

RECORDATION NO 29878-A FILED  
November 19, 2013 11:05 AM  
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

November 19, 2013

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. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 2 to Security Agreement, dated as of November 1, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 29878.

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

Lender:	Federal Railroad Administration 1200 New Jersey Avenue, SE Washington, DC 20590
Borrowers:	Permian Basin Railways, Inc. Central Car Repair, LLC Isla Largo, LLC San Luis & Rio Grande Railroad, Inc. Chicago Terminal Railroad Company High Iron Travel Company Mt. Hood Railway Company West Texas & Lubbock Railroad Company, Inc. Austin & Northwestern Railroad Company, Inc. Heritage Rail Leasing, LLC

Chief, Section of Administration  
November 18, 2013  
Page 2

Iowa Pacific Holdings, LLC  
118 South Clinton Street, Suite 400  
Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is:

14 locomotives: AZER 2501 – AZER 2503, TNMR 852, MH 02, MH 88, MN 89, SNC 52, SLRG 18, SLRG 455, SLRG 456, SLRG 459, SLRG 518 and SLRG 1100; 74 railcars: MH 116, MH 901 – MH 904, MH 1040, MH 1070, MH 1080, MH 5407, SNC 3001, AXER 5327, SLRG 2 and within the series SLRG 508 – SLRG 554, SLRG 1056 – SLRG 3378, SLRG 10414 – SLRG 10426, SLRG 49636 – SLRG 49698, SLRG 525007 – SLRG 525013 and miscellaneous rail equipment other than railcars and locomotives as set forth in the attachment to the document

Memorandum of Amendment No. 2 to Security Agreement.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

MEMORANDUM OF AMENDMENT NO. 2 TO SECURITY AGREEMENT

THIS MEMORANDUM OF AMENDMENT NO. 2 TO SECURITY AGREEMENT is made and entered on as of November 1, 2013 (the "Memorandum"), in Washington D.C., by and between the UNITED STATES OF AMERICA, represented by the ADMINISTRATOR of the FEDERAL RAILROAD ADMINISTRATION ("Administrator" or "Lender"), and PERMIAN BASIN RAILWAYS, INC., a corporation incorporated and existing under the laws of the State of Illinois ("Borrower") and consented to by CENTRAL CAR REPAIR, LLC, an Illinois limited liability company ("CCR"), ISLA LARGO, LLC, an Illinois limited liability company ("IL"), SAN LUIS & RIO GRANDE RAILROAD, INC., a Colorado corporation ("SLRG"), CHICAGO TERMINAL RAILROAD COMPANY, an Illinois corporation ("CTR"), HIGH IRON TRAVEL COMPANY, a Minnesota corporation ("HIT"), MT. HOOD RAILWAY COMPANY, an Oregon corporation ("MHR"), WEST TEXAS & LUBBOCK RAILROAD COMPANY, INC., a Texas corporation ("WTLR"), and AUSTIN & NORTHWESTERN RAILROAD COMPANY, INC., a Texas corporation ("ANR"); (CCR, IL, SLRG, CTR, HIT, MHR, WTLR, and ANR, collectively referred to as, the "Borrower Affiliates"), Heritage Rail Leasing, LLC ("HRL" and "New Borrower Affiliate") and IOWA PACIFIC HOLDINGS, LLC, an Illinois limited liability company ("Parent", together with Borrower, Borrower Affiliates and HRL, collectively, the "Grantors").

Lender and Borrower are parties to that certain Financing Agreement, dated as of September 22, 2009, as amended by that certain Amendment No. 1 to Financing Agreement, dated as of September 1, 2011, which amendment was acknowledged and consented to by Borrower Affiliates and Parent pursuant to which Borrower received a loan in the amount of \$64,400,000.00 pursuant to Title V of the Railroad Revitalization and Regulatory Reform Act of 1976, as amended, 45 U.S.C. § 821 *et seq.*

Lender and Borrower entered into that certain Security Agreement (the "Original Security Agreement"), dated as of September 22, 2009, pursuant to which Borrower granted Lender a security interest in the Collateral, as defined in the Original Security Agreement.

