CNA 554205	208	CNA 554260
169	CNA 554206	209	CNA 554262
170	CNA 554207	210	CNA 554263
171	CNA 554208	211	CNA 554265
172	CNA 554210	212	CNA 554266
173	CNA 554211	213	CNA 554267
174	CNA 554212	214	CNA 554268
175	CNA 554213	215	CNA 554270
176	CNA 554214	216	CNA 554272
177	CNA 554215	217	CNA 554273
178	CNA 554217	218	CNA 554274
179	CNA 554220	219	CNA 554275
180	CNA 554223	220	CNA 554277
181	CNA 554226	221	CNA 554278
182	CNA 554227	222	CNA 554279
183	CNA 554229	223	CNA 554281
184	CNA 554230	224	CNA 554282
185	CNA 554231	225	CNA 554283
186	CNA 554234	226	CNA 554285
187	CNA 554235	227	CNA 554286
188	CNA 554236	228	CNA 554287
189	CNA 554237	229	CNA 554289
190	CNA 554238	230	CNA 554290
191	CNA 554239	231	CNA 554291
192	CNA 554240	232	CNA 554292
193	CNA 554241	233	CNA 554293
194	CNA 554244	234	CNA 554294
195	CNA 554245	235	CNA 554295
196	CNA 554246	236	CNA 554296
197	CNA 554247		
198	CNA 554248		
199	CNA 554249		
200	CNA 554251		