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RECORDATION NO. 25420 JLB

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SURFACE TRANSPORTATION BOARD

January 19, 2005

Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Secretary:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a lease, a primary document, dated December 16, 2004.

The names and addresses of the parties to the documents are as follows:

Lessor: National Railway Equipment Co., P.O. Box 2270, Dixmoor, Illinois 61282.

Lessee: WV Southern Railway Company, 2 Thurmond Station, Thurmond, West Virginia 25936.

A description of the equipment covered by the document follows: The equipment being leased consists of one EMD GP-9 four axle locomotive, unit number NREX 1407.

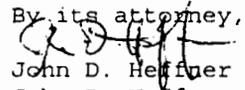
A fee of \$32.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to: John D. Heffner, 1920 N Street, N.W., Suite 800, Washington, D.C. 20036.

A short summary of the document to appear in the index follows: Lease between National Railway Equipment Co., P.O. Box 2270, Dixmoor, Illinois 61282 and WV Southern Railway Company, 2 Thurmond Station, Thurmond, West Virginia 25936, dated December 16, 2004, and covering one EMD GP-9 four axle locomotive, unit number NREX 1407.

Respectfully submitted,

National Railway Equipment Co.

By its attorney,


John D. Heffner
John D. Heffner, PLLC
1920 N Street, NW
Suite 800
Washington, D.C. 20036
(202) 263-4180

cc: Robert Loewer, Esq.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 16, 2004, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and WV SOUTHERN RAILWAY COMPANY ("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 December 16, 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:

WV SOUTHERN RAILWAY COMPANY

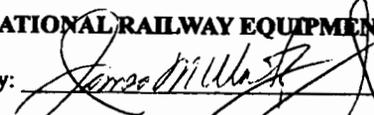
By: 

Name: ROGER S. LIPSCOMB

Title: PRESIDENT

LESSOR:

NATIONAL RAILWAY EQUIPMENT CO.

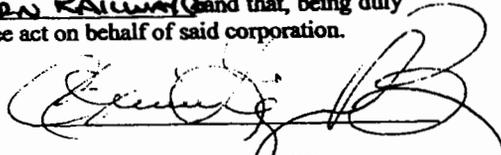
By: 

Name: James M. Wurtz, Jr.

Title: Vice President

STATE OF West Virginia)
) SS.
COUNTY OF Putnam)

On this 17 day of December 2004, before me appeared Ronald S. Lipscomb, the person who signed this instrument who acknowledged that (s) he is the President of WV Southern Railway and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.


Notary Public



My Commission Expires:

Sept 14, 2014

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 14th day of January 2004, before me appeared M. White, 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



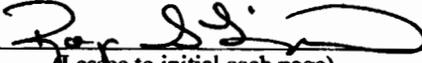
My Commission Expires:

12-30-06

SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: WV SOUTHERN RAILWAY CO.

Approved by: 
(Lessee to initial each page)

Equipment Located at:

_____ National Railway Equipment Co.
Mt. Vernon, Illinois

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor
Name & Invoice Number

Equipment
Description

National Railway Equipment Co.

GP-9 EMD Four Axle 1,750 HP
NREX 1407