Borrower, Borrower Affiliates and Parent entered into that certain Amendment No. 1 to Security Agreement, dated as of September 1, 2011 ("Amendment No. 1"), pursuant to which (i) Borrower, CCR and IL granted Lender a security interest on the Replacement Collateral (as defined therein) consisting of all real and personal property of Borrower, CCR and IL, (ii) the Granting Clause of the Security Agreement was amended and restated to, inter alia, include each Borrower Affiliate as a grantor of a security interest in favor of the FRA and (iii) the Schedules of Collateral were amended and restated to reflect certain additions and deletions (the Original Security Agreement and Amendment No. 1, collectively, the "Security Agreement", a memorandum of which was filed with the Surface Transportation Board on August 31, 2011, under recordation number 29878).

HRL is the successor-in-interest to certain Borrower Affiliates through a transfer of ownership of certain Collateral subject to the liens of the Security Agreement.

Lender, Borrower, Borrower Affiliates and Parent have entered into that Amendment No. 2 to Security Agreement, dated as of the date hereof, pursuant to which (i) HRL is added as a Borrower Affiliate and Grantor of the security interest created thereby, and (ii) the Schedules of Collateral are corrected and updated as set forth on Exhibit A attached hereto.

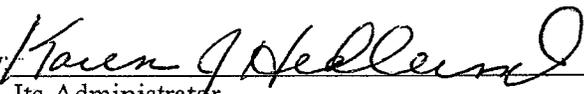
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum to be fully executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

**Borrower:**  
**PERMIAN BASIN RAILWAYS, INC.,**  
an Illinois Corporation

By:   
\_\_\_\_\_  
Its President

**Lender:**  
**FEDERAL RAILROAD ADMINISTRATION**

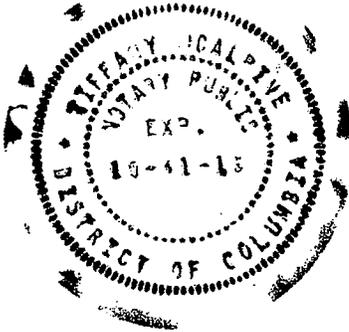
By:   
\_\_\_\_\_  
Its Administrator

STATE OF District of Columbia )  
COUNTY OF Washington )

On this 19 of November, 2013, before me personally appeared Karen J. Hedlund, to me personally know, who being duly sworn that he/she is Deputy Administrator of the FEDERAL RAILROAD ADMINISTRATION, that said instrument was signed on behalf of said entity by authority of its Administrator, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

Tiffany McAlpine  
Notary Public

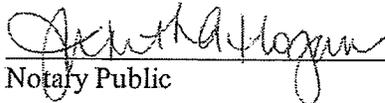
My Commission Expires: 10-31-2016



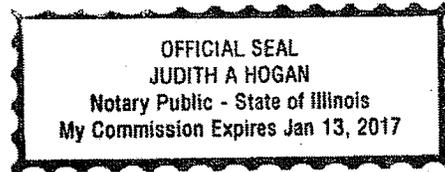
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis,  
to me personally know, who being duly sworn that he/she is President of the  
PERMIAN BASIN RAILWAYS, INC., an Illinois corporation, that said instrument was signed  
on behalf of said entity by authority of its by-laws, and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: Jan 13 2017



ACKNOWLEDGEMENT OF BORROWER AFFILIATES

The undersigned Borrower Affiliates acknowledge and consent to this Memorandum.

