

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

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

OF COUNSEL
URBAN A. LESTER

August 28, 2007

20534-HH
RECORDATION NO. _____ FILED

AUG 30 '07 -2 5 6 PM

SURFACE TRANSPORTATION BOARD

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 Termination of Sublease, Assignment, Security Agreement and Chattel Mortgage, dated as of May 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 20534-I and related documents.

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

Sublessor/
Assignor:

Allied Irish Banks plc
Bankcentre, Ballsbridge
Dublin 4, Ireland

[Sublessee:

Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611]

Mr. Vernon A. Williams
August 28, 2007
Page 2

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

537 open-top hopper railcars consisting of: 153 cars within the series IC 388120 – IC 389454 and ICG 387743 – ICG 389499; and 384 cars within the series IC 387849 – IC 389409 and ICG 387775 – ICG 389488 as more particularly set forth in the equipment schedules attached to the document.

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

Termination of Sublease, Assignment, Security Agreement and Chattel Mortgage.

Also enclosed is a check in the amount of \$35.00 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/sem
Enclosures

EXHIBIT A

ONE HUNDRED FIFTY-THREE (153) 100-ton open top hopper cars marked and numbered as set forth below:

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 387743 | ICG | 388157 | ICG | 388618 | ICG | 389035 |
| ICG | 387756 | ICG | 388165 | ICG | 388621 | ICG | 389041 |
| ICG | 387768 | ICG | 388167 | ICG | 388679 | IC | 389050 |
| ICG | 387797 | ICG | 388176 | ICG | 388702 | ICG | 389064 |
| ICG | 387798 | ICG | 388182 | IC | 388712 | ICG | 389070 |
| ICG | 387803 | ICG | 388185 | ICG | 388724 | ICG | 389074 |
| ICG | 387804 | ICG | 388211 | ICG | 388740 | ICG | 389080 |
| ICG | 387811 | ICG | 388221 | ICG | 388766 | ICG | 389087 |
| ICG | 387841 | ICG | 388224 | ICG | 388774 | ICG | 389102 |
| ICG | 387878 | ICG | 388232 | ICG | 388779 | ICG | 389105 |
| ICG | 387880 | ICG | 388243 | ICG | 388785 | ICG | 389129 |
| ICG | 387902 | ICG | 388281 | ICG | 388799 | ICG | 389131 |
| ICG | 387913 | ICG | 388292 | ICG | 388805 | ICG | 389149 |
| ICG | 387916 | ICG | 388317 | ICG | 388806 | ICG | 389162 |
| ICG | 387939 | ICG | 388318 | ICG | 388806 | ICG | 389184 |
| ICG | 387956 | ICG | 388323 | ICG | 388810 | ICG | 389191 |
| ICG | 387959 | ICG | 388330 | ICG | 388845 | ICG | 389200 |
| ICG | 387961 | ICG | 388358 | ICG | 388846 | ICG | 389203 |
| ICG | 387963 | ICG | 388363 | ICG | 388847 | ICG | 389224 |
| ICG | 387966 | ICG | 388364 | ICG | 388848 | ICG | 389238 |
| ICG | 387967 | ICG | 388373 | ICG | 388852 | ICG | 389257 |
| ICG | 387969 | ICG | 388379 | ICG | 388854 | ICG | 389278 |
| ICG | 387978 | ICG | 388379 | ICG | 388855 | ICG | 389330 |
| ICG | 387978 | ICG | 388421 | ICG | 388857 | ICG | 389338 |
| ICG | 387996 | ICG | 388442 | ICG | 388857 | ICG | 389375 |
| ICG | 388001 | ICG | 388462 | ICG | 388860 | ICG | 389433 |
| ICG | 388002 | ICG | 388462 | ICG | 388871 | ICG | 389435 |
| ICG | 388017 | ICG | 388493 | ICG | 388872 | ICG | 389441 |
| ICG | 388023 | ICG | 388515 | ICG | 388875 | ICG | 389443 |
| ICG | 388028 | ICG | 388518 | ICG | 388877 | IC | 389454 |
| ICG | 388058 | ICG | 388522 | ICG | 388878 | ICG | 389456 |
| ICG | 388061 | ICG | 388527 | ICG | 388927 | ICG | 389459 |
| ICG | 388072 | ICG | 388543 | ICG | 388928 | ICG | 389484 |
| ICG | 388096 | ICG | 388560 | ICG | 388937 | ICG | 389485 |
| ICG | 388100 | ICG | 388570 | ICG | 388967 | ICG | 389496 |
| ICG | 388107 | ICG | 388579 | ICG | 388976 | ICG | 389499 |
| ICG | 388112 | ICG | 388584 | ICG | 388997 | | |
| ICG | 388119 | ICG | 388593 | ICG | 389004 | | |
| IC | 388120 | ICG | 388595 | ICG | 389012 | | |
| ICG | 388137 | ICG | 388608 | ICG | 389016 | | |
| | | ICG | 388617 | IC | 389022 | | |

After renovation cars marked "ICG" may be marked "IC".

