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September 8, 2000

VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, NW
Washington, D.C. 20423-0001
Attention: Ms. Taledia Stokes

RECORDATION NO. 20563-E FILED
SEP 12 '00 12-47 PM
TS
SURFACE TRANSPORTATION BOARD

Re: Our File No.: 258-2082

Dear Ms. Stokes:

Enclosed for recordation as a secondary document (referencing recordation number 20563) pursuant to the provisions of 49 U S.C. Section 11301 are two original copies of a **Memorandum of Assignment of Lessee's Interest in Lease**, dated August 31, 2000.

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

Buyer: Allfirst Bank
Transportation and Leasing Division
25 South Charles Street
Baltimore, Maryland 21201

Seller: Progress Rail Services Corporation
1600 Progress Drive
Albertville, Alabama 35950

The railroad equipment covered by the enclosed document is described as follows:

674 open top hopper railcars bearing the reporting marks and numbers set forth on Exhibit A attached to the **Memorandum of Assignment of Lessee's Interest in Lease**.

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

> **Memorandum of Assignment of Lessee's Interest in Lease**, dated August 31, 2000, covering 674 open top hopper railcars bearing the reporting marks and numbers set forth on Exhibit A of the document.

Also enclosed is a check in the amount of $26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to my attention at the above-listed address. Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call me at 410-385-3410.

Very truly yours,

David M. Schilling
Legal Assistant

Enclosures

MEMORANDUM OF ASSIGNMENT OF LESSEE'S INTEREST IN LEASE

1. This instrument relates to the Master Equipment Sublease dated as of February 7, 1997 (the "Sublease Agreement"), between Illinois Central Railroad Company ("ICRC"), as lessor, and Progress Rail Services Corporation ("PRSC"), as lessee, pursuant to which ICRC has leased to PRSC the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Sublease". Evidence of the Sublease has been recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and assigned recordation number 20563. Pursuant to the Assignment Agreement dated as of August 31, 2000 (the "Assignment Agreement"), between PRSC and Allfirst Bank, PRSC has assigned to Allfirst Bank all of PRSC's rights, title, and interest in and to the Sublease.

2. The addresses of the parties are as follows:

Progress Rail Services Corporation (Former lessee / Assignor)
1600 Progress Drive
Albertville, Alabama 35950

Allfirst Bank (New lessee / Assignee)
Transportation and Leasing Division
Mail Code 101-460
25 South Charles Street
Baltimore, Maryland 21201

3. The term of the Sublease has already commenced and is scheduled to end on May 21, 2007.

4. The terms and provisions of the Sublease are more particularly set forth in the Sublease Agreement.

5. The terms and provisions of the assignment are more particularly set forth in the Assignment Agreement.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

RECORDATION NO 20563-E FILED

SEP 12 '00 12-47 PM

SURFACE TRANSPORTATION BOARD

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of August 31, 2000.

PROGRESS RAIL SERVICES CORPORATION

By: Michael V. Bombino
Name: Michael V. Bombino
Title: Senior Vice President & CFO

State of Alabama, County of Marshall

On August 29, 2000, before me personally appeared Michael V. Bombino, to me personally known, who being by me duly sworn says that he is Senior Vice President and CFO of Progress Rail Services Corporation, and that he executed the foregoing instrument 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.

Diane W. Eakin
Notary Public
My commission expires: June 30, 2001

[NOTARIAL SEAL]

DIANE W. EAKIN NOTARY PUBLIC ALABAMA STATE AT LARGE

[Execution continued on next page; remainder of this page intentionally left blank]

ALLFIRST BANK

By: _____
Name: C. A. Pistell
Title: Vice President

State of Maryland, ~~County~~ City of Baltimore

On Aug. 30, 2000, before me personally appeared C. A. Pistell, to me personally known, who being by me duly sworn says that he is Vice President of Allfirst Bank, and that he executed the foregoing instrument 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.

Stacy L. Denson
Notary Public
My commission expires:

[NOTARIAL SEAL]

STACY L. DENSON
NOTARY PUBLIC
HARFORD COUNTY, MD.
My Commission Expires
08/02/2003

DESCRIPTION OF RAILCARS

674 open top hopper railcars
bearing the reporting marks and numbers
shown on Exhibit A attached hereto.