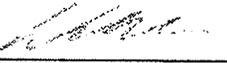
**CENTRAL CAR REPAIR, LLC,**  
an Illinois limited liability company

By:   
Its Manager

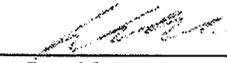
**ISLA LARGO, LLC,**  
an Illinois limited liability company

By:   
Its Manager

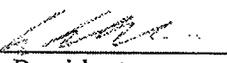
**IOWA PACIFIC HOLDINGS, LLC,**  
an Illinois limited liability company

By:   
Its Manager

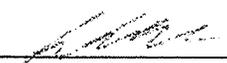
**CHICAGO TERMINAL RAILROAD  
COMPANY,**  
an Illinois corporation

By:   
Its President

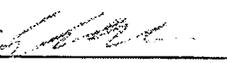
**MT. HOOD RAILWAY COMPANY,**  
an Oregon corporation

By:   
Its President

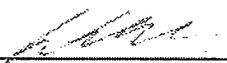
**AUSTIN & NORTHWESTERN  
RAILROAD COMPANY, INC.,**  
a Texas corporation

By:   
Its President

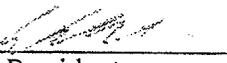
**SAN LUIS & RIO GRANDE  
RAILROAD, INC.,**  
a Colorado corporation

By:   
Its President

**HIGH IRON TRAVEL COMPANY,**  
a Minnesota corporation

By:   
Its President

**WEST TEXAS & LUBBOCK  
RAILROAD COMPANY, INC.,**  
a Texas corporation

By:   
Its President

**HERITAGE RAIL LEASING, LLC,**  
an Illinois limited liability company

By:   
Its Manager

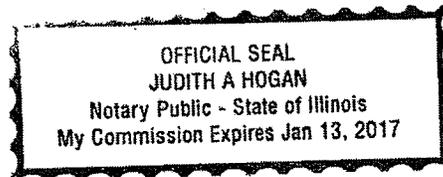
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is Manager of the CENTRAL CAR REPAIR, LLC, an Illinois limited liability company, that said instrument was signed on behalf of said entity by authority of its operating agreement, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



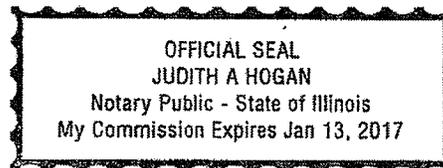
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is Manager of the ISLA LARGO LLC, an Illinois limited liability company, that said instrument was signed on behalf of said entity by authority of its operating agreement, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



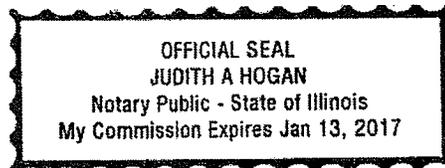
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is Manager of the IOWA PACIFIC HOLDINGS, LLC, an Illinois limited liability company, that said instrument was signed on behalf of said entity by authority of its operating agreement, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



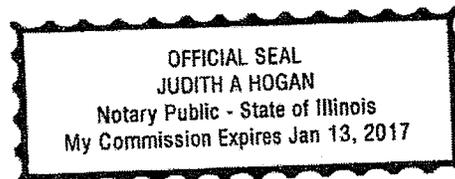
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is President of the SAN LUIS & RIO GRANDE RAILROAD, INC., a Colorado corporation, that said instrument was signed on behalf of said entity by authority of its by-laws, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judith A Hogan  
Notary Public

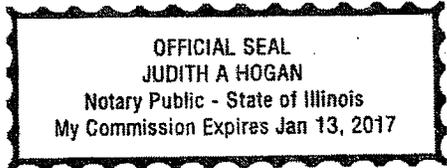
My Commission Expires: Jan 13 2017



STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis,  
to me personally know, who being duly sworn that he/she is President of the  
CHICAGO TERMINAL RAILROAD COMPANY, an Illinois corporation, that said instrument  
was signed on behalf of said entity by authority of its by-laws, and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

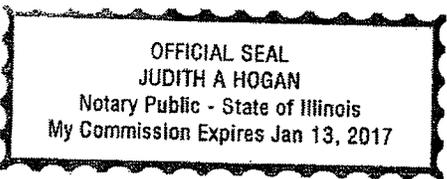
Judith A Hogan  
Notary Public  
My Commission Expires: Jan 13 2017