EXHIBIT A

THREE HUNDRED EIGHTY FOUR (384) 100-ton open top hopper cars marked and numbered as set forth below:

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 387775 | ICG | 387972 | ICG | 388158 | ICG | 388349 |
| ICG | 387782 | ICG | 387973 | ICG | 388160 | ICG | 388353 |
| ICG | 387784 | ICG | 387976 | ICG | 388161 | ICG | 388354 |
| ICG | 387786 | ICG | 387979 | ICG | 388164 | ICG | 388356 |
| ICG | 387792 | ICG | 387981 | ICG | 388166 | ICG | 388362 |
| ICG | 387813 | ICG | 387983 | ICG | 388174 | ICG | 388367 |
| ICG | 387818 | ICG | 387994 | ICG | 388177 | ICG | 388382 |
| ICG | 387820 | ICG | 387997 | ICG | 388187 | ICG | 388387 |
| ICG | 387823 | ICG | 387998 | ICG | 388195 | ICG | 388387 |
| ICG | 387827 | ICG | 387999 | ICG | 388196 | ICG | 388395 |
| ICG | 387828 | ICG | 388000 | ICG | 388199 | ICG | 388397 |
| ICG | 387833 | IC | 388003 | ICG | 388199 | ICG | 388399 |
| ICG | 387834 | ICG | 388006 | ICG | 388209 | ICG | 388399 |
| ICG | 387845 | ICG | 388008 | ICG | 388210 | ICG | 388403 |
| ICG | 387846 | ICG | 388008 | ICG | 388215 | ICG | 388405 |
| ICG | 387847 | ICG | 388021 | ICG | 388215 | ICG | 388406 |
| IC | 387849 | ICG | 388029 | ICG | 388216 | ICG | 388416 |
| ICG | 387853 | ICG | 388034 | ICG | 388220 | ICG | 388417 |
| ICG | 387858 | ICG | 388035 | ICG | 388225 | ICG | 388437 |
| ICG | 387860 | ICG | 388036 | ICG | 388227 | ICG | 388438 |
| ICG | 387862 | ICG | 388049 | ICG | 388229 | ICG | 388439 |
| ICG | 387862 | ICG | 388051 | ICG | 388231 | ICG | 388441 |
| ICG | 387863 | ICG | 388052 | ICG | 388238 | ICG | 388441 |
| ICG | 387867 | ICG | 388052 | ICG | 388241 | ICG | 388448 |
| ICG | 387868 | ICG | 388057 | ICG | 388241 | ICG | 388454 |
| ICG | 387869 | ICG | 388063 | ICG | 388259 | ICG | 388455 |
| ICG | 387869 | ICG | 388066 | ICG | 388260 | ICG | 388457 |
| ICG | 387871 | ICG | 388066 | ICG | 388265 | ICG | 388457 |
| ICG | 387872 | ICG | 388070 | ICG | 388265 | ICG | 388460 |
| ICG | 387872 | ICG | 388076 | ICG | 388269 | ICG | 388466 |
| ICG | 387881 | ICG | 388076 | ICG | 388272 | ICG | 388466 |
| ICG | 387888 | ICG | 388077 | ICG | 388275 | ICG | 388470 |
| ICG | 387892 | ICG | 388082 | ICG | 388278 | ICG | 388472 |
| ICG | 387894 | ICG | 388087 | ICG | 388278 | ICG | 388476 |
| ICG | 387903 | IC | 388087 | ICG | 388290 | ICG | 388476 |
| ICG | 387906 | ICG | 388089 | ICG | 388290 | ICG | 388482 |
| ICG | 387923 | ICG | 388094 | ICG | 388294 | ICG | 388485 |
| IC | 387935 | ICG | 388094 | ICG | 388296 | ICG | 388487 |
| ICG | 387936 | ICG | 388113 | ICG | 388298 | ICG | 388488 |
| ICG | 387943 | ICG | 388114 | IC | 388307 | ICG | 388490 |
| ICG | 387944 | ICG | 388115 | ICG | 388309 | ICG | 388494 |
| ICG | 387949 | ICG | 388116 | ICG | 388312 | ICG | 388503 |
| ICG | 387951 | ICG | 388117 | ICG | 388316 | ICG | 388507 |
| ICG | 387953 | ICG | 388123 | ICG | 388321 | ICG | 388507 |
| ICG | 387962 | ICG | 388124 | ICG | 388324 | ICG | 388509 |
| ICG | 387964 | ICG | 388128 | ICG | 388329 | IC | 388511 |
| | | ICG | 388135 | ICG | 388332 | ICG | 388526 |
| | | ICG | 388147 | ICG | 388335 | ICG | 388532 |
| | | ICG | 388152 | ICG | 388344 | ICG | 388533 |
| | | | | | | ICG | 388536 |

