



UCC FINANCING STATEMENT

State Form 50181 (5-01)
Approved by State Board of Accounts, 2001

3
LAKE COUNTY
FILED FOR RECORD
2005 APR -5 AM 9:28
MICHAEL A BROWN
REC'D

2005 000264

FOLLOW INSTRUCTIONS (FRONT AND BACK) CAREFULLY

A. NAME AND PHONE OF CONTACT AT FILER (optional)
Sherry G. Bowery (804/521-5717)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Sherry G. Bowery
Chicago Title Insurance Company
830 E. Main Street
16th Floor
Richmond, VA 23219
see attachments
cm620050706

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
Progress Rail Services Corporation

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1600 Progress Drive Albertville AL 35950 USA

ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION 1f. JURISDICTION OF ORGANIZATION 1g. ORGANIZATIONAL ID #, if any
[Redacted] corporation Alabama [] NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR

2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any
[Redacted] [] NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
General Electric Capital Corporation, as Collateral Agent

OR

3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
500 West Monroe Street, Attention: Records Ret., Chicago IL 60661 USA

4. This FINANCING STATEMENT covers the following collateral:

All goods that are or are to become fixtures on the land or the improvements of the debtor whether now owned or hereafter acquired

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE / LESSOR CONSIGNEE / CONSIGNOR BAILEE / BAILOR SELLER / BUYER AG. LIEN NON-UCC FILING

6. This FINANCIAL STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
Lake County, Indiana (Site 16)

Chicago Title Insurance Company

UCC FINANCING STATEMENT ADDENDUM

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MICHAEL S. BROWN
RECORDER

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT			
9a. ORGANIZATION'S NAME Progress Rail Services Corporation			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME, SUFFIX
		2005	000264

10. MISCELLANEOUS			
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THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - Insert only one debtor (11a or 11b) - do not abbreviate or combine names				
11a. ORGANIZATION'S NAME				
OR	11b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
11c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY
	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any <input type="checkbox"/> NONE

12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only one secured party name (12a or 12b)				
12a. ORGANIZATION'S NAME				
OR	12b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME	SUFFIX
12c. MAILING ADDRESS		CITY	STATE	POSTAL CODE
				COUNTRY

13. This FINANCING STATEMENT covers timber to be cut as-extracted collateral, or as a fixture filing.

14. Description of real estate:

See exhibit A attached hereto, which is made a part hereof, for a description of the real property to which the collateral is related.

16. Additional collateral description:

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):

17. Check only if applicable and check only one box.
Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction - effective 30 years
 Filed in connection with a Public-Finance Transaction - effective 30 years

Exhibit A attached to the UCC Financing Statement from Progress Rail Services Corporation to General Electric Capital Corporation, as Collateral Agent

PARCEL 1:

That part of the Southeast Quarter of Section 29, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, described as follows:

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Commencing at a point 100 feet West and 992.4 feet North of the Southeast corner of said Section 29, and running thence Westerly 1143.5 feet to a point opposite the North line of 148th Street produced; thence South along the East line of the Right of Way of the Chicago and Calumet Terminal Railway, 300 feet; thence East on a line parallel with the North line above described, 1144.4 feet to the West line of the proposed waterway; thence North along the West line of said proposed waterway, 300 feet to the place of beginning; EXCEPTING THEREFROM that part thereof conveyed to the East Chicago Belt Railroad Company (now Indiana Harbor Belt Railroad Company), by Deed dated October 14, 1901, and recorded October 18, 1901, in Deed Record 92, pages 320, and 321, in the Office of the Recorder of Lake County, Indiana.

PARCEL 2:

Part of the Southeast Quarter of Section 29, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, described as follows:

Commencing at a point 100 feet West and 992.4 feet North of the Southeast corner of said Section 29; thence Westerly 1143.5 feet to the East line of the Right of Way of the Baltimore and Ohio Chicago Terminal Railroad Company (formerly owned by the Chicago and Calumet Terminal Railway Company), at a point opposite the North line of 148th Street produced; thence North along the Easterly line of said Right of Way, 293 feet to a point, which point shall be the starting point of this description; and running thence Easterly on a line at right angles to the East line of said Right of Way and parallel with the Southerly line of Chicago Avenue, 488.75 feet; thence Southerly on a line at right angles and parallel with the Easterly line of said Right of Way, 293 feet; thence Westerly on a line at right angles and parallel with the Southerly line of Chicago Avenue, 488.75 feet to the Easterly line of said Right of Way; thence Northerly on the East line of said Right of Way, 293 feet to the Place of Beginning.

PARCEL 3:

Part of the Southeast Quarter of Section 29, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, described as follows:

Commencing at a point 100 feet West and 992.4 feet North of the Southeast corner of Section 29, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, which point shall be the starting point of the description; thence Northerly along a line, 100.0 feet West of the East line of said Section 29, said 100.0 feet parallel line being the Westerly line of waterway, a distance of 600 feet to the Southerly line of Chicago Avenue; thence Westerly along the Southerly line of Chicago Avenue, a distance of 652.73 feet to a point in a line parallel to and 488.75 feet East of the Easterly Right of Way line of the Baltimore and Ohio Chicago Terminal Railroad Company (formerly owned by the Chicago Calumet Terminal Railroad Company) measured along said Southerly Chicago Avenue line; thence Southerly along said last mentioned parallel line, a distance of 600 feet; thence Easterly, a distance of 654.75 feet to the place of beginning.

EXCEPTING FROM Parcels 1 and 2 the following described tract:

Part of the Southeast Quarter of Section 29, Township 37 North, Range 9 West of the Second Principal Meridian, in Lake County, Indiana, described as follows:

Commencing at a point 100 feet West and 992.4 feet North of the Southeast corner of said Section 29; thence Westerly on an East and West line that intersects the East Right of Way line of the Baltimore and Ohio Chicago Terminal Railroad Company, at a point on the North line of 148th Street produced East, which point is the starting point of this description; thence South along the East line of said Right of Way, a distance of 300 feet; thence East on a line parallel with the aforementioned East and West line, a distance of 437.06 feet; thence North parallel with the East line of the aforesaid Right of Way, a distance of 274.66 feet; thence West parallel with the aforementioned East and West line, a distance of 328.34 feet; thence North parallel with the East line of the aforesaid Right of Way, a distance of 45.42 feet; thence West parallel with the aforementioned East and West line, a distance of 108.72 feet to the East line of the aforementioned Right of Way; thence South along the East line of said Right of Way, a distance of 20.08 feet to the place of beginning.