

**AMENDMENT TO JOINT STATEMENT OF UNDERSTANDINGS
REGARDING THE PROPOSED CREATE PROJECT**

WHEREAS, on June 13, 2003, the (i) Association of American Railroads, acting for and on behalf of The Burlington Northern and Santa Fe Railway Company, Canadian National Railway Company, Canadian Pacific Railway Company, CSX Transportation Inc., Norfolk Southern Railway Company, Union Pacific Railroad Company, and Commuter Rail Division of the Regional Transportation Authority; (ii) the Illinois Department of Transportation, and (iii) the Chicago Department of Transportation, entered into a Joint Statement of Understandings Regarding the Proposed CREATE Project (“JSOU”) to progress a joint effort to restructure, modernize and expand the freight and passenger rail facilities and highway grade separations in the Chicago metropolitan area while reducing the environmental and social impacts of rail operations on the general public;

WHEREAS, this joint effort, designated as the Chicago Regional Environmental and Transportation Project, or CREATE, includes the construction and/or improvement of numerous individual identified Public, Metra, and Railroad Components that are incorporated in the JSOU and that constitute the integrated Project, with a preliminary estimated total cost of the design and construction of the Project set forth in the JSOU at \$1.534 billion;

WHEREAS, the JSOU was agreed upon by the Stakeholders as a basis for seeking funding for the Project with the further the understanding of the Stakeholders that the terms of the JSOU would be implemented and become enforceable to the extent effectuated by mutually acceptable definitive agreements, and if such definitive agreements were not executed by December 31, 2004 the JSOU would be of no further force and effect;

WHEREAS, the definitive agreements were, in part, contingent upon the inclusion therein of

binding commitments establishing the availability, on terms and conditions satisfactory to the Participating Railroads of all Additional Funding (in excess of the Railroad Financial Contribution) necessary to complete the entire Project;

WHEREAS, although it is presently deemed unlikely that the availability of the Additional Funding will be established by December 31, 2004, the Stakeholders desire that efforts to establish the availability of Additional Funding continue until June 30, 2005, and that the JSOU remain in effect among the Stakeholders through such date; and

WHEREAS, the Participating Railroads are also willing to commence the construction and/or improvement of certain Railroad Components prior to the execution by the Stakeholders of definitive agreements regarding the Project, provided that the cost of completion of such Railroad Components are credited against the respective Participating Railroad's obligations under the JSOU.

NOW THEREFORE, the Stakeholders, as the date hereof, amend the JSOU as follows:

1. Section V of the JSOU is amended by deleting, on the fifth line, the date of "December 31, 2004" and inserting in lieu thereof the date of June 30, 2005.
2. The following subsection 16 is added at the end of Section II:
"To the extent that any Participating Railroad undertakes the construction and/or improvement of an individual Railroad or Metra Component after October 1, 2004 and prior to the execution of the definitive agreements described in Section V hereof, the investment of the Participating Railroad in the design, construction, and/or implementation of such Railroad or Metra Component shall be considered a contribution of the Participating Railroads to the Project and shall be credited against the Railroad Financial Contribution