EXHIBIT A

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 388549 | ICG | 388738 | ICG | 388939 | ICG | 389136 | ICG | 389300 |
| ICG | 388554 | ICG | 388743 | ICG | 388942 | ICG | 389137 | ICG | 389307 |
| ICG | 388555 | ICG | 388744 | ICG | 388944 | ICG | 389138 | ICG | 389316 |
| ICG | 388569 | ICG | 388746 | ICG | 388954 | ICG | 389139 | ICG | 389323 |
| ICG | 388571 | ICG | 388748 | ICG | 388959 | ICG | 389141 | ICG | 389332 |
| ICG | 388577 | ICG | 388751 | ICG | 388960 | ICG | 389145 | ICG | 389333 |
| IC | 388585 | ICG | 388753 | ICG | 388961 | ICG | 389148 | ICG | 389334 |
| ICG | 388588 | ICG | 388754 | ICG | 388975 | ICG | 389150 | ICG | 389335 |
| ICG | 388589 | ICG | 388755 | ICG | 388977 | ICG | 389154 | ICG | 389340 |
| ICG | 388594 | ICG | 388765 | ICG | 388984 | ICG | 389156 | ICG | 389345 |
| ICG | 388609 | ICG | 388769 | ICG | 388985 | ICG | 389165 | ICG | 389347 |
| ICG | 388615 | ICG | 388776 | ICG | 388987 | ICG | 389166 | ICG | 389351 |
| ICG | 388616 | ICG | 388777 | ICG | 388990 | ICG | 389177 | ICG | 389352 |
| ICG | 388625 | ICG | 388780 | ICG | 388994 | ICG | 389180 | ICG | 389354 |
| ICG | 388627 | ICG | 388781 | ICG | 388996 | ICG | 389181 | ICG | 389356 |
| IC | 388629 | ICG | 388782 | ICG | 388998 | ICG | 389187 | ICG | 389362 |
| ICG | 388630 | ICG | 388783 | ICG | 388999 | ICG | 389194 | ICG | 389367 |
| ICG | 388635 | ICG | 388791 | ICG | 389005 | ICG | 389201 | ICG | 389368 |
| ICG | 388638 | ICG | 388793 | ICG | 389017 | ICG | 389202 | ICG | 389374 |
| ICG | 388640 | ICG | 388797 | ICG | 389021 | ICG | 389211 | ICG | 389379 |
| ICG | 388644 | ICG | 388798 | ICG | 389027 | ICG | 389212 | ICG | 389381 |
| ICG | 388649 | ICG | 388807 | ICG | 389029 | ICG | 389213 | ICG | 389403 |
| IC | 388650 | ICG | 388809 | IC | 389030 | ICG | 389214 | ICG | 389405 |
| ICG | 388652 | ICG | 388811 | ICG | 389043 | ICG | 389216 | ICG | 389406 |
| ICG | 388661 | ICG | 388814 | ICG | 389048 | ICG | 389218 | ICG | 389407 |
| ICG | 388662 | ICG | 388818 | ICG | 389052 | IC | 389223 | IC | 389409 |
| ICG | 388666 | ICG | 388819 | ICG | 389055 | ICG | 389225 | ICG | 389421 |
| ICG | 388671 | ICG | 388826 | ICG | 389056 | ICG | 389233 | ICG | 389425 |
| ICG | 388682 | ICG | 388851 | ICG | 389057 | ICG | 389235 | ICG | 389428 |
| ICG | 388687 | IC | 388858 | ICG | 389062 | ICG | 389242 | ICG | 389430 |
| IC | 388689 | ICG | 388864 | ICG | 389073 | ICG | 389243 | ICG | 389445 |
| ICG | 388690 | ICG | 388867 | ICG | 389076 | ICG | 389249 | ICG | 389448 |
| ICG | 388694 | ICG | 388870 | ICG | 389082 | ICG | 389252 | ICG | 389451 |
| IC | 388700 | ICG | 388876 | ICG | 389083 | ICG | 389259 | ICG | 389457 |
| ICG | 388704 | ICG | 388884 | ICG | 389084 | ICG | 389271 | ICG | 389461 |
| ICG | 388706 | ICG | 388898 | ICG | 389085 | ICG | 389274 | ICG | 389462 |
| ICG | 388708 | ICG | 388905 | IC | 389088 | ICG | 389282 | ICG | 389478 |
| ICG | 388713 | ICG | 388911 | ICG | 389095 | ICG | 389283 | ICG | 389479 |
| ICG | 388715 | ICG | 388913 | ICG | 389109 | ICG | 389285 | ICG | 389481 |
| ICG | 388719 | ICG | 388914 | ICG | 389117 | ICG | 389286 | ICG | 389488 |
| ICG | 388727 | ICG | 388919 | ICG | 389118 | ICG | 389289 | | |
| ICG | 388730 | ICG | 388923 | ICG | 389122 | ICG | 389293 | | |
| ICG | 388736 | ICG | 388935 | ICG | 389124 | ICG | 389298 | | |

