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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 23770 FILED

DEC 18 '01 3-55 PM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

December 18, 2001

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 Memorandum of Assignment of Lease, dated as of December 17, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Assignor: National Railway Equipment Co.  
14400 S. Robey Street  
P.O. Box 2270  
Dixmoor, Illinois 60426

Assignee: Deutsche Financial Services Corporation  
1181 C Lake Cook Road  
Deerfield, Illinois 60015

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

Four (4) SD20 locomotives with former rail marks and road numbers NREX 2027, NREX 2031, NREX 2035 and NREX 2037 and with current rail marks and road numbers IHB 2922 through IHB 2925, respectively.

23770 353

Mr. Vernon A. Williams  
December 18, 2001  
Page 2

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

MEMORANDUM OF ASSIGNMENT  
OF LEASE

NATIONAL RAILWAY EQUIPMENT CO.  
(ASSIGNOR)

AND

DEUTSCHE FINANCIAL SERVICES  
CORPORATION  
(ASSIGNEE)

December \_\_, 2001

RECORDATION NO. 23770 FILED

DEC 18 '01 3-55 PM

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease is hereby entered into as of this \_\_\_\_\_ day of December, 2001 by and between National Railway Equipment Co., an Illinois corporation ("Assignor") and Deutsche Financial Services Corporation, a Nevada corporation ("Assignee").

WITNESSETH:

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and pursuant to that certain Assignment of Lease Without Recourse, executed of even date herewith (the "Assignment"), Assignor hereby sells, assigns, transfers and sets over unto Assignee, all of Assignor's right, title and interest in and to the lease of four locomotives (the "Locomotives"), evidenced by that certain Locomotive Lease Agreement between Assignor and Indiana Harbor Belt Railroad Co. ("Lessee"), entered into as of September 26, 1997, as amended on March 28, 1998 (the "Lease"), in the rentals payable under the Lease, together with all of Assignor's rights and remedies under the Lease, including, without limitation, the right to collect from Lessee the rentals and all other sums payable under the Lease, such as casualty value payments, indemnity payments, reimbursements for insurance, transportation, taxes and maintenance, subject at all times, however, to Assignor's reversionary interest in the Locomotives and residual interest in the Lease.

As security for all amounts due and payable under the Lease and this Assignment, Assignor has granted (as set forth in the Assignment) and hereby grants to Assignee a security interest in the Lease, with the Locomotives being leased thereunder as identified and more fully described on the attached Schedule "A", and all rentals and other amounts due under the Lease.

Except as expressly stated herein, this is intended to reflect an absolute assignment, and is not intended to evidence an obligation of Assignor to Assignee, or any accompanying security interest by Assignee in the assets of Assignor.

This Memorandum of Assignment of Lease may be executed in any number of counterparts, with each executed counterpart constituting an original, but together all

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counterparts creating only one Memorandum of Assignment of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

NATIONAL RAILWAY EQUIPMENT CO.  
as Assignor

By:   
Name: Patrick Frangella  
~~Secretary, V.P. & General Manager~~  
Title: Secretary, V.P. & General Manager

DEUTSCHE FINANCIAL SERVICES CORPORATION  
as Assignee

By: \_\_\_\_\_  
Name: Patrick J. Mazzanti  
Title: Assistant Vice President

counterparts creating only one Memorandum of Assignment of Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by there respective corporate officers as of the date and year first above written.

NATIONAL RAILWAY EQUIPMENT CO.  
as Assignor

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

DEUTSCHE FINANCIAL SERVICES CORPORATION  
as Assignee

By: 

Name: ~~Patrick J. Mazzanti~~ <sup>for</sup> Rainer Voelker, AVP

Title: Assistant Vice President

STATE OF Illinois )  
 ) ss.  
COUNTY OF Will )

On this 17<sup>th</sup> day of December, 2001, before me personally appeared Patrick Frangella, to me personally known, who being by me duly sworn, says that he is the Secretary, V.P. & General Manager of NATIONAL RAILWAY EQUIPMENT CO. that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Debra L Radtke



My commission expires: 7-10-05

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_\_ day of December, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: \_\_\_\_\_

My commission expires: \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) ss.  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_ day of December, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of NATIONAL RAILWAY EQUIPMENT CO. that the foregoing instrument was signed on behalf of said national banking association, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: \_\_\_\_\_

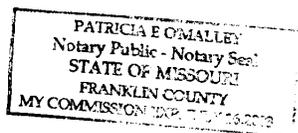
My commission expires: \_\_\_\_\_

STATE OF Missouri )  
 ) ss.  
COUNTY OF St. Louis )

On this 19<sup>th</sup> day of December, 2001, before me personally appeared Rainer Wadner, to me personally known, who being by me duly sworn, says that he is the A.V.P. of DEUTSCHE FINANCIAL SERVICES CORPORATION, that the foregoing instrument was signed on behalf of said limited liability company, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC: Patricia E. O'Malley

My commission expires: 7-16-03



SCHEDULE "A"  
To Memorandum of Assignment of Lease  
SCHEDULE OF LOCOMOTIVES  
AND LEASE  
NATIONAL RAILWAY EQUIPMENT CO., Assignor  
DEUTSCHE FINANCIAL SERVICES CORPORATION,  
Assignee

Four (4) Locomotives:

<u>Markings</u>	<u>Current Marking</u>	<u>Locomotive</u>	<u>Lessee and Lease Date</u>
NREX 2027	IHB 2922	SD20	Indiana Harbor Belt Railroad Co. 9/26/97 as amended on 3/28/98
NREX 2031	IHB 2923	SD20	Same
NREX 2035	IHB 2924	SD20	Same
NREX 2037	IHB 2925	SD20	Same