

BALL JANIK LLP
ATTORNEYS

RECORDATION NO. 21062-~~A~~B
FILED
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LOUIS E. GITOMER
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December 29 1998

Country parts - J. Gitomer

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

1. The first document is Amendment # 1, a secondary document, dated as of November 17, 1997. The primary document to which this is connected is recorded under Recordation No. 21062. We request that this document be recorded under Recordation No. 21062-A.

The names and addresses of the parties to Amendment # 1 are:

Lessor:

A → National Railway Equipment Company
14400 South Robey
Dixmoor, IL 60426

Lessee:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105-1804

A description of the equipment covered by Amendment # 1 consists of three SW1500 locomotives numbered 2529, 9546, and 9547.

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2. The second document is Amendment # 2, a secondary document, dated as of February 26, 1998. The primary document to which this is connected is recorded under Recordation No. 21062. We request that this document be recorded under Recordation No. 21062-B.

The names and addresses of the parties to Amendment # 2 are:

Lessor:

National Railway Equipment Company
14400 South Robey
Dixmoor, IL 60426

Lessee:

The Kansas City Southern Railway Company
114 West Eleventh Street
Kansas City, MO 64105-1804

A description of the equipment covered by Amendment # 2 consists of three SW1500 locomotives numbered 2529, 9546, and 9547; and two MP15 locomotives numbered 963 and 2697.

A fee of \$52.00 is enclosed. Please return the originals of each document to:

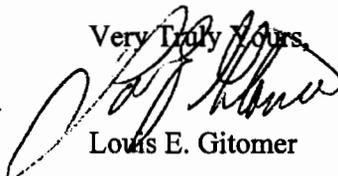
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A short summary of the document to appear in the index follows: (1) Amendment # 1 between National Railway Equipment Company, 14400 South Robey, Dixmoor, IL 60426, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804, covering three SW1500 locomotives numbered 2529, 9546, and 9547; and (2) Amendment # 2 between National Railway Equipment Company, 14400 South Robey, Dixmoor, IL 60426, and The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804, covering three SW1500 locomotives numbered 2529, 9546, and 9547; and two MP15 locomotives numbered 963 and 2697.

Very Truly Yours,

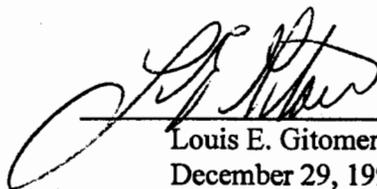
A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosures

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Amendment # 1 dated as of November 17, 1997, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
December 29, 1998