

RECORDATION NO. 24129-B FILED

JAN 27 '04

3-31 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

January 27, 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 two (2) copies of a Notice of Railcar Remarking, dated as of January 1, 2004, 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. 4 to Master Equipment Lease Agreement which was previously filed with the Board under Recordation Number 24129.

The name and address of the party to the enclosed document are:

Lessee: Illinois Central Railroad
455 North Cityfront Plaza Drive
Chicago Illinois 60611-5318

Mr. Vernon A. Williams
January 27, 2004
Page 2

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

The reporting marks of 236 boxcars within the series CNA 554001 - CNA
554296 are being changed from CNA to WLO.

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

Notice of Railcar Remarking.

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,



Edward M. Luria

EML/anm
Enclosures

RECORDATION NO. 24129-B FILED

JAN 27 '04

3-31 PM

NOTICE OF RAILCAR REMARKING

SURFACE TRANSPORTATION BOARD

WHEREAS, Illinois Central Railroad Company as lessee ("Lessee") and Allfirst Bank (now known as Manufacturers and Traders Trust Company) as lessor entered into Schedule No. 4 dated as of September 26, 2002, to that certain Master Equipment Lease Agreement dated as of September 15, 2001, (the "Lease") whereby, among other things, Lessee leased two-hundred thirty-six (236) 50' 70-ton (16' double sliding door) XM boxcars built by PACCAR in 1978-79 bearing CNA marks and numbers as more particularly specified therein;

WHEREAS, in respect of the Lease, a Memorandum of Schedule No. 4 to Master Equipment Lease Agreement dated as of September 26, 2002 (and the associated Bill of Sale of even date, for said boxcars, by Lessee in favor of Lessor) were filed or deposited as follows:

- 1) At the Surface Transportation Board, in accordance with 49 U.S.C. Section 11301, on September 26, 2002 at 12:36 P.M. (and 12:51 P.M.) with assigned recordation numbers 24129 (and 24129-A, respectively); and
2) At the Office of the Registrar General of Canada, pursuant to Section 105 of the Canada Transportation Act, on September 26, 2002 at 11:19 A.M.

NOW THEREFORE, TAKE NOTICE THAT a) Lessee has remarked (or will remark) said boxcars by changing the reporting mark from CNA to WLO and b) in respect of this remarking, Lessee shall cause this Notice of Railcar Remarking 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 January, 2004.

ILLINOIS CENTRAL RAILROAD COMPANY, as lessee

By: [Signature]
Its: Sr. Manager, Asset Finance

IC File Reference: 2070-44-4

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

On this 15th day of January, 2004, 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.

[Signature]
Attorney / Avocat

Bar #: 188726-2