

**SECOND 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 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 (which was extended by an amendment to the JSOU to June 30, 2005), the JSOU would be of no further force and effect;

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

WHEREAS, the JSOU envisioned that Amtrak may subsequently join in the effort on mutually satisfactory terms and conditions; and

WHEREAS, Amtrak has reached a mutually satisfactory agreement with the Participating Railroads as to Amtrak's current level of participation in the effort.

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

1. Section V of the JSOU, as amended, is further amended by deleting, in the fifth line, the date of "June 30, 2005" and inserting in lieu thereof the date of "December 31, 2005".
2. In the first paragraph of the PREAMBLE of the JSOU the last sentence is stricken and the words "National Railroad Passenger Corporation (Amtrak)" are added after "(CSX)," in the fifth line.
3. Except as otherwise provided herein, capitalized terms shall have the same meaning as in the JSOU.
4. This Amendment to the JSOU may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same statement.

5. This Amendment to the JSOU shall be effective upon receiving the authorized signatures of each of the parties below.

Illinois Department of Transportation: /s/ Timothy W. Martin

Date: June 24, 2005

Chicago Department of Transportation: /s/ Cheri Heramb

Date: June 24, 2005

Association of American Railroads: /s/ Ed Hamberger

Date: June 24, 2005