RECORDATION NO. 24380-A FILED

NOV 20 '03 9:51 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

November 20, 2003

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 three (3) copies of a Notice of Railcar Renumbering, dated as of November 1, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 1 filed with the Board under Recordation Number 24380.

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

Lessor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Lessee: Illinois Central Railroad Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3B 2M9

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

197 railcars re-marked and re-numbered IC 767500 – IC 767696

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

Notice of Railcar Renumbering

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,

Robert W. Alvord

RWA/anr
Enclosures

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SURFACE TRANSPORTATION BOARD

NOTICE OF RAILCAR RENUMBERING

WHEREAS, Illinois Central Railroad Company as lessee ("Lessee") and **ICX Corporation** as lessor entered into Schedule No. 1 dated as of March 31, 2003, to that certain Master Equipment Lease Agreement dated as of March 15, 2003, (the "Lease") whereby, among other things, Lessee leased one-hundred ninety-seven (197) 4,550 cubic foot 100-ton LO hopper cars built by Hawker Siddeley, between 1978 to 1980;

WHEREAS, in respect of the Lease, a Memorandum of Schedule No. 1 to Master Equipment Lease Agreement dated as of March 31, 2003 was filed or deposited as follows:

1) At the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on March 28, 2003 at 3:25 P.M. and assigned primary recordation number 24380; and

2) At the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on March 28, 2003 at 3:47 P.M.

NOW THEREFORE, TAKE NOTICE THAT a) Lessee has renumbered said hopper cars as more particularly set forth on Schedule A attached hereto and b) in respect of this renumbering, Lessee shall cause this Notice of Railcar Renumbering to be filed at x) the Surface Transportation Board and y) the Office of the Registrar General of Canada.

IN WITNESS WHEREOF, this Notice of Railcar Renumbering has been executed, by an authorized signatory of Lessee, as of the 1st day of November, 2003.

ILLINOIS CENTRAL RAILROAD COMPANY, as lessee

By: John Lamont
Its: Sr. Manager, Asset Finance

IC File Reference: 2070-48-1

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 10th day of November, 2003, 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 said instrument was signed on behalf of Illinois Central Railroad Company, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Cristina Cercelli
Attorney / Avocat

Bar #: _____

Schedule A to Notice of Railcar Renumbering

Old Mark	Old Number		New Mark	New Number
NAHX	455004		IC	767500
NAHX	455015		IC	767501
NAHX	455017		IC	767502
NAHX	455021		IC	767503
NAHX	455036		IC	767504
NAHX	455038		IC	767505
NAHX	455049		IC	767506
NAHX	455052		IC	767507
NAHX	455055		IC	767508
NAHX	455063		IC	767509
NAHX	455068		IC	767510
NAHX	455075		IC	767511
NAHX	455089		IC	767512
NAHX	455090		IC	767513
NAHX	455091		IC	767514
NAHX	455092		IC	767515
NAHX	455098		IC	767516
NAHX	455100		IC	767517
NAHX	455102		IC	767518
NAHX	455103		IC	767519
NAHX	455104		IC	767520
NAHX	455105		IC	767521
NAHX	455106		IC	767522
NAHX	455107		IC	767523
NAHX	455114		IC	767524
NAHX	455116		IC	767525
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NAHX	455129		IC	767527
NAHX	455135		IC	767528
NAHX	455138		IC	767529
NAHX	455149		IC	767530
NAHX	455157		IC	767531
NAHX	455166		IC	767532
NAHX	455172		IC	767533
NAHX	455179		IC	767534
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