

RECORDATION NO. 24270-C FILED

JAN 22 '04 3-31 PM

SURFACE TRANSPORTATION BOARD

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

January 22, 2004

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 Memorandum of Amendment of Lease of Railroad Equipment No. 2, dated as of January 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Board under Recordation Number 24270-B.

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

Owner:	Fleet Capital Corporation One Financial Plaza, 5 th Floor Providence, RI 02903
Lessee:	Illinois Central Railroad Company c/o Canadian National Railway Company 935 de La Gauchetiere St. West Montreal, Quebec Canada H3W 2N1

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

25 boxcars: CNA 405598, CNA 405600 and CNA 405727 – CNA 405749

Mr. Vernon A. Williams
January 22, 2004
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A short summary of the document to appear in the index follows:

Memorandum of Amendment of Lease of Railroad Equipment No. 2

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

RECORDATION NO. 24270-C FILE

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT NO. 2 dated as of January 30, 2004, between **Illinois Central Railroad Company**, an Illinois corporation (hereinafter called the **Lessee**), and **Fleet Capital Corporation**, a Rhode Island corporation (hereinafter called the **Owner**)

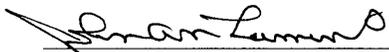
WHEREAS, the Lessee and the Owner entered into that certain Lease of Railroad Equipment No. 2 dated as of December 1, 2003 (hereinafter called the **Lease**), covering the one-hundred twenty-seven (127) 106-ton 50'6" plate F steel boxcars marked CNA 405599 and CNA 405601 to CNA 405726 inclusive delivered by Trinity Rail Group, LLC in 2003 (*which was evidenced by a Memorandum of Lease of Railroad Equipment No. 2 (i) deposited at the Registrar General of Canada on December 29, 2003 at 1:35 P.M. and (ii) recorded at the Surface Transportation Board on December 29, 2003 at 10:41 A.M with assigned secondary recordation number 24270-B*);

WHEREAS, the Lessee, the Owner and **Canadian National Railway Company** have entered into that certain Amendment dated as of January 30, 2004 (hereinafter called the **Amendment**), whereby, among other things, the Lessee and the Owner amended the Lease to include, in addition to the boxcars described in the first recital hereof, the twenty-five (25) 106-ton 50'6" plate F steel boxcars marked CNA 405598, CNA 405600 and CNA 405727 to CNA 405749 inclusive delivered by Trinity Rail Group, LLC in 2004, and all additions and alterations thereto, replacements thereof and substitutions therefor;

IN WITNESS WHEREOF, the parties wish to show for the public record the leasing of said boxcars from the Owner to the Lessee, the ownership of said boxcars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said boxcars or to renew the Lease, as amended by the Amendment, and, accordingly have caused this Memorandum of Amendment to be executed by their officers thereunto duly authorized, as of the date first above written.

This Memorandum of Amendment may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

Illinois Central Railroad Company

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

Fleet Capital Corporation

By: 
Name:
Title: **Sandra Buonaiuto**
Vice President

