

RECORDATION NO. 24380 - I FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

MAY 19 '05 10-30 AM

SURFACE TRANSPORTATION BOARD

SUITE 301
WASHINGTON, D.C.

20036

OF COUNSEL
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May 18, 2005

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 Amended and Restated Memorandum of Schedule No. 6 to Master Equipment Lease Agreement, dated as of June 1, 2005, 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. 6 to the Master Equipment Lease Agreement which was previously filed with the Board under Recordation Number 24380-G.

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

Lessee: Illinois Central Railroad Company
c/o Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec
Canada H3W 2N1

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

267 covered hopper railcars within the series NAHX 455000 - NAHX 456199, NCHX 38228 - NCHX 38841, NCHX 43045 - NCHX 44701 and NCHX 45900 - NCHX 46081 (and PTEX 455945) have been changed to CN 372201 - CN 372286 and CN 376500 - CN 376717, each series as more particularly set forth in the equipment schedule attached to the document.

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

Amended and Restated Memorandum of Schedule No. 6 to Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$33.00 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

REGISTRATION NO. 24380-I
FILED

MAY 19 '05 10-30 AM

SURFACE TRANSPORTATION BOARD

ICX CORPORATION

**AMENDED AND RESTATED
MEMORANDUM OF SCHEDULE NO. 6
TO MASTER EQUIPMENT LEASE AGREEMENT**

dated as of June 1, 2005

between

ICX CORPORATION,
as Lessor

and

ILLINOIS CENTRAL RAILROAD COMPANY,
as Lessee

**AMENDED AND RESTATED MEMORANDUM
OF SCHEDULE NO. 6 TO MASTER EQUIPMENT LEASE AGREEMENT**

THIS AMENDED AND RESTATED MEMORANDUM OF SCHEDULE NO. 6 TO MASTER EQUIPMENT LEASE AGREEMENT is made and entered into as of June 1, 2005 by and between ICX CORPORATION, an Ohio corporation ("Lessor"), and ILLINOIS CENTRAL RAILROAD COMPANY, an Illinois corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee entered into that certain Schedule No. 6 dated as of November 30, 2004 (the "Schedule No. 6"), to the Master Equipment Lease Agreement dated as of March 15, 2003 (the "Master Lease"), covering two-hundred sixty-six (266) hopper cars;
2. To evidence Schedule No. 6 and the Master Lease, Lessor and Lessee entered into a Memorandum of Schedule No. 6 to Master Equipment Lease Agreement dated as of November 30, 2004 (the "Memorandum") which was i) filed at the Surface Transportation Board (the "STB") on November 29, 2004 at 2:10 P.M. with assigned recordation number 24380-G and ii) deposited at the Registrar General of Canada (the "RGC") on November 29, 2004 at 10:07 A.M.;
3. Lessor and Lessee entered into that certain Amendment No. 1 to Schedule No. 6 dated as of December 21, 2004 (the "Amendment No. 1") whereby, among other things, the renumbering of two-hundred three (203) hopper cars was memorialized;
4. To evidence such renumbering, Lessee executed a Notice of Railcar Renumbering No. 1 dated as of December 21, 2004 (the "Notice") which was i) filed at the STB on December 17, 2004 at 4:15 P.M. with assigned recordation number 24380-H and ii) deposited at the RGC on December 16, 2004 at 2:33 P.M.;
5. Lessor and Lessee have entered into that certain Amendment No. 2 to Schedule No. 6 dated as of June 1, 2005 (the "Amendment No. 2") whereby, among other things, i) the renumbering of sixty-four (64) hopper cars is memorialized, ii) one (1) hopper car marked NAHX 455474 is deleted therefrom and iii) two (2) hopper cars marked NCHX 46072 and NAHX 456035 are added thereto (and which two (2) hopper cars are included in such renumbering of sixty-four (64) hopper cars);
6. This Amended and Restated Memorandum of Schedule No. 6 to Master Equipment Lease Agreement amends and restates, in its entirety, the Memorandum as supplemented by the Notice; Effective as of the date hereof, the Memorandum and the Notice shall have no further force or effect and are hereby replaced; All of the two-hundred sixty-seven (267) hopper cars subject to the lease between Lessor and Lessee are set forth in Schedule A hereto; and
7. Such lease between Lessor and Lessee, being collectively the Master Lease, Schedule No. 6, Amendment No. 1 and Amendment No. 2, of the hopper cars i) remains in full force and effect and ii) is incorporated herein by reference.

[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.

