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ORIGINAL

RECORDATION NO. 24902 FILED

APR 06 '04

4-32 PM

SURFACE TRANSPORTATION BOARD

April 6, 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 March 10, 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: Railway Services  
One Railway Lane  
Burlington, VT 05401

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

One EMD model GP-40-2 general purpose locomotive  
bearing road number NREX 7255

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

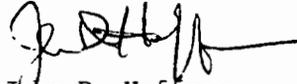
"Locomotive Lease Agreement"

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

Hon. Vernon A. Williams  
April 6, 2004  
Page two

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.

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 10, 2004, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and RAILWAY SERVICES ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model(s) described herein.

Each locomotive is fully-described in a certain Lease Agreement dated as of March 10, 2004 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**LESSEE:**

**RAILWAY SERVICES**

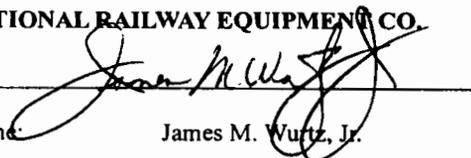
By: 

Name: David Wulfson

Title: President

**LESSOR:**

**NATIONAL RAILWAY EQUIPMENT CO.**

By: 

Name: James M. Wurtz, Jr.

Title: Vice President

STATE OF Vermont )  
COUNTY OF (Hittenden) ) SS.

On this 24th day of March, 2004, before me appeared DAVID WILFSON, the person who signed this instrument who acknowledged that (s) he is the President of RAILWAY SERVICES and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

MA Michael

Notary Public

[Seal]

My Commission Expires:  
2/07

STATE OF ILLINOIS )  
COUNTY OF WILL ) SS.

On this \_\_\_\_\_ day of \_\_\_\_\_, 2004, before me appeared \_\_\_\_\_, 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.

\_\_\_\_\_

Notary Public

[Seal]

My Commission Expires:  
\_\_\_\_\_

**SCHEDULE OF EQUIPMENT**

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: RAILWAY SERVICES

Approved by: \_\_\_\_\_  
(Lessee to initial each page)

Attached to Bill of Sale dated: \_\_\_\_\_ Equipment Located at:  
\_\_\_\_\_ Lessor's remanufacturing facility in Silvis, Illinois

Equipment Schedule No.: See Schedule "A"

<u>Manufacturer and/or Vendor Name &amp; Invoice Number</u>	<u>Equipment Description</u>
National Railway Equipment Co.	EMD GP40-2 General Purpose Locomotive

RECORDATION NO. 24876 FILED

Law Offices of  
**Loritz & Associates, Ltd.**  
1100 Ravinia Place • Orland Park, IL 60462

MAR 30 '04 1-16 PM  
SURFACE TRANSPORTATION BOARD

Richard F. Loritz

(708) 403-2555  
Fax (708) 403-9749  
E-mail: loritz@aol.com

Of Counsel:  
David Dineff  
Patrick Dwyer  
Thomas Murphy

March 9, 2004

Office of the Secretary  
Surface Transportation Board  
12<sup>th</sup> Street & Constitution Ave., N.W.  
Washington, D.C. 20423-0001



Re: Lease of Locomotive Equipment  
National Railway Equipment Co., Lessor  
Minnesota Corn Processors, LLC, Lessee

Dear Secretary:

I have enclosed an original and one copy of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a lease of locomotive equipment and is a primary document dated March 1, 2003. The names and addresses of the parties to the documents are as follows:

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

Lessee: Minnesota Corn Processors, LLC  
901 N.Hwy 59  
Marshall, MN 56258

A description of the equipment covered by the document follows:

<u>UNIT NO.</u>	<u>TYPE</u>	<u>GENERAL DESCRIPTION</u>
NREX 101	EMD	Remanufactured MU Capable SW-1500 Switcher Equipped w/Kim Hot Start Cattron Remote/Speed Control System

Surface Transportation Board  
March 9, 2004  
Page 2

A fee of \$30.00 is enclosed. Please return the original after recordation to:

Richard F. Loritz  
Loritz & Associates  
1100 Ravinia Place  
Orland Park, IL 60462

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

A lease of locomotive equipment identified as one (1) locomotive,  
with National Railway Equipment Co., as Lessor and Minnesota  
Corn Processors LLC, as Lessee

I certify under my oath and state that I have compared the copy with the original and I found the  
copy to be complete and identical in all respects to the original document.

Very truly yours,

LORITZ & ASSOCIATES

By   
Richard F. Loritz

RFL/mj  
nrec#309.04g

Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of March 1, 2002, by and between NATIONAL RAILWAY EQUIPMENT COMPANY ("Lessor"), and MINNESOTA CORN PROCESSORS LLC ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, Locomotive model described as SW-1500 Locomotive bearing reporting mark: NREX 101

The locomotive is fully-described in a certain Lease Agreement dated as of March 1, 2002 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee. A Schedule of the equipment is attached hereto.

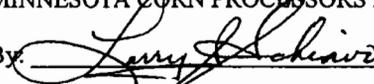
2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

The Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

**LESSEE:**

MINNESOTA CORN PROCESSORS LLC

By: 

Name: LARRY J. SCHIAVO

Title: M.C.P. VP of OPERATIONS  
AND BUSINESS DEVELOPMENT

**LESSOR:**

NATIONAL RAILWAY EQUIPMENT COMPANY

By: 

Name: Patrick Frangella

Title: Vice President of Operations

*EDM*

STATE OF Illinois )  
COUNTY OF Will ) SS.

On this 1st day of March, 2002, before me appeared Patuch Frank the person who signed this instrument who acknowledged that (s) he is the owner of National Railway Equipment Company and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Debra L Radtke

Notary Public

[Seal]



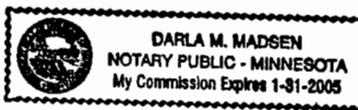
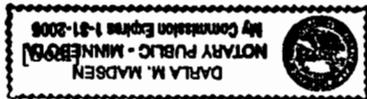
My Commission Expires:

\_\_\_\_\_

STATE OF Minnesota )  
~~ILLINOIS~~ ) SS.  
COUNTY OF Lyon )  
~~Will~~ )

On this 13th day of March, 2002, before me appeared Larry J. Schiavo, the person who signed this instrument who acknowledged that (s) he is an officer of NATIONAL RAILWAY EQUIPMENT COMPANY and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.  
Minnesota Corn Processors, LLC

Darla M. Madsen



Notary Public

My Commission Expires:

1-31-2005

BMM

**SCHEDULE OF EQUIPMENT**

Lessor: NATIONAL RAILWAY EQUIPMENT COMPANY

Lessee: MINNESOTA CORN PROCESSORS LLC

Approved by: *Brian Matthews*  
(Lessee to initial each page)

Equipment Located at:

\_\_\_\_\_ 300 Ninth Street North  
Silvis, Illinois 61282

Equipment Schedule No.: NREX 101

<u>Manufacturer and/or Vendor Name &amp; Invoice Number</u>	<u>Equipment Description</u>
National Railway Equipment Company	Remanufactured MU Capable SW-1500 Switcher Equipped w/Kim Hot Start and Catron Remote/Speed Control System

Unit Number(s)

NREX 101

Acceptance Date

*BDM*