



September 1, 2016

RECORDATION NO. 32377 FILED

OCT 13 2016 -10 :30 AM

SURFACE TRANSPORTATION BOARD

Chief - Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street S.W.  
Washington, D. C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of *49 U.S.C. §11301(a)* are two (2) originals and one (1) copy of a Memorandum of Security Agreement dated as of April 26, 2016, a primary document as defined by the Board's Rules at *49 CFR §1177.1*.

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

Lender/Secured Party: Central National Bank & Trust Company of Enid  
102 North Main  
Blackwell, Oklahoma 74631

Borrower: Northern Illinois & Wisconsin Railway Corporation  
6521 Old State Road  
Edinboro, Pennsylvania 16412

A description of the collateral covered by the enclosed document is:

One (1) diesel electric locomotive, NIWX 328, General Motors EMD SD45-2, Serial# 32024,  
Frame Number 7887-34, Built September 1966.

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

Security Agreement

Also enclosed please find a check in the amount of \$45.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a file-stamped copy of the enclosed document to this office in the enclosed prepaid envelope.

Sincerely,

Central National Bank & Trust Company of Enid

  
Spike Henderson  
Market President

Enclosures

OCT 13 2016 -10 :30 AM

**MEMORANDUM OF SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

**LOCOMOTIVE**

1. This Memorandum of Security Agreement is dated as of September 01, 2016, regardless of date of actual execution, by and between CENTRAL NATIONAL BANK AND TRUST COMPANY OF ENID, 102 North Main, Blackwell, Oklahoma 74631 as Lender and Secured Party (hereafter "Lender"), and NORTHERN ILLINOIS AND WISCONSIN RAILWAY CORPORATION, 6521 Old State Road, Edinboro, Pennsylvania 16412 (hereafter "Borrower").

2. Lender and Borrower entered into that certain Promissory Note and Security Agreement dated September 1, 2016, covering locomotive equipment (the "Locomotive Collateral") as follows:

One (1) Diesel Electric Locomotive described as follows:

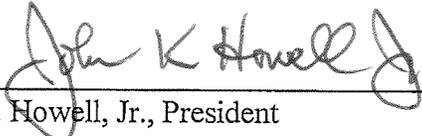
NIWX 328  
 General Motors EMD SD45-2  
 Serial Number 32024  
 Frame Number 7887-34  
 Built September, 1966

3. The parties intend this Memorandum as evidence of the existence of the Security Interest and to evidence the lien of Lender in the Locomotive Collateral owned by Borrower, and the parties have executed this Memorandum as evidence of the Agreement and of the lien of Lender in the Locomotive Collateral.

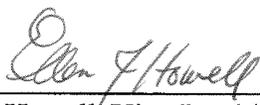
4. In consideration of the loan advanced by Lender to Borrower, the receipt of which is hereby acknowledged by Borrower, Borrower hereby grants to Lender a lien and security interest in the Locomotive Collateral identified above, during the term of the Loan Agreement, including all extensions, or renewals thereof, all in accordance with the Promissory Note and Security Agreement between the parties.

5. The Promissory Note and Security Agreement were entered into by and between the parties in and pursuant to the laws of the State of Oklahoma.

NORTHERN ILLINOIS & WISCONSIN  
 RAILWAY CORPORATION,  
 an Illinois corporation

by:   
 John K. Howell, Jr., President

NORTHERN ILLINOIS & WISCONSIN  
 RAILWAY CORPORATION,  
 an Illinois corporation

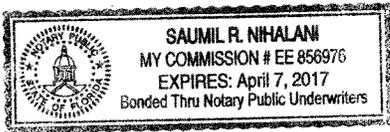
by:   
 Ellen J. Howell, Vice-President/Secretary

CENTRAL NATIONAL BANK AND TRUST COMPANY OF ENID,  
a national banking association

by: Spike Henderson  
Spike Henderson, Market President

STATE OF ~~PENNSYLVANIA~~ FLORIDA ]  
] ss:  
COUNTY OF ~~BERK~~ LAKE ]

The above and foregoing instrument was subscribed, sworn to, and acknowledged before me on this 12<sup>th</sup> day of September, 2016, by John K. Howell, Jr., as President, and by Ellen J. Howell as Vice-President and Secretary, of Northern Illinois & Wisconsin Railway Corporation, an Illinois corporation, on behalf of the corporation.



Saumil R. Nihalani  
NOTARY PUBLIC

My Commission Expires: APRIL 7, 2017  
[SEAL]  
Commission Number: EE 856976

STATE OF OKLAHOMA ]  
] ss:  
COUNTY OF KAY ]

The above and foregoing instrument was subscribed, sworn to, and acknowledged before me on this 13<sup>th</sup> day of September, 2016, by Spike Henderson as Market President, Blackwell, Oklahoma branch of Central National Bank and Trust Company of Enid, a national banking association, on behalf of the association.

Emily Shields  
NOTARY PUBLIC

My Commission Expires: 01-15-2020  
[SEAL]  
Commission Number: 16000629