RECORDATION NO. 20534-HH FILED

AUG 30 '07 -2 5 6 PM

(FNB/IC/Whitman)

SURFACE TRANSPORTATION BOARD

**TERMINATION OF SUBLEASE, ASSIGNMENT,
SECURITY AGREEMENT AND CHATTEL MORTGAGE**

THIS TERMINATION OF SUBLEASE, ASSIGNMENT, SECURITY AGREEMENT AND CHATTEL MORTGAGE is dated as of May 21, 2007 and is entered into by **Allied Irish Banks, p.l.c.** (the "Sublessor").

WITNESSETH:

1. **The First National Bank of Maryland** (the "Original Sublessor") and **Illinois Central Railroad Company** (the "Sublessee") entered into a Master Equipment Sublease dated as of November 19, 1997 (the "Master Sublease");
2. Original Sublessor and Sublessee entered into Schedule 1 dated as of November 19, 1997 to the Master Sublease (which, together with the Master Sublease, being collectively, the "First Sublease") covering 153 units of the Equipment (as defined below);
3. To evidence the First Sublease, Sublessor and Sublessee entered into a Memorandum of Lease dated as of November 19, 1997 which was filed at the Surface Transportation Board (the "STB") on November 19, 1997 at 11:55 A.M. with recordation number 20534-I;
4. Original Sublessor and **Whitman Leasing, Inc.** (the "Prime Lessor") entered into a Security Agreement and Chattel Mortgage dated as of November 19, 1997 (the "First Mortgage") whereby, among other things, as security for the First Sublease, the Prime Lessor granted a security interest in the Collateral (as defined in the First Mortgage) which included 153 units of the Equipment;
5. To evidence the First Mortgage, Original Sublessor and Prime Lessor entered into a Memorandum of Security Agreement and Chattel Mortgage dated as of November 19, 1997 which was filed at the STB on November 19, 1997 at 11:55 A.M. with recordation number 20534-K;
6. Original Sublessor and Sublessee entered into an Assignment Agreement dated as of November 19, 1997 (the "First Assignment") whereby, among other things, Sublessee assigned to Sublessor certain of its rights as lessee in the Master Equipment Operating Lease dated as of December 23, 1996, and Schedule 3 thereto dated as of December 23, 1996, (collectively, the "Prime Lease" as evidenced under STB recordation number 20534-B) with the Prime Lessor and 153 units of the Equipment (only) thereunder;
7. To evidence the First Assignment, Original Sublessor and Sublessee entered into a Memorandum of Assignment Agreement dated as of November 19, 1997 which was filed at the STB on November 19, 1997 at 11:55 A.M. with recordation number 20534-J;

