

Law Offices of
Loritz & Associates

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RECORDATION NO. 21726 FILED

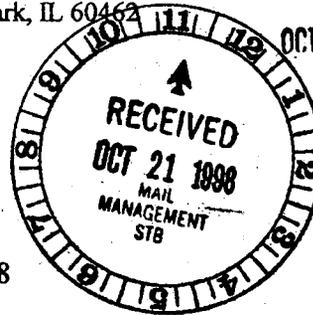
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Richard F. Loritz

Of Counsel:
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August 31, 1998



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OCT 21 3 06 PM '99

RECEIVED
SURFACE TRANSPORTATION
BOARD

Ms. Janice Fort
Equipment Recordation Office
Surface Transportation Board
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423-0001

RE: Lease of Railroad Equipment
National Railway Equipment Co., Seller
The CIT Group Equipment Financing, Inc., Purchaser/Secured Party

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 is the following document:

An executed original copy of a Security Agreement dated August 27, 1998 -- a primary document as defined in the Commission's Rules for Recordation of Documents under 49 CFR § 1177. The names and addresses of the parties to this ~~Equipment Lease~~ **AGREEMENT** are:

Seller: National Railway Equipment Co.
14400 So. Robey
P.O. Box 2270
Dixmoor, IL 60426

Purchaser
and Secured Party: The CIT Group Equipment Financing, Inc.
10 S. LaSalle Street
35th Floor
Chicago, IL 60603

A description of the railroad equipment covered by this Security Agreement is as follows:

Thirty-three (33) locomotives as identified on Exhibit A attached hereto.

Surface Transportation Board

August 31, 1998

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A short summary of the enclosed document to appear in the Board's index is:

Security Agreement dated August 27, 1998 between National Railway Equipment Company (Seller) and The CIT Group/Equipment Financing, Inc. (Buyer/Secured Party) covering thirty-three (33) EMD SD45 ³⁰³⁹ model locomotives bearing reporting marks Burlington Northern 3300, 3301, 6599, 6680 and 9128, Southern Pacific 60, 8840, 8844, 9079, 9097, 9099 and 9137, Union Pacific 4, 41, 61, 62, 63, 64, and 820, CSX 8911, Denver Rio Grand 5323, 5325 and 5331, Southern Pacific 5302, 5304, 5308, 5310 and 5314, C&O 400, 413 and 455, and Norfolk Southern 3087 and 3092.

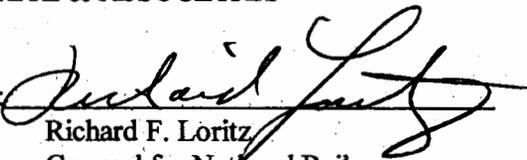
A recordation fee of ~~\$2400~~ ^{\$2600} is enclosed.

Please let me know if you need anything else.

Very truly yours,

LORITZ & ASSOCIATES

BY:



Richard F. Loritz
Counsel for National Railway
Equipment Company

RFL/tc

Enclosures

SCHEDULE A TO SECURITY AGREEMENT

The Units which are the subject matter of the Agreement are identified as follows.

Section A:

All collateral in which Secured Party has a first priority security interest.

LOCOMOTIVE CAR BODIES AND FRAMES

MODEL TYPE	RAILROAD REFERENCE	ROAD NUMBER
EMD SD-45	BURLINGTON NORTHERN	3300
EMD SD-45	BURLINGTON NORTHERN	3301
EMD SD-45	BURLINGTON NORTHERN	6599
EMD SD-45	BURLINGTON NORTHERN	6680
EMD SD-45	BURLINGTON NORTHERN	9128
EMD SD-45	SOUTHERN PACIFIC	60
EMD SD-45	SOUTHERN PACIFIC	8840
EMD SD-45	SOUTHERN PACIFIC	8244
EMD SD-45	SOUTHERN PACIFIC	9079
EMD SD-45	SOUTHERN PACIFIC	9097
EMD SD-45	SOUTHERN PACIFIC	9099
EMD SD-45	SOUTHERN PACIFIC	9137
EMD SD-45	UNION PACIFIC	4
EMD SD-45	UNION PACIFIC	41
EMD SD-45	UNION PACIFIC	61
EMD SD-45	UNION PACIFIC	62
EMD SD-45	UNION PACIFIC	63
EMD SD-45	UNION PACIFIC	64
EMD SD-45	UNION PACIFIC	820
EMD SD-45	CSX TRANSPORTATION	8911

EMD SD-45	DENVER RIO GRAND	5323
EMD SD-45	DENVER RIO GRAND	5325
EMD SD-45	DENVER RIO GRAND	5331
EMD SD-39	SOUTHERN PACIFIC	5302
EMD SD-39	SOUTHERN PACIFIC	5304
EMD SD-39	SOUTHERN PACIFIC	5308
EMD SD-39	SOUTHERN PACIFIC	5310
EMD SD-39	SOUTHERN PACIFIC	5314
EMD SD-39	C&O	400
EMD SD-39	C&O	413
EMD SD-39	C&O	455
EMD SD-39	NORFOLK SOUTHERN	3087
EMD SD-39	NORFOLK SOUTHERN	3092