

RECORDATION NO. 27571 FILED

JUL 15 '08 -1 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

July 15, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

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 September 20, 2007, 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:

Lender: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

Borrower: Titan Leasing, Inc.
1 East Merchants Drive
Oswego, Illinois 60453

Anne K. Quinlan, Esq.
July 15, 2008
Page 2

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

3 EMD Model F40 PH-2 locomotives: TANX 294, TANX 311 and TANX 316.

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

Memorandum of Loan and Security Agreement.

Also enclosed is a check in the amount of \$35.00 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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27574

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

(Promissory Note dated September 20, 2007)

Dated as of September 20, 2007

between

**FIFTH THIRD BANK,
Lender**

and

TITAN LEASING, INC.

Borrower

**Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2007, at ____:____.M
Recordation Number _____**

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT dated as of September __, 2007, is made by and between Titan Leasing, Inc., an Illinois corporation ("Borrower"), and Fifth Third Bank, a Michigan corporation ("Lender").

WITNESSETH

1. Pursuant to a Loan and Security Agreement, dated September 20, 2007, together with Promissory Note dated September 20, 2007 (collectively, the "Loan Agreement"), Lender has agreed to extend financing to Borrower, and the Borrower has agreed to finance from Lender the acquisition of certain railroad equipment or rolling stock bearing the description set forth on Exhibit A attached hereto.

2. The Loan and Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the financing term and any extensions as defined in the Loan and Security Agreement.

3. The Loan and Security Agreement does not contain a hereafter acquired clause.

4. This Memorandum of Loan and Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Loan Agreement to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lender:

FIFTH THIRD BANK

By:



Name: Robert Krefting, VP

Title: _____

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 2 day of July, 2008, before me the subscriber personally appeared Robert Krefting who being by me duly sworn, did depose and say: that he is a VP of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Paula D. McQueen
NOTARY PUBLIC

My Commission Expires:
10-14-08



[Lender signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

Loan and Promissory Note: Promissory Note dated as of September 20, 2007 to Loan and Security Agreement dated as of September 20, 2007.

Lender: Fifth Third Bank

Borrower: Titan Leasing, Inc., a Illinois corporation

Description of Equipment: EMD Model F40 PH-2 Locomotives

<u>Quantity</u>	<u>Make/model</u>	<u>Serial Number</u>
Three (3)	Three (3) EMD Model F40 PH-2 Locomotives	Road Number: 294 Road Number: 311 Road Number: 316

Reporting mark:
"TANX"

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 7/15/08



Robert W. Alvord