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RECORDATION NO. 24200-A FILED

JAN 09 '02 4-16 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

January 9, 2003

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

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a secondary document, dated as of January 9, 2003. The primary document to which this is connected is recorded under a new Recordation Number. We request that one copy of this document be recorded under the "A" suffix.

The names and addresses of the parties to the Memorandum of Loan and Security Agreement are:

Secured Party:

LaSalle National Leasing Corporation  
One West Pennsylvania Avenue, Suite 1000  
Towson, MD 21204

Borrower:

Great Plains Leasing, Inc.  
676 N. Michigan Ave., Suite 2800  
Chicago, IL 60611

A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of 10 GP-40-2 locomotives numbered ICE 4200-4209, inclusive.

BALL JANIK LLP

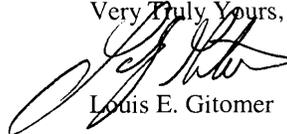
Honorable Vernon A. Williams  
January 9, 2003  
Page 2

A fee of \$ 30.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Great Plains Leasing, Inc., covering 10 GP-40-2 locomotives numbered ICE 4200-4209, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**MEMORANDUM OF LOAN AND SECURITY AGREEMENT**

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT is made and entered into on January 9, 2003 by and between LASALLE NATIONAL LEASING CORPORATION, as secured party ("Secured Party"), and GREAT PLAINS LEASING, INC., as borrower ("Borrower").

**WITNESSETH:**

The undersigned have entered into that certain Loan and Security Agreement (the "Agreement"), dated as of the date hereof, by which the Borrower has granted a security interest in certain locomotives bearing road numbers listed on the Schedule attached hereto to the Secured Party and granted a security interest in and assigned to the Secured Party that certain lease between Borrower, as lessor, and Iowa, Chicago & Eastern Railroad Corporation, as lessee, in order to secure the Borrower's performance of its obligations as described in the Agreement.

This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum Loan and Security Agreement.

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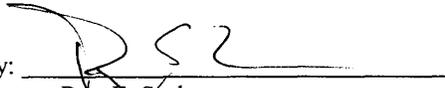
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SURFACE TRANSPORTATION BOARD



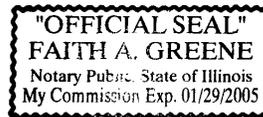
GREAT PLAINS LEASING, INC.

By:   
Name: Roy E. Sroka  
Title: Vice President and Treasurer

STATE OF ILLINOIS        )  
  ) ss.  
COUNTY OF COOK        )

On this 27th day of December, 2002, before me, Faith Greene, the undersigned Notary Public, personally appeared Roy E. Sroka personally known to me to be the person who executed the within instrument as Vice President and Treasurer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

  
Notary Public  
My Commission expires 1/29/05



## **SCHEDULE**

1. Ten GP-40-2 3000 horsepower, 4 axle diesel electric locomotives numbered ICE 4200-4209, inclusive.
2. The Lease Agreement dated as of January 9, 2003, between Great Plains Leasing, Inc., as lessor, and Iowa, Chicago & Eastern Railroad Corporation, as lessee.