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May 26, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Loan and Security Agreement, a primary document, dated as of May 22, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Loan and Security Agreement are:

Lender:

First National Bank
324 North State
Litchfield, IL 62056

Borrower:

564109 BC Ltd. dba J&L Consulting
5785 224B Street
Langley British Columbia V2Z1G7

A description of the equipment covered by the Memorandum of Loan and Security Agreement consists of two SD40-2 locomotives numbered JLCX 1736 and 9940, and one SD40-2T Locomotive numbered JLCX 2833.

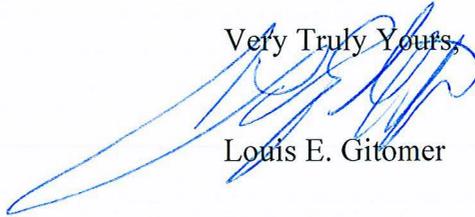
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
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A short summary of the document to appear in the index follows: a Memorandum of Loan and Security Agreement between First National Bank, 324 North State, Litchfield, IL 62056, and 564109 BC Ltd. dba J&L Consulting, 5785 224B Street, Langley British Columbia V2Z1G7, covering two SD40-2 locomotives numbered JLCX 1736 and 9940, and one SD40-2T Locomotive numbered JLCX 2833.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This **MEMORANDUM OF LOAN AND SECURITY AGREEMENT**, dated as of May 22, 2015 (this "Agreement"), is between First National Bank ("FNB"), as lender, an Delaware corporation, 324 North State, Litchfield, IL 62056, and 564109 BC Ltd. dba J&L Consulting ("J&L"), as borrower, a Canadian corporation, 5785 224B Street, Langley British Columbia V2Z1G7.

WITNESSETH:

1. FNB and J&L have entered a Loan and Security Agreement dated as of the date of this Agreement where as security for the payment of the indebtedness of J&L to FNB, J&L granted to FNB a security interest in two SD40-2 locomotives numbered JLCX 1736 and 9940, and one SD40-2T Locomotive numbered JLCX 2833.

2. This Memorandum of Loan and Security Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Loan and Security Agreement to be executed by its duly authorized officer as of the date first written above.

FIRST NATIONAL BANK

By: [Signature]
Name: KEVIN A. ELMER
Title: President

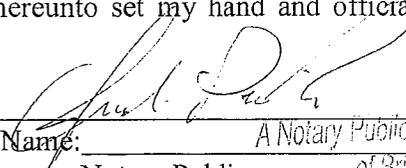
564109 BC LTD, DBA J&L CONSULTING

By: [Signature]
Name: SASOU TARASIMOW
Title: PRESIDENT

PROVINCE OF BRITISH COLUMBIA)
) ss.:
CITY OF LANGLEY)

On this 12 day of May 2015, before me, Judith A. Piccolo, the undersigned Notary Public, personally appeared JASON TARASENKO personally known to me to be the person who executed the within instrument as PRESIDENT on behalf of 564109 BC Ltd. dba J&L Consulting, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: _____ A Notary Public in and for the Province
Notary Public _____ of British Columbia

My Commission Expires: _____

Residing in: ~~PERMANENT COMMISSION~~

JUDITH A. PICCOLO
Notary Public
20415 Douglas Cres.
Langley, BC V3A 4B4
Tel: 604-761-0144

STATE OF ILLINOIS)
) ss.:
COUNTY OF Montgomery)

On this 22 day of May 2015, before me, Tracie Felts, the undersigned Notary Public, personally appeared Ken B. Elmore personally known to me to be the person who executed the within instrument as President on behalf of First National Bank, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Tracie Felts
Name: Tracie Felts
Notary Public

My Commission Expires: 2/8/16
Residing in: Litchfield, IL