STATE OF Illinois )  
 )  
COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis,  
to me personally know, who being duly sworn that he/she is President of the  
HIGH IRON TRAVEL COMPANY, a Minnesota corporation, that said instrument was signed  
on behalf of said entity by authority of its by-laws, and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

Judith A Hogan  
Notary Public  
My Commission Expires: Jan 13 2017



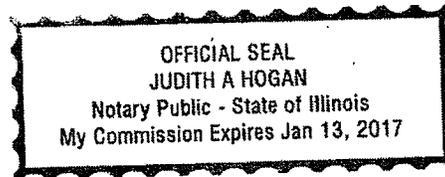
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis,  
to me personally know, who being duly sworn that he/she is President of the  
MT HOOD RAILWAY COMPANY, an Oregon corporation, that said instrument was signed on  
behalf of said entity by authority of its by-laws, and he/she acknowledged  
that the execution of the foregoing instrument was the free act and deed of said corporation.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



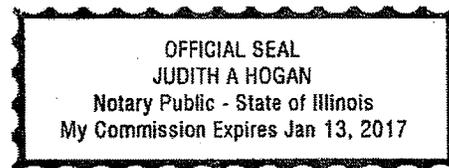
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis,  
to me personally know, who being duly sworn that he/she is President of the  
WEST TEXAS & LUBBOCK RAILROAD COMPANY, INC., a Texas corporation, that said  
instrument was signed on behalf of said entity by authority of its by-laws,  
and he/she acknowledged that the execution of the foregoing instrument was the free act and  
deed of said corporation.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



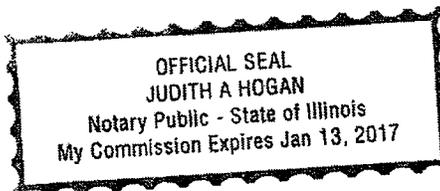
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is President of the AUSTIN & NORTHWESTERN RAILROAD COMPANY, INC., a Texas corporation, that said instrument was signed on behalf of said entity by authority of its by-laws, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



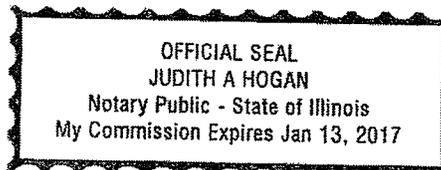
STATE OF Illinois )

COUNTY OF Cook )

On this 6 of November, 2013, before me personally appeared Edwin E. Ellis, to me personally know, who being duly sworn that he/she is Manager of the HERITAGE RAIL LEASING, LLC, an Illinois limited liability company, that said instrument was signed on behalf of said entity by authority of its operating agreement, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

Judith A Hogan  
Notary Public

My Commission Expires: Jan 13 2017



**Exhibit A**

(Please see attached)

**AMENDED AND RESTATED SCHEDULE II TO THE SECURITY AGREEMENT  
 PERMIAN BASIN RAILWAYS  
 LOCOMOTIVE, ROLLING STOCK, AND EQUIPMENT COLLATERAL  
 AMENDED AND RESTATED AS OF NOVEMBER 1, 2013**

**FRA COLLATERAL –  
 AMENDED AND RESTATED SCHEDULE II**

<b>Locomotives</b>			
<b>Item (RR/Serial Number)</b>	<b>Owner</b>	<b>Model</b>	<b>Value</b>
AZER 2501	Heritage Rail	EMD GP-35	\$
AZER 2502	Heritage Rail	EMD GP-35	
AZER 2503	Heritage Rail	EMD GP-35	
SLRG 18	Heritage Rail	BCSteam #56941	
TNMR 852	Heritage Rail	EMD GP-7	
MH 02	Heritage Rail	EMD GP-38	
MH 88	Heritage Rail	EMD GP-9	
MH 89	Heritage Rail	EMD GP-9	
SLRG 1100	Heritage Rail	EMD F-9	
SLRG 455	Heritage Rail	EMD F-40M	
SLRG 456	Heritage Rail	EMD F-40M	
SLRG 459	Heritage Rail	EMD F-40M	
SNC 52	Heritage Rail	EMD BL-2	
SLRG 518	Heritage Rail	EMD E-8	