8. Original Sublessor and Sublessor entered into an Assignment of Master Sublease Documents dated as of November 19, 1997 (the "First Transfer") whereby, among other things, Original Sublessor sold and assigned to Sublessor all of its right, title and interest in the Prime Lease, the First Sublease, the First Mortgage, the First Assignment and 153 units of the Equipment thereunder;
9. To evidence the First Transfer, Original Sublessor and Sublessee entered into: (i) a Memorandum of Assignment of Lease dated as of November 19, 1997, (ii) a Memorandum of Assignment of Assignment Agreement dated as of November 19, 1997 and (iii) a Memorandum of Assignment of Security Agreement and Chattel Mortgage dated as of November 19, 1997, which were all filed at the STB on January 20, 1998 at 2:17 P.M. with recordation numbers 20534-L, 20534-M and 20534-N, respectively;
10. Original Sublessor and Sublessee entered into Schedule 2 dated as of March 16, 1998 to the Master Sublease (which, together with the Master Sublease, being collectively, the "Second Sublease") covering 384 units of the Equipment;
11. To evidence the Second Sublease (which, together with the First Sublease, being collectively, the "Sublease"), Sublessor and Sublessee entered into a Memorandum of Lease dated as of March 16, 1998 which was filed at the STB on March 16, 1998 at 3:30 P.M. with recordation number 20534-O;
12. Original Sublessor and Prime Lessor entered into a Security Agreement and Chattel Mortgage dated as of March 16, 1998 (the "Second Mortgage") whereby, among other things, as security for the Second Sublease, the Prime Lessor granted a security interest in the Collateral (as defined in the Second Mortgage) which included 384 units of the Equipment;
13. To evidence the Second Mortgage (which, together with the First Mortgage, being collectively, the "Mortgage"), Sublessor and Prime Lessor entered into a Memorandum of Security Agreement and Chattel Mortgage dated as of March 16, 1998 which was filed at the STB on March 16, 1998 at 3:30 P.M. with recordation number 20534-Q;
14. Original Sublessor and Sublessee entered into an Assignment Agreement dated as of March 16, 1998 (the "Second Assignment") whereby, among other things, Sublessee assigned to Sublessor certain of its rights as lessee in the Prime Lease with the Prime Lessor and 384 units of the Equipment (only) thereunder;
15. To evidence the Second Assignment (which, together with the First Assignment, being collectively, the "Assignment"), Sublessor and Sublessee entered into a Memorandum of Assignment Agreement dated as of March 16, 1998 which was filed at the STB on March 16, 1998 at 3:30 P.M. with recordation number 20534-P;
16. Original Sublessor and Sublessor entered into a First Amendment of Master Sublease Documents dated March 16, 1998 (the "First Transfer Amendment") whereby the First Transfer was amended;

17. To evidence the First Transfer Amendment, Original Sublessor and Sublessor entered into a Memorandum of First Amendment of Assignment of Master Equipment Sublease dated as of March 16, 1998 which was filed at the STB on March 17, 1998 at 11:15 A.M. with recordation number 20534-R;
18. Original Sublessor and Sublessor entered into an Assignment of Master Equipment Sublease and Schedule No. 2 dated as of March 16, 1998 (the "Second Transfer") whereby, among other things, Original Sublessor sold and assigned to Sublessor all of its right, title and interest in the Prime Lease, the Second Sublease, the Second Mortgage, the Second Assignment and 384 units of the Equipment thereunder;
19. To evidence the Second Transfer, Original Sublessor and Sublessee entered into: (i) a Memorandum of Assignment of Master Equipment Lease and Schedule No. 2 dated as of March 16, 1998, (ii) a Memorandum of Assignment of Assignment Agreement dated as of March 16, 1998 and (iii) a Memorandum of Assignment of Security Agreement and Chattel Mortgage dated as of March 16, 1998, which were all filed at the STB on March 18, 1998 at 11:38 A.M. with recordation numbers 20534-S, 20534-T and 20534-U, respectively;
20. Collectively, the 'Equipment' is the five-hundred thirty-seven (537) 100-ton open top hopper cars (comprised of (i) 153 hopper cars under the First Sublease and (ii) 384 hopper cars under the Second Sublease) more fully described on Exhibits A-1 and A-2 attached hereto; and
21. (i) Sublessee has performed all of its obligations under the Sublease and (ii) Prime Lessor has performed all of its obligations under the Mortgage.

NOW THEREFORE, for good and valuable consideration, Sublessor agrees and acknowledges for the public record that (i) the Sublease, the Assignment and the Mortgage are hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interests in the Prime Lease and the Collateral (as defined in either the First Mortgage or the Second Mortgage) including all of the Equipment are hereby released.

[Execution on next page.]

IN WITNESS WHEREOF, the Sublessor has caused this Termination of Sublease, Assignment, Security Agreement and Chattel Mortgage to be executed.

