

JOHN D. HEFFNER, PLLC

1920 N ST., N.W.
SUITE 800
WASHINGTON, D.C. 20036
(202) 263-4180
FAX (202) 296-3939
j.heffner@verizon.net

RECORDATION NO. 24854 FILED

MAR 15 2004 1:45 PM

SURFACE TRANSPORTATION BOARD

March 15, 2004

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423-0001
Attn: Equipment recordations

To Whom It May Concern:

I am enclosing for recordation pursuant to the provisions of 49 U.S.C. 11301 a Locomotive Lease Agreement dated February 17, 2004, a primary document.

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

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

Lessee: Illinois Central Railroad Company
935 de La Gauchetiere Street West
Floor 12
Montreal, Quebec H3B 2M9
Canada

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

Ten EMD model SD-50-2 road switching locomotives
bearing road numbers NREX 5064, 5078, 5081,
5084, 5089, 5090, 5461, 5469, 5474, and 7005

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

"Locomotive Lease Agreement"

Also enclosed is a check in the amount of \$30 payable to the Surface Transportation Board to cover the required recordation

Hon. Vernon A. Williams

March 15, 2004

Page two

fee.

Please date stamp and return to me one copy of the enclosed document.

Sincerely yours,

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

John D. Heffner

Enclosure

cc: Robert Loewer, Esq.

STATE OF Illinois)
COUNTY OF Cook) SS.

On this 5th day of March, 2004, before me appeared Frank S. Fisher, the person who signed this instrument who acknowledged that (s) he is the VP-agent of Illinois Central and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

[Seal] 

Marietta D Sullivan
Notary Public

My Commission Expires:
Aug 28, 2005

STATE OF ILLINOIS)
COUNTY OF WILL) SS.
Cook

OFFICIAL SEAL
ROBERT E. LOEWER, JR.
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3-3-2007

On this 11th day of March, 2004, before me appeared James W. He, the person who signed this instrument who acknowledged that (s) he is an officer of NATIONAL RAILWAY EQUIPMENT CO. and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

[Seal]

Robert E. Loewer, Jr.
Notary Public

My Commission Expires:
3-3-2007

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: ILLINOIS CENTRAL RAILROAD COMPANY

Approved by: _____
(Lessee to initial each page)

Attached to Bill of Sale dated: _____ Equipment Located at:
NREC's Silvis, Illinois facility
NREC's Paducah, Kentucky facility

Equipment Schedule No.: See Schedule "A"

<u>Manufacturer and/or Vendor Name & Invoice Number</u>	<u>Equipment Description</u>
National Railway Equipment Co.	See below

Ten (10) EMD SD50-2 Locomotive Units, Marks and Numbers:

UNIT NO.	TYPE	GENERAL DESCRIPTION
NREX 5064	EMD	SD50 Six Axle 3,500 HP
NREX 5078	EMD	SD50 Six Axle 3,500 HP
NREX 5081	EMD	SD50 Six Axle 3,500 HP
NREX 5084	EMD	SD50 Six Axle 3,500 HP
NREX 5089	EMD	SD50 Six Axle 3,500 HP
NREX 5090	EMD	SD50 Six Axle 3,500 HP
NREX 5461	EMD	SD50 Six Axle 3,500 HP
NREX 5469	EMD	SD50 Six Axle 3,500 HP
NREX 5474	EMD	SD50 Six Axle 3,500 HP
NREX 7005	EMD	SD50 Six Axle 3,500 HP