**Passenger Equipment**

<b>Item (RR/Serial Number)</b>	<b>Owner</b>	<b>Description</b>	<b>Value</b>
MH 1040	Heritage Rail	Caboose	\$
MH 116	Heritage Rail	Caboose	
SLRG 2	Heritage Rail	Coach Passenger Car	
SLRG 2915	Heritage Rail	Coach Passenger Car (LIRR Coach)	
SLRG 2869	Heritage Rail	Coach Passenger Car (LIRR Coach)	
SLRG 2865	Heritage Rail	Coach Passenger Car (LIRR Coach)	
SLRG 2970	Heritage Rail	Coach Passenger Car (LIRR Coach)	
SLRG 2974	Heritage Rail	Coach Passenger Car	

**AMENDED AND RESTATED SCHEDULE II TO THE SECURITY AGREEMENT  
 PERMIAN BASIN RAILWAYS  
 LOCOMOTIVE, ROLLING STOCK, AND EQUIPMENT COLLATERAL  
 AMENDED AND RESTATED AS OF NOVEMBER 1, 2013**

<b>SLRG 2968</b>	Heritage Rail	Coach Passenger Car	
<b>SLRG 2948</b>	Heritage Rail	Coach Passenger Car	
<b>SLRG 5062</b>	Heritage Rail	Coach Passenger Car	
<b>SLRG 5066</b>	Heritage Rail	Coach Passenger Car	
<b>MH 1080</b>	Heritage Rail	Coach Passenger Car "Timberline"	
<b>SLRG 1056</b>	Heritage Rail	Coach Passenger Car "Lookout Mountain"	
<b>SLRG 1067</b>	Heritage Rail	Coach Passenger Car Coach	
<b>SLRG 1068</b>	Heritage Rail	Coach Passenger Car Coach	
<b>MH 1070</b>	Heritage Rail	Coach Passenger Car "Katherine"	
<b>MH 903</b>	Heritage Rail	Kitchen Car "Mt. Adams"	
<b>SNC 3001</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3002</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3003</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3004</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3005</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3006</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3007</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3008</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3009</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>SLRG 3010</b>	Heritage Rail	Commuter Passenger Car (C1 pair)	
<b>MH 904</b>	Heritage Rail	Passenger Car "Hood River"	
<b>MH 902</b>	Heritage Rail	Passenger Car "Wyeast"	
<b>SLRG 509</b>	Heritage Rail	Dome Passenger Car "Cascade View"	
<b>SLRG 510</b>	Heritage Rail	Dome Passenger Car "Sunset View"	
<b>SLRG 511</b>	Heritage Rail	Dome Passenger Car "Scenic View"	
<b>SLRG 551</b>	Heritage Rail	Dome Passenger Car "Sky View"	
<b>SLRG 554</b>	Heritage Rail	Dome Passenger Car "Summit View"	
<b>MH 901</b>	Heritage Rail	Passenger Car "Mt. Hood"	
<b>SLRG 3378</b>	Heritage Rail	Lounge Passenger Car "Calumet Club"	
<b>SLRG 2923</b>	Heritage Rail	Club Car "Multonomah"	
<b>SLRG 508</b>	Heritage Rail	Dome Passenger Car "Canyon View"	
<b>SLRG 512</b>	Heritage Rail	Dome Passenger Car "Alpine View"	
<b>SLRG 513</b>	Heritage Rail	Dome Passenger Car "Columbia View"	
<b>SLRG 1394</b>	Heritage Rail	Dome Passenger Car "Prairie View"	
<b>SLRG 2920</b>	Heritage Rail	Passenger Car "Wakeena Falls"	