EXHIBIT A

* MARK	UNIT NUMBER	CUST. CODE	DEAL. NO.	CAR TYPE	PREV. MARK	PREV. NUMBER	ORGN. MARK	ORGN NUMBER
CYDX	000574	Y009	205	H350			ICG	387015
CYDX	000267	Y003	197	H350			IC	387024
CYDX	000627	Y015	205	H350	KPXX	387039	ICG	387039
CYDX	000501	Y009	205	H350			ICG	387042
CYDX	000672	Y015	205	H350	SPSX	387076	ICG	387076
CYDX	000496	Y003	197	H350			ICG	387082
PRSX	002049	M019	196	H350			ICG	387089
CYDX	000163	Y003	197	H350			IC	387093
CYDX	000150	Y003	197	H350			IC	387097
CYDX	000335	Y003	197	H350			IC	387114
CYDX	000417	Y003	197	H350			ICG	387122
CYDX	000556	Y009	205	H350			ICG	387152
CYDX	000228	Y003	197	H350			IC	387155
CYDX	000660	Y015	205	H350	SPSX	387161	ICG	387161
CYDX	000376	Y003	197	H350			IC	387175
CYDX	000336	Y003	197	H350			IC	387178
CYDX	000365	Y003	197	H350			IC	387186
CYDX	000208	Y003	197	H350			IC	387253
CYDX	000383	Y003	197	H350			IC	387266
CYDX	000207	Y003	197	H350			IC	387279
CYDX	000166	Y003	197	H350			IC	387289
PRSX	002067	M019	196	H350			ICG	387311
CYDX	000620	Y015	205	H350	SPSX	387320	ICG	387320
CYDX	000688	Y015	205	H350	KPXX	387325	ICG	387325
CYDX	000151	Y003	197	H350			IC	387332
CYDX	000467	Y003	197	H350			ICG	387339
CYDX	000189	Y003	197	H350			IC	387340
CYDX	000263	Y003	197	H350			IC	387354
CYDX	000209	Y003	197	H350			IC	387357
CYDX	000167	Y003	197	H350			IC	387377
CYDX	000537	Y009	205	H350			ICG	387382
PRSX	002002	M019	196	H350			ICG	387387
CYDX	000101	Y003	197	H350			IC	387393
CYDX	000229	Y003	197	H350			IC	387415
PRSX	002033	M019	196	H350			ICG	387419
CYDX	000147	Y003	197	H350			IC	387430
CYDX	000268	Y003	197	H350			IC	387495
PRSX	002032	M019	196	H350			ICG	387539
CYDX	000384	Y003	197	H350			IC	387558
CYDX	000439	Y003	197	H350			ICG	387568
CYDX	000421	Y003	197	H350			ICG	387591
CYDX	000308	Y003	197	H350			IC	387595
CYDX	000673	Y015	205	H350	KPXX	387600	ICG	387600
CYDX	000210	Y003	197	H350			IC	387630
CYDX	000538	Y009	205	H350			ICG	387664
CYDX	000520	Y009	205	H350			ICG	387675
CYDX	000659	Y015	205	H350	KPXX	387698	ICG	387698
CYDX	000264	Y003	197	H350			IC	387711
PRSX	002060	M019	196	H350			IC	387720
CYDX	000337	Y003	197	H350			IC	387730
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CYDX	000152	Y003	197	H350			IC	387744
CYDX	000385	Y003	197	H350			IC	387747
CYDX	000168	Y003	197	H350			IC	387752
CYDX	000265	Y003	197	H350			IC	387754
CYDX	000426	Y003	197	H350			ICG	387757
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CYDX	000696	Y015	205	H350	SPSX	387764	ICG	387764
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CYDX	000212	Y003	197	H350			IC	387767
CYDX	000190	Y003	197	H350			IC	387772
CYDX	000188	Y003	197	H350			IC	387773
CYDX	000310	Y003	197	H350			IC	387776
CYDX	000116	Y003	197	H350			IC	387777
PRSX	002099	M019	196	H350			ICG	387780
CYDX	000676	Y015	205	H350	KPXX	387787	ICG	387787
CYDX	000130	Y003	197	H350			IC	387789
CYDX	000425	Y003	197	H350			ICG	387790
CYDX	000269	Y003	197	H350			IC	387791
CYDX	000630	Y015	205	H350	KPXX	387799	ICG	387799
PRSX	002047	M019	196	H350			ICG	387805
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CYDX	000615	Y015	205	H350	KPXX	387809	ICG	387809
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CYDX	000311	Y003	197	H350			IC	387815
CYDX	000449	Y003	197	H350			ICG	387816
CYDX	000510	Y009	205	H350			ICG	387819
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CYDX	000568	Y009	205	H350			ICG	387825
CYDX	000169	Y003	197	H350			IC	387831
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CYDX	000570	Y009	205	H350			ICG	387838
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CYDX	000457	Y003	197	H350			ICG	387842
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PRSX	002007	M019	196	H350			ICG	387859
CYDX	000560	Y009	205	H350			ICG	387864
PRSX	002078	M019	196	H350			ICG	387874
CYDX	000645	Y015	205	H350	SPSX	387882	ICG	387882
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CYDX	000386	Y003	197	H350			IC	387900
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CYDX	000561	Y009	205	H350			ICG	387907
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CYDX	000272	Y003	197	H350			IC	387910
CYDX	000562	Y009	205	H350			ICG	387912
CYDX	000231	Y003	197	H350			IC	387917
CYDX	000273	Y003	197	H350			IC	387918
CYDX	000274	Y003	197	H350			IC	387919
CYDX	000539	Y009	205	H350			ICG	387921
CYDX	000275	Y003	197	H350			IC	387924
CYDX	000142	Y003	197	H350			IC	387925
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CYDX	000565	Y009	205	H350			ICG	387930
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CYDX	000232	Y003	197	H350			IC	387938
CYDX	000480	Y003	197	H350			ICG	387942
CYDX	000153	Y003	197	H350			IC	387946
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PRSX	002052	M019	196	H350			ICG	387955
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CYDX	000442	Y003	197	H350			ICG	388026
CYDX	000602	Y015	205	H350	KPXX	388027	ICG	388027
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CYDX	000276	Y003	197	H350			IC	388031
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CYDX	000277	Y003	197	H350			IC	388106
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CYDX	000498	Y003	197	H350			ICG	388136
CYDX	000408	Y003	197	H350			ICG	388138
PRSX	002084	M019	196	H350			ICG	388141
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CYDX	000154	Y003	197	H350			IC	388144

