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August 14, 2015

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 Loan and Security Agreement, dated as of July 31, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Secured Party: GATX Rail Locomotive Group, L.L.C.
222 West Adams Street
Chicago, IL 60606

Debtor: Vermont Railway Inc.
1 Railway Lane
Burlington, VT 05401

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

1 SD70M-2 locomotive: FURX 103.

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

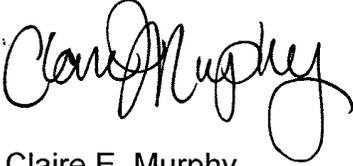
Memorandum of Loan and Security Agreement.

Section Chief
August 14, 2015
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Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This MEMORANDUM OF LOAN AND SECURITY AGREEMENT (“Memorandum”) dated as of July 31, 2015 is between GATX Rail Locomotive Group, L.L.C., as Secured Party, and Vermont Railway Inc., as Debtor.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Debtor and Secured Party have entered into that certain Loan and Security Agreement, dated on or about the date hereof (as amended, amended and restated, modified or otherwise in effect from time to time, the “Loan and Security Agreement”) pursuant to which, among other things, Debtor has granted to Secured Party a first priority security interest in certain locomotives identified on Schedule 1 attached hereto (the “Equipment”) and all leases, use agreements and other agreements relating to such Equipment as identified in the Loan and Security Agreement.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

Vermont Railway Inc.

By: [Signature]
Name: Lisa J. Wolfson
Title: EXEC. V.P.

State of Vermont)
County of Chittenden) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 12 day of AUGUST, 2015, by LISA WOLFSON, as EXVP of Vermont Railway Inc.

[Signature]
Notary Public

My commission expires: 2/10/15

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

GATX Rail Locomotive Group, L.L.C.

By: *Alfred Smith*
Name: _____
Title: **Al Smith**
Vice President & Group Executive
Locomotives

State of Illinois)
County of Cook) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 3rd day of August, 2015, by Alfred Smith as VP / Group Executive of GATX Rail Locomotive Group, L.L.C.



Lisa M. Ibarra
Notary Public

My commission expires: _____

Schedule 1

Description of Equipment

One (1) SD70M-2 locomotive with a D90TR traction motor combo with 83:18 gear ratio wheel set with a 3" rim thickness bearing mark number FURX 103.

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 14, 2015



Claire E. Murphy