**AMENDED AND RESTATED SCHEDULE II TO THE SECURITY AGREEMENT  
 PERMIAN BASIN RAILWAYS  
 LOCOMOTIVE, ROLLING STOCK, AND EQUIPMENT COLLATERAL  
 AMENDED AND RESTATED AS OF NOVEMBER 1, 2013**

**Freight Equipment**

<b>Item (RR/Serial Number)</b>	<b>Owner</b>	<b>Model</b>	<b>Value</b>
SLRG 2150	Heritage Rail	Covered Hopper Car	\$
SLRG 2152	Heritage Rail	Covered Hopper Car	
SLRG 2153	Heritage Rail	Covered Hopper Car	
SLRG 2155	Heritage Rail	Covered Hopper Car	
SLRG 2156	Heritage Rail	Covered Hopper Car	
SLRG 2157	Heritage Rail	Covered Hopper Car	
SLRG 2158	Heritage Rail	Covered Hopper Car	
SLRG 2160	Heritage Rail	Covered Hopper Car	
SLRG 2161	Heritage Rail	Covered Hopper Car	
SLRG 2163	Heritage Rail	Covered Hopper Car	
SLRG 2174	Heritage Rail	Covered Hopper Car	
SLRG 2175	Heritage Rail	Covered Hopper Car	
SLRG 2177	Heritage Rail	Covered Hopper Car	
SLRG 2182	Heritage Rail	Covered Hopper Car	
SLRG 2195	Heritage Rail	Covered Hopper Car	
SLRG 2196	Heritage Rail	Covered Hopper Car	
SLRG 10414	Heritage Rail	Covered Hopper Car	
SLRG 10415	Heritage Rail	Covered Hopper Car	
SLRG 10418	Heritage Rail	Covered Hopper Car	
SLRG 10426	Heritage Rail	Covered Hopper Car	
SLRG 49636	Heritage Rail	Covered Hopper Car	
SLRG 49655	Heritage Rail	Covered Hopper Car	
SLRG 49690	Heritage Rail	Covered Hopper Car	
SLRG 49698	Heritage Rail	Covered Hopper Car	
SLRG 525007	Heritage Rail	Covered Hopper Car	
SLRG 525009	Heritage Rail	Covered Hopper Car	
SLRG 525010	Heritage Rail	Covered Hopper Car	
SLRG 525012	Heritage Rail	Covered Hopper Car	
SLRG 525013	Heritage Rail	Covered Hopper Car	
AZER 5327	Heritage Rail	Flat Car	
MH 5407	Heritage Rail	Flat Car	

**AMENDED AND RESTATED SCHEDULE II TO THE SECURITY AGREEMENT  
 PERMIAN BASIN RAILWAYS  
 LOCOMOTIVE, ROLLING STOCK, AND EQUIPMENT COLLATERAL  
 AMENDED AND RESTATED AS OF NOVEMBER 1, 2013**

<b>Miscellaneous Equipment</b>				
<b>Item (RR/Serial Number)</b>	<b>VIN NUMBER</b>	<b>Owner</b>	<b>Model</b>	<b>Value</b>
		Heritage Rail	Gradall	
		Heritage Rail	Speed Swing 360	
		Heritage Rail	Kershaw Ballast Regulator	
		Heritage Rail	Le Roy Air Compressor	
		Heritage Rail	BEB Regulator	
		Heritage Rail	Bolt Machine	
		Heritage Rail	Mark III Tamper	
		Heritage Rail	Kershaw Ballast Regulator	
		Heritage Rail	Cat Backhoe	
TC-308	JJG0198096	MCRR	Case Backhoe	
		Heritage Rail	Yale Forklift	
		Heritage Rail	Misc Tools & Maintenance Equipment	
		Heritage Rail	Office Furniture & Equipment	
		Heritage Rail	Fairmont Motor Car (A-5)	
		Heritage Rail	Fairmont Motor Car (MT-14)	
		Heritage Rail	Trailer Car W/ Sprayers	
		Heritage Rail	Electronic Mark 1 Tamper	
		Heritage Rail	Jackson Tamper	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/19/13

Edward M Luria  
Edward M. Luria