

LAW OFFICES OF
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November 26, 2014

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 Security Agreement, a primary document, dated as of June 26, 2013. We request that this document be recorded under the next available Recordation Number.

The name and address of the party to the Memorandum of Security Agreement is:

Administrative Agent:

Hackman Capital Equipment Acquisition Company, LLC
11111 Santa Monica Boulevard, Suite 750
Los Angeles, CA 90025

A description of the equipment covered by the Memorandum of Security Agreement consists of one 1983 Plasser PBR Ballast Regulator SN 1557, one 1985 Jackson 6700 Tamper SN 142482, one 1980 Jackson 2400 Tamper SN 136090, one Flatbed Railcar APA 1410, one 1964 Alco C420 locomotive SN 89798 APA 81, one 1966 Alco C420 locomotive SN S-3438-1 APA 82, one 1967 Alco C420 locomotive SN S-3490-1 APA 83, one 1964 Alco C420 locomotive SN S-3397-1 APA 84, one 1965 Alco C424 locomotive SN 84849 APA 97, one 1965 Alco C424 locomotive SN 84865 APA 98, and one 1965 Alco C424 locomotive SN S-3436-10 APA 99..

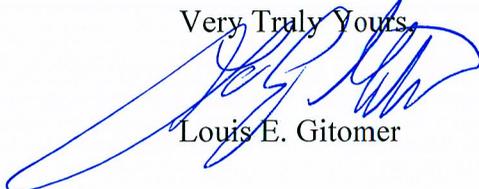
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
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Ms. Cynthia T. Brown
November 26, 2014
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A short summary of the document to appear in the index follows: a Memorandum of Security Agreement by Hackman Capital Equipment Acquisition Company, LLC, 11111 Santa Monica Boulevard, Suite 750, Los Angeles, CA 90025, covering one 1983 Plasser PBR Ballast Regulator SN 1557, one 1985 Jackson 6700 Tamper SN 142482, one 1980 Jackson 2400 Tamper SN 136090, one Flatbed Railcar APA 1410, one 1964 Alco C420 locomotive SN 89798 APA 81, one 1966 Alco C420 locomotive SN S-3438-1 APA 82, one 1967 Alco C420 locomotive SN S-3490-1 APA 83, one 1964 Alco C420 locomotive SN S-3397-1 APA 84, one 1965 Alco C424 locomotive SN 84849 APA 97, one 1965 Alco C424 locomotive SN 84865 APA 98, and one 1965 Alco C424 locomotive SN S-3436-10 APA 99..

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT is made as of June 26, 2013, by HACKMAN CAPITAL EQUIPMENT ACQUISITION COMPANY, LLC, as Administrative Agent, with reference to the following:

1. The Apache Railway Company, as Grantor, and Commonwealth Land Title Insurance Company, as Trustee, for the benefit of Administrative Agent entered a Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing dated as of June 26, 2013 (the "Security Agreement") granting the Trustee a continuing security interest in all now owned and hereafter acquired railroad equipment, including the equipment identified on the Attachment hereto (the "Equipment").
2. The Security Agreement became effective as of June 26, 2013.
3. This Memorandum of Security Agreement is being filed to evidence for the public record under 49 U.S.C. 11301 the security interest created in the Equipment.

IN WITNESS WHEREOF, the Administrative Agent has executed or caused this Memorandum of Security Agreement to be executed as of the date first above written.

HACKMAN CAPITAL EQUIPMENT
ACQUISITION COMPANY, LLC,
As Administrative Agent

By: J. Ryan Smith
Name: J. Ryan Smith
Title: Vice President

STATE OF CALIFORNIA)
) ss.
COUNTY OF Los Angeles)

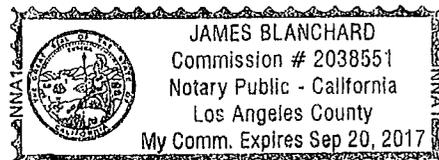
On this 26TH day of November 2014, before me, JAMES BLANCHARD, the undersigned Notary Public, personally appeared J. RYAN SMITH personally known to me to be the person who executed the within instrument as VICE PRESIDENT on behalf of HACKMAN CAPITAL EQUIPMENT ACQUISITION COMPANY, LLC, and acknowledged to me that the corporation executed it.

[Seal]

James Blanchard
Notary Public

My commission expires:

SEPT. 20, 2017



ATTACHMENT – RAILROAD EQUIPMENT

One 1983 Plasser PBR Ballast Regulator SN 1557

One 1985 Jackson 6700 Tamper SN 142482

One 1980 Jackson 2400 Tamper SN 136090

One Flatbed Railcar APA 1410

One 1964 Alco C420 locomotive SN 89798 #81

One 1966 Alco C420 locomotive SN S-3438-1 #82

One 1967 Alco C420 locomotive SN S-3490-1 #83

One 1964 Alco C420 locomotive SN S-3397-1 #84

One 1965 Alco C424 locomotive SN 84849 #97

One 1965 Alco C424 locomotive SN 84865 #98

One 1965 Alco C424 locomotive SN S-3436-10 #99