

**NATIONAL  
RAILWAY EQUIPMENT CO.**



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



May 14, 2010

RECORDATION NO. 29295 FRED

MAY 17 '10 -3 15 PM

**SURFACE TRANSPORTATION BOARD**

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Attn: Equipment Recordation

To Whom It May Concern:

I have enclosed for recordation, pursuant to the provisions of 49 U.S.C. 11301, an original and one counterpart of the ASSIGNMENT OF LOCOMOTIVE LEASE AGREEMENT of which is dated March 13, 2010 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.  
14400 S. Robey St.  
Dixmoor, IL 60426

Assignee: Sterling Logistix, LLC  
3405 W. Lincolnway  
Sterling, IL 61081

Assignor: Panther Logistics, LLC  
3103 21<sup>st</sup> Street  
Camanche, IA 52730

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

General Electric B23-7 Four-Axle locomotive bearing the Road Number NREX  
4265

Also enclosed is a check in the amount of \$41.00 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:

Brandon W. Eichhorn  
National Railway Equipment Co.  
14400 South Robey Street  
P.O. Box 2270  
Dixmoor, IL 60426

Sincerely,

NATIONAL RAILWAY EQUIPMENT CO.

By:   
Brandon W. Eichhorn

MAY 17 '10 -3 15 PM

## ASSIGNMENT OF LOCOMOTIVE LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This Assignment is made effective March 13, 2010, by PANTHER LOGISTICS, LLC, as Assignor, to STERLING LOGISTIX, LLC, as Assignee. Assignor and Assignee make certain promises, as stated herein, to National Railway Equipment Co. ("Lessor").

Assignor assigns and transfers to Assignee its interest in that Locomotive Lease Agreement, dated April 10, 2008, executed by Assignor as Lessee and by Lessor, for a General Electric B23-7 Four-Axle locomotive bearing the Road Number NREX 4265, subject to all the conditions and terms contained in the Locomotive Lease Agreement.

A copy of the Locomotive Lease Agreement is attached hereto and made a part hereof by reference.

In exchange for Lessor's consent to the assignment herein: (i) Assignor agrees to pay all rent prorated to the date of the assignment; (ii) Assignee agrees to pay the prorated rent thereafter; (iii) Assignee agrees to pay all rent due after the date of this Assignment, and to assume and perform all duties and obligations required by the terms of the Locomotive Lease Agreement.

In exchange for Lessor's consent to the assignment herein, Assignor covenants to Lessor, that Assignor is the lawful and sole owner of the interest assigned hereunder: that this interest is free from all encumbrances; and that it has performed all duties and obligations and made all payments required, incurred up to the date of this Assignment, under the terms and conditions of the Locomotive Lease Agreement. Assignor agrees to defend and indemnify the Lessor, for, from and against any damages resulting from a breach of such covenant.

This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

PANTHER LOGISTICS, LLC (Assignor)

  
By: Bartel  
Title: President

STERLING LOGISTIX, LLC (Assignee)

  
By: Soel  
Title: CEO

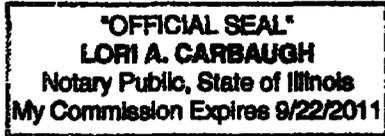
NATIONAL RAILWAY EQUIPMENT CO. (Lessor)

  
By: Frank  
Title: Vice President

STATE OF Illinois )  
COUNTY OF Whiteside )

) SS.

On this 4<sup>th</sup> day of May, 2010, before me appeared Blake Gasaway the person who signed this instrument who acknowledged that (s) he is the President of Panther Logistics, LLC and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation



Lori A. Carbaugh

Notary Public

[Seal]

My Commission Expires:

9-22-2011

STATE OF Michigan )  
COUNTY OF Kent ) ) SS.

On this 6<sup>th</sup> day of May, 2010, before me appeared Joel L. Zakir the person who signed this instrument who acknowledged that (s) he is an officer of Sterling Logistics LLC and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.

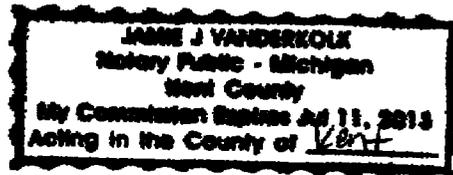
Joel L. Zakir

Notary Public

[Seal]

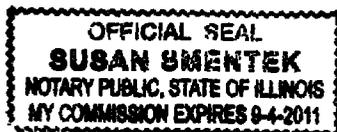
My Commission Expires:

7/11/2013



STATE OF Illinois )  
COUNTY OF Cook ) ) SS.

On this 20<sup>th</sup> day of April, 2010, before me appeared James M. Wertz Jr. the person who signed this instrument who acknowledged that (s) he is an officer of National Railway Equip Co and that, being duly authorized, (s) he signed such instrument as a free act on behalf of said corporation.



Susan Smentek

Notary Public

[Seal]

My Commission Expires

9-4-2011