

**NATIONAL  
RAILWAY EQUIPMENT CO.**



HOME OFFICE: 14400 S. ROBEY STREET · P. O. BOX 2270 · DIXMOOR, ILLINOIS 60426  
TELEPHONE (708) 388-6002 · FAX (708) 388-2487

June 21, 2005

RECORDATION NO. 25662 FILED

JUN 24 '05

4-21 PM



Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
12<sup>th</sup> Street & Constitution Ave., NW  
Washington, DC 20423-0001

**SURFACE TRANSPORTATION BOARD**

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation pursuant to the provisions of 49 U.S.C. 11301 a locomotive lease agreement dated May 24, 2005, a primary document under the Board's recordation regulations.

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

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

Lessee: Cattron – Thiemeg, Inc.  
58 West Shenango Street  
Sharpsville, PA 16150

A description of the equipment covered by the Lease Agreement is as follows:

One EMD Model GP40-2 M, general purpose locomotive bearing road # NREX  
638

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

“Locomotive Lease Agreement”

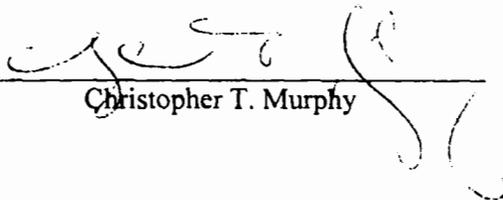
Also enclosed is a check in the amount of \$33 payable to the Surface Transportation Board to cover the required recordation fee for the attached agreement.

Please date stamp and return an original copy after recordation to:

Christopher T. Murphy  
National Railway Equipment Co.  
14400 South Robey Street  
P.O. Box 2270  
Dixmoor, IL 60426

Sincerely yours,

NATIONAL RAILWAY EQUIPMENT CO.

By:   
Christopher T. Murphy

**MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of May 24, 2005, by and between NATIONAL RAILWAY EQUIPMENT CO. ("Lessor"), and CATTRON-THIEMEG, INC. ("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 May 24, 2005, (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:**

**CATTRON-THIEMEG, INC.**

By: *Lori A. Grace*

Name: Lori A. Grace

Title: Assistant Secretary

**LESSOR:**

**NATIONAL RAILWAY EQUIPMENT CO.**

By: *James M. Wurtz, Jr.*

Name: James M. Wurtz, Jr.

Title: Vice President

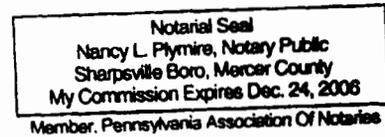
STATE OF Pennsylvania )  
 ) SS.  
COUNTY OF Mercer )

On this 31<sup>st</sup> day of May, 2005, before me appeared Lois A. Geare the person who signed this instrument who acknowledged that (s) he is the Asst. Secy of Cotton-Trustee Inc and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

Nancy L. Plymire

Notary Public

[Seal]



My Commission Expires:

24 DEC 06

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF WILL )

On this 1<sup>st</sup> day of June, 2005, before me appeared James M. Wurtz Jr., 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]

Lisa Fuehrmeyer

Notary Public

My Commission Expires:

12-30-06

## SCHEDULE OF EQUIPMENT

Lessor: NATIONAL RAILWAY EQUIPMENT CO.

Lessee: CATTRON-THIEMEG, INC.

Approved by:                     *Son A. Grace*                      
(Lessee to initial each page)

Attached to Bill of Sale dated:

Equipment Located at:

\_\_\_\_\_

National Railway Equipment Co.'s  
remanufacturing facility in Silvis, Illinois

Equipment Schedule No.: See Schedule "A"

Manufacturer and/or Vendor  
Name & Invoice Number

Equipment  
Description

National Railway Equipment Co.

EMD GP40-2M General Purpose Locomotive