

RECORDATION NO. 20532-A FILED

APR 04 '05

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

April 4, 2005

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of April 4, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Railroad Equipment Security Agreement being filed with the Board under Recordation Number \_\_\_\_\_.

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

Assignor: Electro-Motive Division of General Motors  
Corporation  
9310 West 55<sup>th</sup> Street  
LaGrange, Illinois 60525-3211

Assignee: Electro-Motive Diesel, Inc.  
9310 West 55<sup>th</sup> Street  
LaGrange, Illinois 60525-3211

Mr. Vernon A. Williams  
April 4, 2005  
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A description of the railroad equipment covered by the enclosed document  
is:

20 locomotives: CSXT 4831 - CSXT 4850.

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

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of April 4, 2005 is between Electro-Motive Division of General Motors Corporation ("Assignor"), and Electro-Motive Diesel, Inc. ("Assignee").

The parties to this Memorandum hereby acknowledge and confirm the following:

1. Assignor has leased to CSX Transportation, Inc. certain locomotives with CSXT reporting marks and road numbers 4831 through 4850 (the "Locomotives") pursuant to that certain Demonstration and Purchase Agreement dated as of July 16, 2004.

2. Assignor and Assignee are parties to a separate assignment and assumption agreement pursuant to which Assignor has assigned all of its right, title and interest in the Locomotives and the Lease with respect to the Locomotives to Assignee.

3. The parties hereto wish to show for public record, through this Memorandum, the existence of these agreements and their respective interests therein. Accordingly, the parties have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]



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

ELECTRO-MOTIVE DIVISION, a division of  
General Motors Corporation, Inc.

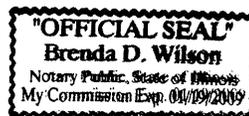
By: Anne T. Lavin  
Name: Anne T. Lavin  
Title: President

STATE OF ILLINOIS  
COUNTY OF COOK } ss:

The foregoing Memorandum of Lease and Assignment was acknowledged before me, the undersigned Notary Public this 4th day of April, 2005 by Anne T. Lavin, as President of Electro-Motive Division, a division of General Motors Corporation, Inc., on behalf of the corporation.

Brenda D. Wilson  
Notary Public

My commission expires: 01/19/2009



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

4/4/05



\_\_\_\_\_  
Robert W. Alvord