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CYDX	000343	Y003	197	H350			IC	388159
CYDX	000681	Y015	205	H350	KPXX	388163	ICG	388163
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PRSX	002010	M019	196	H350			ICG	388173
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PRSX	002036	M019	196	H350			ICG	388183
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CYDX	000464	Y003	197	H350			ICG	388188
CYDX	000654	Y015	205	H350	KPXX	388189	ICG	388189
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CYDX	000679	Y015	205	H350	SPSX	388200	ICG	388200
PRSX	002069	M019	196	H350			ICG	388204
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CYDX	000214	Y003	197	H350			IC	388226
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CYDX	000392	Y003	197	H350			IC	388234
CYDX	000192	Y003	197	H350			IC	388237
CYDX	000547	Y009	205	H350			ICG	388244
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CYDX	000596	Y015	205	H350	KPXX	388252	ICG	388252
CYDX	000316	Y003	197	H350			IC	388253
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CYDX	000317	Y003	197	H350			IC	388261
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CYDX	000164	Y003	197	H350			IC	388263
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~~PRSX~~	~~002000~~	~~M019~~	~~196~~	~~H350~~			~~ICG~~	~~388271~~
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CYDX	000552	Y009	205	H350			ICG	388277
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CYDX	000632	Y015	205	H350	KPXX	388300	ICG	388300
CYDX	000604	Y015	205	H350	SPSX	388302	ICG	388302
CYDX	000238	Y003	197	H350			IC	388304
CYDX	000281	Y003	197	H350			IC	388305
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CYDX	000629	Y015	205	H350	KPXX	388311	ICG	388311
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CYDX	000126	Y003	197	H350			IC	388322
CYDX	000670	Y015	205	H350	SPSX	388325	ICG	388325

