



**U.S. Department
of Transportation**

Federal Railroad
Administration

1200 New Jersey Avenue, SE
Washington, DC 20590

JUL 29 2014

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 Security Agreement, dated as of June 16, 2014, and a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents at 49 CFR Part 1177.

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

Secured Party / Lender: Federal Railroad Administration
1200 New Jersey Avenue, SE
Washington, DC 20590

Debtor / Borrower: Riverport Railroad LLC
3177 McIntyre Road, Suite 1
Savanna, Illinois 61074

A description of the railroad equipment covered by the enclosed document is found in Exhibit A attached to the Memorandum of Security Agreement and included in the property covered by the aforesaid Memorandum of Security Agreement are railroad cars, locomotives and other rolling stock intended for use related to interstate commerce, or interests therein, owned by Borrower at the date of said Memorandum of Security Agreement or thereafter acquired by it or its successors as owners.

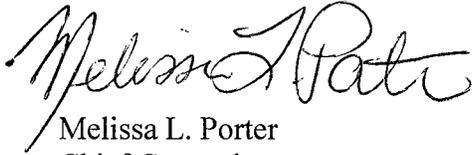
A short summary of the document to appear in the index follows:

"Memorandum of Security Agreement"

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 cursive script that reads "Melissa L. Porter". The signature is written in black ink and is positioned above the printed name.

Melissa L. Porter
Chief Counsel

Enclosures

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT is made and entered on as of July 16, 2014 (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").

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.*

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.

Borrower has agreed to grant the Lender, its successor and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto in order to secure Borrower's performance of its obligations as described in the Security Agreement.

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EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT

List of Freight Equipment (Railcars)

All railroad cars, locomotives and other rolling stock and accessories used on such railroad cars, including, but not limited to:

- Baldwin Diesel Locomotive RVPR 4029
- Baldwin Diesel Locomotive RVPR 1251
- Track mobile Engine
- Track Motor Cart Serial/Model No. M1284
- Fairmont Track Mounted Cart Serial/Model No. TM8091
- Power Unit Hydraulic Serial/Model No. TM1630
- Locomotive Snow Plow Serial/Model No. SM63
- Caterpillar End loader 942HZ
- Caterpillar Backhoe 420E
- M Farm Tractor serial number 7010B0100404
- Woods Rotary Mower DS120
- Fork Grapple Attachment for End loader
- Clark Forklift
- Power Washer
- 2000 Semi Truck with Grappler attachment
- 2013 Chevy Silverado Crew Cab
- 1960 Ford 700 Truck with Split Book Wrecker
- 1982 International 1754 Truck
- 1982 International 1754 Bucket Book Truck
- 1982 International 6500 Truck
- 2008 Ford F450
- Pettibone Mercury 50-GA 4290# Forklift
- 80 gallon 5.2 hr Air Compressor
- Set of Rerailers

**RIVERPORT RAILROAD, LLC
ROLLING STOCK AND EQUIPMENT LISTING**

3 - 60-TON WORKING DIESEL SWITCH ENGINES (500 HP)

REBUILT CATERPILLAR ENGINE FOR 60-TON DIESEL SWITCH ENGINE

RERAILER UNIVERSAL STRADDLER

TRACK MOBILE

FAIRMONT TRACK MAINTENANCE UNIT W/HYD POWER UNIT AND
ATTACHMENTS

8-MAN MOTORCART

SECTION GANG MACHINE (TIE PULLER)

8-MAN TRACK MAINT CART

RAIL MAINT TRAILER

10 BOXCARS

4 FLATCARS

2 HOPPER CARS

2 HERBICIDE TANK SPRAYERS AND CARTS (1-TRACK MOUNTED/1-RUBBER
TIRE)

DAVEY AIR COMPRESSOR

INGERSOL-RAND DIESEL TOW ABLE AIR COMPRESSOR

TRAIL BLAZER WELDER AND TORCH

INTERNATIONAL 574 FARM TRACTOR
ROTARY MOWER - 6 FOOT
FLAIL MOWER - 6 FOOT

INTERNATIONAL 574 CAB ENCLOSED FARM TRACTOR W/2 BLADE ATTACHMENTS
FRONT END MOUNTED SPRAYING UNIT
COMPACTOR
8-INCH AUGER

YALE 6,000-LB FORK TRUCK

2 HYSTER 4,000-LB FORK TRUCKS

YALE 4,000-LB FORK TRUCK

HYSTER 60,000-LB CONTAINER MOVER

JOHN DEERE END LOADER

JOHN DEER TRACTOR BACKHOE WITH FRONT LOADING BUCKET AND ATTACHMENTS

1987 CHEVY 350 FLATBED WITH MOUNTED WELDER

INTERNATIONAL BUCKET TRUCK

FUEL TANK TRUCK INTERNATIONAL

FORD WRECKER

GMC FLATBED 2-TON

2000 CHEVY SILVERADO 1500 PICKUP

2001 FORD ESCAPE XLT

2000 NISSAN QUEST GXE/SE/GLE VAN

2002 FORD EXPLORER XLT

1997 HONDA CR-V