Present when the Common Seal
of Allied Irish Banks, p.l.c.
was affixed hereto:-

Tanya Barry
Tanya Barry
Authorised Signatory

Mary Greene
Mary Greene
Authorised Signatory

In the City of Dublin

On this 8th day of August, 2007 before me personally appeared, Ms. Tanya Barry and Ms. Mary Greene, to me personally known, who being by me duly sworn, say that they are Authorised Signatories of Allied Irish Banks, p.l.c., that said instrument was validly executed by said bank by authority of its constitutional documentation, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

John O'Connor

Notary Public

[Notarial Seal]

My commission expires: is for life

JOHN O'CONNOR
165 PEMBROKE ROAD,
BALLSBRIDGE, DUBLIN 4,
Notary Public for the County & City of Dublin
Ireland
Commissioned for Life



EXHIBIT A - (

ONE HUNDRED FIFTY-THREE (153) 100-ton open top hopper cars marked and numbered as set forth below:

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 387743 | ICG | 388157 | ICG | 388618 | ICG | 389035 |
| ICG | 387756 | ICG | 388165 | ICG | 388621 | ICG | 389041 |
| ICG | 387768 | ICG | 388167 | ICG | 388679 | IC | 389050 |
| ICG | 387797 | ICG | 388176 | ICG | 388702 | ICG | 389064 |
| ICG | 387798 | ICG | 388182 | IC | 388712 | ICG | 389070 |
| ICG | 387803 | ICG | 388185 | ICG | 388724 | ICG | 389074 |
| ICG | 387804 | ICG | 388211 | ICG | 388740 | ICG | 389080 |
| ICG | 387811 | ICG | 388221 | ICG | 388766 | ICG | 389087 |
| ICG | 387841 | ICG | 388224 | ICG | 388774 | ICG | 389102 |
| ICG | 387878 | ICG | 388232 | ICG | 388779 | ICG | 389105 |
| ICG | 387880 | ICG | 388243 | ICG | 388785 | ICG | 389129 |
| ICG | 387902 | ICG | 388281 | ICG | 388799 | ICG | 389131 |
| ICG | 387913 | ICG | 388292 | ICG | 388805 | ICG | 389149 |
| ICG | 387916 | ICG | 388317 | ICG | 388806 | ICG | 389162 |
| ICG | 387939 | ICG | 388318 | ICG | 388810 | ICG | 389184 |
| ICG | 387956 | ICG | 388323 | ICG | 388845 | ICG | 389191 |
| ICG | 387959 | ICG | 388330 | ICG | 388846 | ICG | 389200 |
| ICG | 387961 | ICG | 388358 | ICG | 388847 | ICG | 389203 |
| ICG | 387963 | ICG | 388363 | ICG | 388848 | ICG | 389224 |
| ICG | 387966 | ICG | 388364 | ICG | 388852 | ICG | 389238 |
| ICG | 387967 | ICG | 388373 | ICG | 388854 | ICG | 389257 |
| ICG | 387969 | ICG | 388379 | ICG | 388855 | ICG | 389278 |
| ICG | 387978 | ICG | 388421 | ICG | 388857 | ICG | 389330 |
| ICG | 387996 | ICG | 388442 | ICG | 388860 | ICG | 389338 |
| ICG | 388001 | ICG | 388462 | ICG | 388871 | ICG | 389375 |
| ICG | 388002 | ICG | 388493 | ICG | 388872 | ICG | 389433 |
| ICG | 388017 | ICG | 388515 | ICG | 388875 | ICG | 389435 |
| ICG | 388023 | ICG | 388518 | ICG | 388877 | ICG | 389441 |
| ICG | 388028 | ICG | 388522 | ICG | 388878 | ICG | 389443 |
| ICG | 388058 | ICG | 388527 | ICG | 388927 | IC | 389454 |
| ICG | 388061 | ICG | 388543 | ICG | 388928 | ICG | 389456 |
| ICG | 388072 | ICG | 388560 | ICG | 388937 | ICG | 389459 |
| ICG | 388096 | ICG | 388570 | ICG | 388967 | ICG | 389484 |
| ICG | 388100 | ICG | 388579 | ICG | 388976 | ICG | 389485 |
| ICG | 388107 | ICG | 388584 | ICG | 388997 | ICG | 389496 |
| ICG | 388112 | ICG | 388593 | ICG | 389004 | ICG | 389499 |
| ICG | 388119 | ICG | 388595 | ICG | 389012 | | |
| IC | 388120 | ICG | 388608 | ICG | 389016 | | |
| ICG | 388137 | ICG | 388617 | IC | 389022 | | |

After renovation cars marked "ICG" may be marked "IC".

