

RECORDATION NO. 25811 FILED

AUG 30 '05

4-44 PM

SURFACE TRANSPORTATION BOARD

Phone: (312) 252-1500

Fax: (312) 252-2400

www.fletcher-sippel.com

August 15, 2005

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832

JAMES D. HELENHOUSE
(312) 252-1501
jhelenhouse@fletcher-sippel.com

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 700
Washington, DC 20006
Attn: Office of Recordations



Dear Secretary Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are an original and two (2) copies of a Memorandum of Loan and Security Agreement, dated as of August 10, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents, and an original and two copies the following secondary document related thereto: Assignment of Rents and Lessor's Interest in Leases, also dated as of August 10, 2005.

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

Primary: Memorandum of Loan and Security Agreement

Debtor: RELCO Finance, Inc.
113 Industrial Avenue
Minooka, Illinois 60447

Secured Party: Fifth Third Bank
233 South Wacker Drive, Suite 410
Chicago, Illinois 60606

Secondary: Assignment of Rents and Lessor's Interest in Leases

Assignor: RELCO Finance, Inc.
113 Industrial Avenue
Minooka, Illinois 60447

Assignee: Fifth Third Bank
233 South Wacker Drive, Suite 410
Chicago, Illinois 60606

FLETCHER & SIPPEL LLC

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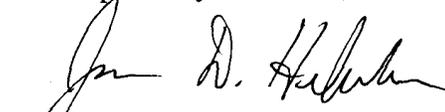
A description of the railroad equipment bearing reporting designation RLCX is attached to each of the documents.

Included in the property covered by the aforesaid Loan and Security Agreement are locomotives intended for use related to interstate commerce, or interest therein owned by RELCO Finance, Inc. at the date of said Loan and Security Agreement or **thereafter acquired** by it or its successors as owners of the property covered by the Loan and Security Agreement.

Also enclosed is a check in the amount of \$66.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Respectfully submitted,



James D. Helenhouse
Attorney for Debtor/Assignor

Enclosures

**MEMORANDUM OF
LOAN AND SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of August 10, 2005, is made by and between Fifth Third Bank (Chicago), a Michigan banking corporation, 233 South Wacker Drive, Suite 410, Chicago, Illinois 60606, (the "Bank"), and Relco Finance, Inc., an Illinois corporation, with its chief executive office and principal place of business at 113 Industrial Avenue, Minooka, Illinois 60447 (the "Borrower").

Borrower and the Bank hereby state the following:

1. Borrower and the Bank are parties to that certain Loan and Security Agreement dated as of August 10, 2005 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby the Bank loaned Borrower certain funds to facilitate the purchase or financing of the locomotives more specifically identified on Exhibit A attached hereto and made a part hereof and any Locomotives acquired by Borrower subsequent to August 10, 2005 (the "Locomotives").
2. Borrower's obligations under the Loan Agreement and other loan documents are evidenced by and payable in accordance with the Loan Agreement.
3. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrower's obligations to the Bank, Borrower granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to the Locomotives, to have and to hold all and every part of the Locomotives unto the Bank, its successors and assigns, for its and their own use and benefit forever.

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

WITNESS:

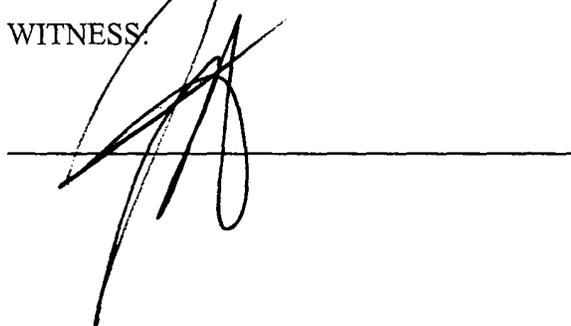


RELCO FINANCE, INC., and Illinois Corporation

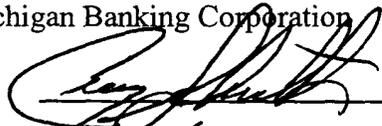
By: Richard S. Beckman

Title: Secretary

WITNESS:



FIFTH THIRD BANK (CHICAGO), a Michigan Banking Corporation

By: 

Title: Vice President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 12th day of August, 2005, before me, a Notary Public of the County and State aforesaid, personally appeared Cheri Bachman to me personally known, who being by me duly sworn, says that (s)he is the Secretary of Relco Finance, Inc., an Illinois corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Lisa Tenut
Notary Public

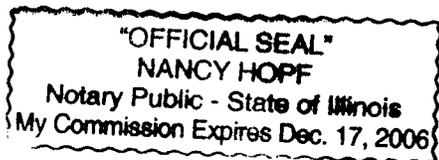
My Commission Expires:

10-28-2008

STATE OF ILLINOIS)
) ss
COUNTY OF IL)

On this 15th day of August, 2005, before me, a Notary Public of the County and State aforesaid, personally appeared Craig Schuth, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of Fifth Third Bank (Chicago), a Michigan banking corporation, that said instrument was signed on behalf of Fifth Third Bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.



Nancy Hopf
Notary Public

My Commission Expires:

12-17-06

EXHIBIT A TO MEMORANDUM OF LOAN AND SECURITY AGREEMENT

LIST OF LOCOMOTIVES

501	908	1209	1283	1703	100
502	909	1212	1285	1704	101
503	912	1214	1288	1706	
504	913	1216	1289	1707	
506	914	1232	1291	1708	
507	915	1249	1293	1709	
508	916	1235	1305	1711	
509	917	1236	1306	1712	
511	918	1237	1307	1801	
513	919	1238	1308	1802	
514	920	1239	1309	1803	
515	921	1240	1310	2001	
517	922	1241	1311	2011	
518	923	1242	1312	2012	
519	924	1243	1314	2005	
601	1200	1244	1315	2006	
701	1003	1245	1401	2007	
705	1007	1246	1550	2008	
708	1010	1247	1551	2009	
711	1016	1248	1501	4355	
713	1021	1250	1503	4431	
715	1023	1252	1504	3002	
716	1026	1253	1505	3050	
719	1034	1254	1602	3061	
722	1039	1255	1606	3062	
801	1044	1256	1608	3063	
802	1049	1257	1609	3064	
803	1051	1258	1612	3501	
804	1052	1259	1614	3502	
807	1055	1260	1616	8501	
808	1056	1262	1617	8510	
809	1063	1263	1618	8515	
896	1066	1266	1620	8521	
897	1071	1267	1622	8524	
898	1076	1270	1623	8527	
899	1202	1271	1624	8537	
902	1203	1272	1625	8542	
903	1204	1273	1626	8577	
905	1206	1274	1627	8580	
906	1207	1281	2584	8595	
907	1208	1282	1700	8598	