



U.S. Department  
of Transportation

**Federal Railroad  
Administration**

FEB 4 2015

RECORDATION NO. 31328  
FILED FEBRUARY 4, 2015 11:44 AM  
SURFACE TRANSPORTATION BOARD

1200 New Jersey Avenue, SE  
Washington, DC 20590

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
Washington, DC 20423-0001

Dear Section Chief:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Memorandum of Acknowledgement, dated as of January 28, 2015, and a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents at 49 CFR Part 1177.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 31328.

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

Debtor / Borrower:	Riverport Railroad LLC 3177 McIntyre Road, Suite 1 Savanna, Illinois 61074
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A description of the railroad equipment covered by the enclosed document is:

1 EMD, GP8 Locomotive, MVPX918

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

“Memorandum of Acknowledgement”

The undersigned requests that all filing fees be waived because the referenced documents are being filed on behalf of an agency of the United States.

Please return the original and any extra stamped copies not needed by the Board for recordation to the undersigned.

Sincerely,

A handwritten signature in black ink that reads "Melissa L. Porter". The signature is written in a cursive style with a large, prominent "P" at the end.

Melissa L. Porter  
Chief Counsel

Enclosures

**MEMORANDUM OF ACKNOWLEDGEMENT**

THIS MEMORANDUM OF ACKNOWLEDGEMENT is made and entered on as of ~~28 January~~, 2015 (the "Memorandum") by and between the UNITED STATES OF AMERICA, represented by the SECRETARY OF TRANSPORTATION acting through the ADMINISTRATOR of the FEDERAL RAILROAD ADMINISTRATION ("Lender"), and RIVERPORT RAILROAD LLC, a Delaware limited liability company ("Borrower").

Borrower hereby acknowledges and confirms the following:

A. Lender and Borrower are parties to that certain Financing Agreement, dated as of February 15, 2005, pursuant to which Borrower received a loan in the amount of \$5,514,774 pursuant to Title V of the Railroad Revitalization and Regulatory Reform Act of 1976, as amended, 45 U.S.C. § 821 *et seq.*

B. Lender and Borrower entered into that certain Security Agreement (the "Security Agreement"), dated as of February 15, 2005, pursuant to which Borrower granted Lender a security interest in the Collateral, as defined in the Security Agreement, whether now owned or acquired by Borrower after the date of the Security Agreement.

C. The FRA's Memorandum of Security Agreement was recorded and filed with the Surface Transportation Board ("STB") on August 13, 2014 at 1:56 PM under Recordation Number 31328.

D. On December 18, 2014, Borrower purchased one EMD GP8 locomotive, reporting mark MVPX 918 (the "Locomotive").

E. Borrower wishes to show for the public record that the security interest of the Administrator under the Security Agreement applies to the Locomotive and the Locomotive, as an addition to the Collateral, as defined in the Security Agreement, under the "after-acquired clause," is subject to the Security Agreement.

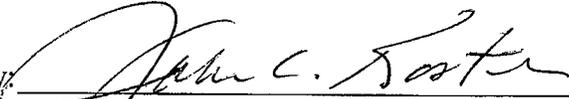
F. Borrower, to accomplish the forgoing and to show for public record this Memorandum, is filing this Memorandum with the STB and accordingly has caused this Memorandum to be executed by its duly authorized officer, as of the date first above written.

[SIGNATURE PAGES FOLLOW]

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

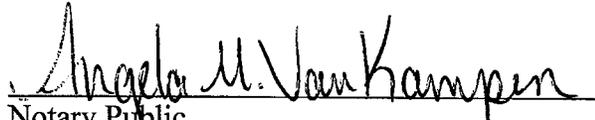
**BORROWER:**

**RIVERPORT RAILROAD LLC,**  
a Delaware limited liability company

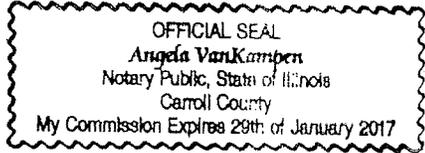
By:   
Name: John C. Koster  
Its: Managing Member

STATE OF Illinois )  
COUNTY OF Carroll )

On this 29<sup>th</sup> of Jan 2015, before me personally appeared John Koster, to me personally known, who being duly sworn that he/she is Managing Member of the RIVERPORT RAILROAD LLC, a Delaware limited liability company, that said instrument was signed on behalf of said entity by authority of its Managing Member, 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: 29<sup>th</sup> Jan. 2017



## MEMORANDUM OF ACKNOWLEDGEMENT

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F. Borrower, to accomplish the forgoing and to show for public record this Memorandum, is filing this Memorandum with the STB and accordingly has caused this Memorandum to be executed by its duly authorized officer, as of the date first above written.

[SIGNATURE PAGES FOLLOW]

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

**BORROWER:**

**RIVERPORT RAILROAD LLC,**  
a Delaware limited liability company

By: *John C. Koster*  
Name: John C. Koster  
Its: Managing Member

STATE OF Illinois )  
COUNTY OF Carroll )

On this 29<sup>th</sup> of Jan 2015, before me personally appeared John Koster, to me personally known, who being duly sworn that he/she is Managing Member of the RIVERPORT RAILROAD LLC, a Delaware limited liability company, that said instrument was signed on behalf of said entity by authority of its Managing Member, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Angela M. VanKampen*  
Notary Public

My Commission Expires: 29<sup>th</sup> Jan. 2017