EXHIBIT A -2

THREE HUNDRED EIGHTY FOUR (384) 100-ton open top hopper cars marked and numbered as set forth below:

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 387775 | ICG | 387972 | ICG | 388158 | ICG | 388349 |
| ICG | 387782 | ICG | 387973 | ICG | 388160 | ICG | 388353 |
| ICG | 387784 | ICG | 387976 | ICG | 388161 | ICG | 388354 |
| ICG | 387786 | ICG | 387979 | ICG | 388164 | ICG | 388356 |
| ICG | 387792 | ICG | 387981 | ICG | 388166 | ICG | 388362 |
| ICG | 387813 | ICG | 387983 | ICG | 388174 | ICG | 388367 |
| ICG | 387818 | ICG | 387994 | ICG | 388177 | ICG | 388382 |
| ICG | 387820 | ICG | 387997 | ICG | 388187 | ICG | 388387 |
| ICG | 387823 | ICG | 387998 | ICG | 388195 | ICG | 388395 |
| ICG | 387827 | ICG | 387999 | ICG | 388196 | ICG | 388397 |
| ICG | 387828 | ICG | 388000 | ICG | 388199 | ICG | 388399 |
| ICG | 387833 | IC | 388003 | ICG | 388209 | ICG | 388403 |
| ICG | 387834 | ICG | 388006 | ICG | 388210 | ICG | 388405 |
| ICG | 387845 | ICG | 388008 | ICG | 388215 | ICG | 388406 |
| ICG | 387846 | ICG | 388021 | ICG | 388216 | ICG | 388416 |
| ICG | 387847 | ICG | 388029 | ICG | 388220 | ICG | 388417 |
| IC | 387849 | ICG | 388034 | ICG | 388225 | ICG | 388437 |
| ICG | 387853 | ICG | 388035 | ICG | 388227 | ICG | 388438 |
| ICG | 387858 | ICG | 388036 | ICG | 388229 | ICG | 388439 |
| ICG | 387860 | ICG | 388049 | ICG | 388231 | ICG | 388441 |
| ICG | 387862 | ICG | 388051 | ICG | 388238 | ICG | 388448 |
| ICG | 387863 | ICG | 388052 | ICG | 388241 | ICG | 388454 |
| ICG | 387867 | ICG | 388057 | ICG | 388259 | ICG | 388455 |
| ICG | 387868 | ICG | 388063 | ICG | 388260 | ICG | 388457 |
| ICG | 387869 | ICG | 388066 | ICG | 388265 | ICG | 388460 |
| ICG | 387871 | ICG | 388070 | ICG | 388269 | ICG | 388466 |
| ICG | 387872 | ICG | 388076 | ICG | 388272 | ICG | 388470 |
| ICG | 387881 | ICG | 388077 | ICG | 388275 | ICG | 388472 |
| ICG | 387888 | ICG | 388082 | ICG | 388278 | ICG | 388476 |
| ICG | 387892 | ICG | 388087 | ICG | 388290 | ICG | 388482 |
| ICG | 387894 | IC | 388089 | ICG | 388294 | ICG | 388485 |
| ICG | 387903 | ICG | 388094 | ICG | 388296 | ICG | 388487 |
| ICG | 387906 | ICG | 388113 | ICG | 388298 | ICG | 388488 |
| ICG | 387923 | ICG | 388114 | IC | 388307 | ICG | 388490 |
| IC | 387935 | ICG | 388115 | ICG | 388309 | ICG | 388494 |
| ICG | 387936 | ICG | 388116 | ICG | 388312 | ICG | 388503 |
| ICG | 387943 | ICG | 388117 | ICG | 388316 | ICG | 388507 |
| ICG | 387944 | ICG | 388123 | ICG | 388321 | ICG | 388509 |
| ICG | 387949 | ICG | 388124 | ICG | 388324 | IC | 388511 |
| ICG | 387951 | ICG | 388128 | ICG | 388329 | ICG | 388526 |
| ICG | 387953 | ICG | 388135 | ICG | 388332 | ICG | 388532 |
| ICG | 387962 | ICG | 388147 | ICG | 388335 | ICG | 388533 |
| ICG | 387964 | ICG | 388152 | ICG | 388344 | ICG | 388536 |

