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RECORDATION NO. 21919-B FILED

FEB 03 '04 3-18 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
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February 3, 2004

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

Dear Secretary Williams:

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

The document is a Second Supplement to Memorandum of Lease Agreement, a secondary document, dated as of February 2, 2004. The primary document to which this is connected is recorded under Recordation No. 21919. We request that one copy of this document be recorded under Recordation No. 21919-B.

The names and addresses of the parties to the Second Supplement to Memorandum of Lease Agreement are:

Lessor:

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

Lessee:

Motivpower, Inc., formerly known as Boise Locomotive Company
Two Gateway Center
Pittsburgh, PA 15222

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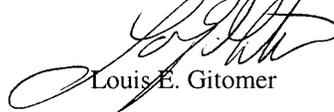
A description of the equipment covered by the Second Supplement to Memorandum of Lease Agreement consists of terminating one locomotive numbered MPEX 1505, and adding one MP2000C locomotive numbered MPEX 6201.

A fee of \$30.00 is enclosed. Please return two originals 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: First Supplement to Memorandum of Lease Agreement between LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson, MD 21204, and Motivepower, Inc., formerly known as Boise Locomotive Company, Two Gateway Center, Pittsburgh, PA 15222, covering terminating one locomotive numbered MPEX 1505, and adding one MP2000C locomotive numbered MPEX 6201.

Very Truly Yours,



Louis E. Gitomer

Enclosures

FILED 21919-B

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SURFACE TRANSPORTATION BOARD

SECOND SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

BETWEEN

LASALLE NATIONAL LEASING CORPORATION

AND

MOTIVEPOWER, INC.
(FORMERLY KNOWN AS
BOISE LOCOMOTIVE COMPANY)

Dated as of February 2, 2004

SECOND SUPPLEMENT TO
MEMORANDUM OF LEASE AGREEMENT

This Second Supplement to Memorandum of a Lease Agreement is made and entered into as of February 2, 2004 by and between LaSalle National Leasing Corporation ("Lessor") and Motivepower, Inc., formerly known as Boise Locomotive Company ("Lessee").

WITNESSETH:

1. Lessor and Lessee entered into a Memorandum of Lease Agreement dated as of December 31, 1998, where Lessor leased to Lessee and Lessee leased from Lessor one model MP-1500 locomotive bearing reporting marks MPEX 1505 which was recorded at the Surface Transportation Board at 12:12 p.m. on December 31, 1998 under Recordation Number 21919.

2. The Memorandum of Lease Agreement and Exhibit No. 1 to the Memorandum of Lease Agreement are hereby amended to exclude therefrom one MP-1500 locomotive numbered MPEX 1505.

3. One MP-2000C locomotive numbered MPEX 6201 is hereby substituted and included in, and subjected to the Memorandum of Lease Agreement.

4. Except as amended hereby, the Memorandum of Lease Agreement shall remain unaltered and in full force and effect.

5. This Second Supplement to Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