CYDX	000566	Y009	205	H350			ICG	388326
PRSX	002085	M019	196	H350			ICG	388327
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PRSX	002004	M019	196	H350			ICG	388334
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CYDX	000571	Y009	205	H350			ICG	388360
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CYDX	000474	Y003	197	H350			ICG	388368
CYDX	000404	Y003	197	H350			ICG	388369
CYDX	000346	Y003	197	H350			IC	388370
CYDX	000367	Y003	197	H350			IC	388374
CYDX	000347	Y003	197	H350			IC	388375
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CYDX	000393	Y003	197	H350			IC	388377
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CYDX	000193	Y003	197	H350			IC	388383
CYDX	000215	Y003	197	H350			IC	388388
CYDX	000411	Y003	197	H350			ICG	388392
CYDX	000671	Y015	205	H350	SPSX	388393	ICG	388393
CYDX	000282	Y003	197	H350			IC	388394
CYDX	000240	Y003	197	H350			IC	388396
CYDX	000633	Y015	205	H350	KPXX	388398	ICG	388398
PRSX	002045	M019	196	H350			ICG	388401
CYDX	000690	Y015	205	H350	SPSX	388402	ICG	388402
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CYDX	000205	Y003	197	H350			IC	388418
CYDX	000529	Y009	205	H350			ICG	388422
CYDX	000516	Y009	205	H350			ICG	388427
CYDX	000647	Y015	205	H350	SPSX	388429	ICG	388429
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PRSX	002031	M019	196	H350			ICG	388432
PRSX	002038	M019	196	H350			ICG	388433
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CYDX	000105	Y003	197	H350			IC	388459
CYDX	000133	Y003	197	H350			IC	388463
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CYDX	000555	Y009	205	H350			ICG	388471
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CYDX	000349	Y003	197	H350			IC	388479
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CYDX	000397	Y003	197	H350			IC	388496
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CYDX	000226	Y003	197	H350			IC	388545
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KPXX	388550	0001		H350			ICG	388550
CYDX	000120	Y003	197	H350			IC	388551
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CYDX	000195	Y003	197	H350			IC	388583
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PRSX	002058	M019	196	H350			ICG	388587
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PRSX	002077	M019	196	H350			ICG	388604
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CYDX	000288	Y003	197	H350			IC	388626
PRSX	002020	M019	196	H350			ICG	388631
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PRSX	002046	M019	196	H350			ICG	388641
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PRSX	002027	M019	196	H350			ICG	388681
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CYDX	000353	Y003	197	H350			IC	388686
CYDX	000290	Y003	197	H350			IC	388691
CYDX	000354	Y003	197	H350			IC	388697
CYDX	000291	Y003	197	H350			IC	388698
CYDX	000575	Y009	205	H350			ICG	388699
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CYDX	000472	Y003	197	H350			ICG	388705
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CYDX	000692	Y015	205	H350	SPSX	388714	ICG	388714
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CYDX	000374	Y003	197	H350			IC	388757
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CYDX	000433	Y003	197	H350		ICG	389032
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CYDX	000184	Y003	197	H350		IC	389038
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PRSX	002022	M019	196	H350		ICG	389144
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CYDX	000401	Y003	197	H350		ICG	389272
PRSX	002051	M019	196	H350		ICG	389273
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CYDX	000451	Y003	197	H350		ICG	389296
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PRSX	002096	M019	196	H350		ICG	389301
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CYDX	000453	Y003	197	H350		ICG	389319
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PRSX	002081	M019	196	H350			ICG	389360
CYDX	000334	Y003	197	H350			IC	389364
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PRSX	002034	M019	196	H350			ICG	389376
CYDX	000519	Y009	205	H350			ICG	389380
CYDX	000254	Y003	197	H350			IC	389382
CYDX	000200	Y003	197	H350			IC	389383
CYDX	000201	Y003	197	H350			IC	389384
PRSX	002028	M019	196	H350			ICG	389390
CYDX	000512	Y009	205	H350			ICG	389392
PRSX	002044	M019	196	H350			ICG	389399
PRSX	002037	M019	196	H350			ICG	389400
PRSX	002057	M019	196	H350			ICG	389402
CYDX	000185	Y003	197	H350			IC	389411
CYDX	000186	Y003	197	H350			IC	389412
CYDX	000623	Y015	205	H350	KPXX	389413	ICG	389413
CYDX	000409	Y003	197	H350			ICG	389414
PRSX	002070	M019	196	H350			IC	389415
CYDX	000434	Y003	197	H350			ICG	389416
CYDX	000636	Y015	205	H350	KPXX	389418	ICG	389418
CYDX	000479	Y003	197	H350			ICG	389419
CYDX	000492	Y003	197	H350			ICG	389423
CYDX	000543	Y009	205	H350			ICG	389426
CYDX	000145	Y003	197	H350			IC	389429
CYDX	000412	Y003	197	H350			ICG	389431
CYDX	000224	Y003	197	H350			IC	389432
PRSX	002094	M019	196	H350			ICG	389436
CYDX	000553	Y009	205	H350			ICG	389437
PRSX	002076	M019	196	H350			ICG	389438
CYDX	000450	Y003	197	H350			ICG	389440
PRSX	002080	M019	196	H350			ICG	389447
CYDX	000187	Y003	197	H350			IC	389453
CYDX	000406	Y003	197	H350			ICG	389463
CYDX	000684	Y015	205	H350	KPXX	389464	ICG	389464
CYDX	000203	Y003	197	H350			IC	389465
CYDX	000491	Y003	197	H350			ICG	389470
CYDX	000364	Y003	197	H350			IC	389471
CYDX	000255	Y003	197	H350			IC	389475
CYDX	000306	Y003	197	H350			IC	389476
CYDX	000507	Y009	205	H350			ICG	389480
PRSX	002059	M019	196	H350			ICG	389483
CYDX	000598	Y015	205	H350	KPXX	389487	ICG	389487
CYDX	000146	Y003	197	H350			IC	389489
PRSX	002021	M019	196	H350			ICG	389492
CYDX	000582	Y015	205	H350	SPSX	389493	ICG	389493
PRSX	002048	M019	196	H350			ICG	389497

.GRAND-TOTAL -