EXHIBIT A - 2

| Unit Mark | Unit Number |
|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|-----------|-------------|
| ICG | 388549 | ICG | 388738 | ICG | 388939 | ICG | 389136 | ICG | 389300 |
| ICG | 388554 | ICG | 388743 | ICG | 388942 | ICG | 389137 | ICG | 389307 |
| ICG | 388555 | ICG | 388744 | ICG | 388944 | ICG | 389138 | ICG | 389316 |
| ICG | 388569 | ICG | 388746 | IC | 388954 | ICG | 389139 | ICG | 389323 |
| ICG | 388571 | ICG | 388748 | ICG | 388959 | ICG | 389141 | ICG | 389332 |
| ICG | 388577 | ICG | 388751 | ICG | 388960 | ICG | 389145 | ICG | 389333 |
| IC | 388585 | ICG | 388753 | ICG | 388961 | ICG | 389148 | ICG | 389334 |
| ICG | 388588 | ICG | 388754 | ICG | 388975 | ICG | 389150 | ICG | 389335 |
| ICG | 388589 | ICG | 388755 | ICG | 388977 | ICG | 389154 | ICG | 389340 |
| ICG | 388594 | ICG | 388759 | ICG | 388984 | ICG | 389156 | ICG | 389345 |
| ICG | 388609 | ICG | 388769 | ICG | 388985 | ICG | 389165 | ICG | 389347 |
| ICG | 388615 | ICG | 388776 | ICG | 388987 | ICG | 389166 | ICG | 389351 |
| ICG | 388618 | ICG | 388777 | ICG | 388990 | ICG | 389177 | ICG | 389352 |
| ICG | 388625 | ICG | 388780 | ICG | 388994 | ICG | 389180 | ICG | 389354 |
| ICG | 388627 | ICG | 388781 | ICG | 388996 | ICG | 389181 | ICG | 389356 |
| IC | 388629 | ICG | 388782 | ICG | 388998 | ICG | 389187 | ICG | 389362 |
| ICG | 388630 | ICG | 388783 | ICG | 388999 | ICG | 389194 | ICG | 389367 |
| ICG | 388635 | ICG | 388791 | ICG | 389005 | ICG | 389201 | ICG | 389368 |
| ICG | 388638 | ICG | 388793 | ICG | 389017 | ICG | 389202 | ICG | 389374 |
| ICG | 388640 | ICG | 388797 | ICG | 389021 | ICG | 389202 | ICG | 389379 |
| ICG | 388644 | ICG | 388798 | ICG | 389027 | ICG | 389211 | ICG | 389381 |
| ICG | 388649 | ICG | 388807 | ICG | 389029 | ICG | 389212 | ICG | 389403 |
| IC | 388650 | ICG | 388809 | IC | 389030 | ICG | 389213 | ICG | 389405 |
| ICG | 388652 | ICG | 388811 | ICG | 389043 | ICG | 389214 | ICG | 389406 |
| ICG | 388661 | ICG | 388814 | ICG | 389048 | ICG | 389216 | ICG | 389408 |
| ICG | 388662 | ICG | 388818 | ICG | 389048 | ICG | 389218 | ICG | 389407 |
| ICG | 388666 | ICG | 388819 | ICG | 389052 | IC | 389223 | IC | 389409 |
| ICG | 388671 | ICG | 388826 | ICG | 389055 | ICG | 389225 | ICG | 389421 |
| ICG | 388682 | ICG | 388828 | ICG | 389054 | ICG | 389233 | ICG | 389425 |
| ICG | 388687 | IC | 388831 | ICG | 389057 | ICG | 389235 | ICG | 389428 |
| IC | 388689 | ICG | 388858 | ICG | 389062 | ICG | 389242 | ICG | 389430 |
| ICG | 388690 | ICG | 388864 | ICG | 389073 | ICG | 389243 | ICG | 389445 |
| ICG | 388694 | ICG | 388867 | ICG | 389076 | ICG | 389249 | ICG | 389448 |
| IC | 388700 | ICG | 388870 | ICG | 389082 | ICG | 389252 | ICG | 389451 |
| ICG | 388704 | ICG | 388876 | ICG | 389083 | ICG | 389252 | ICG | 389457 |
| ICG | 388706 | ICG | 388884 | ICG | 389083 | ICG | 389259 | ICG | 389461 |
| ICG | 388708 | ICG | 388898 | ICG | 389084 | ICG | 389271 | ICG | 389462 |
| ICG | 388708 | ICG | 388905 | ICG | 389085 | ICG | 389274 | ICG | 389462 |
| ICG | 388713 | ICG | 388905 | IC | 389088 | ICG | 389282 | ICG | 389478 |
| ICG | 388715 | ICG | 388911 | ICG | 389095 | ICG | 389283 | ICG | 389479 |
| ICG | 388715 | ICG | 388913 | ICG | 389109 | ICG | 389285 | ICG | 389481 |
| ICG | 388719 | ICG | 388914 | ICG | 389109 | ICG | 389285 | ICG | 389488 |
| ICG | 388727 | ICG | 388914 | ICG | 389117 | ICG | 389286 | | |
| ICG | 388730 | ICG | 388919 | ICG | 389118 | ICG | 389289 | | |
| ICG | 388736 | ICG | 388923 | ICG | 389122 | ICG | 389293 | | |
| | | ICG | 388935 | ICG | 389124 | ICG | 389298 | | |