

RECORDATION NO. 21303-E FILED

FEB 5 '99 2:00PM

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

February 5, 1999

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 Schedule B to Master Lease Agreement, dated February 3, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 21303.

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

Lessor: Heller Financial Leasing, Inc.
500 West Monroe Street
Chicago, Illinois 60661

Lessee: CMC Railroad, Inc.
PO Box 247
State Highway 146 South
Dayton, Texas 77535

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

Two (2) locomotives - CMC 104 and MPEX 2001

Counterpart - [Signature]

Mr. Vernon A. Williams
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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 the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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Master Lease Agreement No.: 192-0200
Master Lease Agreement Date: 3/27/98
Master Lease Schedule No.: 002
Master Lease Schedule Date: 5/8/98

Schedule B

This Schedule B shall be deemed incorporated into, and made part of, the Master Lease Schedule referenced above between **Heller Financial Leasing, Inc.** ("Lessor") and **CMC Railroad, Inc.** ("Lessee"), as it may be amended or modified to date.

Description of Equipment:

One (1) Boise Locomotive Company Model MP2000D, 2075 Brake Horsepower Diesel Electric Locomotive; AAR Designation B-B; Industry Designation 0440; Road No. CMC 104; Serial No. 766069-12; and

One (1) Boise Locomotive Company Model MP2000D, 2075 Brake Horsepower Diesel Electric Locomotive; AAR Designation B-B; Industry Designation 0440; Road No. MPEX 2001; Serial No. 30180.

Location of Equipment:

P.O. Box 247, State Highway 146 South
Dayton, Texas 77535
Liberty County

This Schedule B supersedes and replaces, in all respects, any other Schedule B previously attached to the above-referenced Master Lease Schedule.

Executed and Delivered effective as of February 3, 1999

"Lessee"
CMC RAILROAD, INC.
By: Bill Sjolander
Name: BILL SJOLANDER
Title: PRESIDENT