ICX CORPORATION
Lessor

By: *Dennis J. Diemer*
Dennis J. Diemer
Vice President

ILLINOIS CENTRAL RAILROAD COMPANY
Lessee

By: _____
John A.N. Lamont
Senior Manager Asset Finance

STATE OF OHIO, CITY OF CLEVELAND, TO WIT:

On this 17th day of May, 2005 before me personally appeared, Dennis J. Diemer, to me personally known, who being by me duly sworn, says that he is a Vice President of ICX CORPORATION, an Ohio 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.

Debra A. Grim
Notary Public

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 17th day of May, 2005 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

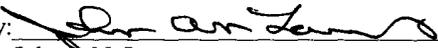
Bar Number: 188726-2

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

ICX CORPORATION
Lessor

By: _____

ILLINOIS CENTRAL RAILROAD COMPANY
Lessee

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

STATE OF OHIO, CITY OF CLEVELAND, TO WIT:

On this ____ day of May, 2005 before me personally appeared, _____, to me personally known, who being by me duly sworn, says that he is a _____ of ICX CORPORATION, an Ohio 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.

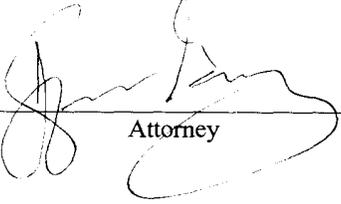
Notary Public

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 17th day of May, 2005 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: 188726-2

SCHEDULE A TO AMENDED AND RESTATED MEMORANDUM

267 covered hopper railcars as set forth below:

Group 1: 84 cars with 3,800 cu.ft. capacity;

Group 2: 8 cars 4,350 cu.ft. capacity;

Group 3: 175 cars with 4,550 cu.ft. capacity;

bearing the following marks and numbers:

<u>Group</u>	<u>Old Initial</u>	<u>Old Number</u>	<u>New Initial</u>	<u>New Number</u>
1	NCHX	38367	CN	372201
1	NCHX	38467	CN	372202
1	NCHX	38679	CN	372203
1	NCHX	38810	CN	372204
1	NCHX	38344	CN	372205
1	NCHX	38741	CN	372206
1	NCHX	38762	CN	372207
1	NCHX	38692	CN	372208
1	NCHX	38776	CN	372209
1	NCHX	38807	CN	372210
1	NCHX	38821	CN	372211
1	NAHX	44601	CN	372212
1	NAHX	44615	CN	372213
1	NAHX	44645	CN	372215
1	NAHX	44661	CN	372216
1	NAHX	44683	CN	372217
1	NAHX	44705	CN	372218
1	NAHX	455497	CN	376607
1	NAHX	455538	CN	376608
1	NAHX	455554	CN	376609
1	NAHX	455559	CN	376610
1	NAHX	455591	CN	376611
1	NAHX	455593	CN	376612
1	NAHX	455599	CN	376614
1	NAHX	455644	CN	376615
1	NAHX	455649	CN	376616
1	NAHX	455689	CN	376618
1	NAHX	455694	CN	376619
1	NAHX	455715	CN	376620
1	NAHX	455782	CN	376621
1	NAHX	455812	CN	376623
1	NAHX	455818	CN	376624
1	NAHX	455879	CN	376625
1	NAHX	456122	CN	376628
1	NAHX	456128	CN	376629
1	NAHX	456135	CN	376630

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1	NAHX	456158	CN	376633
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1	NAHX	456162	CN	376635
1	NAHX	456176	CN	376636
1	NAHX	456180	CN	376637
1	NAHX	456184	CN	376638
1	NAHX	456185	CN	376639
1	NAHX	456186	CN	376640
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1	NAHX	456192	CN	376642
1	NCHX	43045	CN	376643
1	NCHX	43501	CN	376644
1	NCHX	43508	CN	376645
1	NCHX	43539	CN	376646
1	NCHX	43545	CN	376647
1	NCHX	43560	CN	376648
1	NCHX	45900	CN	376649
1	NCHX	46004	CN	376650
1	NCHX	46018	CN	376651
1	NCHX	46065	CN	376652
1	NCHX	46081	CN	376653
1	PTEX	455945	CN	376654
1	NAHX	455467	CN	376655
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1	NAHX	455540	CN	376658
1	NAHX	455516	CN	376659
1	NAHX	455502	CN	376662
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1	NAHX	455939	CN	376666
1	NAHX	455935	CN	376667
1	NAHX	456145	CN	376668
1	NAHX	456175	CN	376669
1	NCHX	38485	CN	376670
1	NAHX	455023	CN	376671
1	NAHX	455197	CN	376672
1	NCHX	43599	CN	376675
1	NAHX	455361	CN	376677
1	NAHX	455407	CN	376679
1	NAHX	455490	CN	376683
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3	NCHX	43525	CN	376716
3	NCHX	46072	CN	376717