

# SchulteRoth&Zabel LLP

919 Third Avenue  
New York, NY 10022  
212.756.2000  
212.593.5955 fax  
www.srz.com



Writer's E-mail Address  
eric.min@srz.com

Writer's Direct Number  
212 756.2465

March 11, 2008

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SURFACE TRANSPORTATION BOARD

Anne K. Quinlan  
Acting Secretary, Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20024

Dear Secretary:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a grant of a security interest, a primary document, dated March 6, 2008.

The names and addresses of the parties to the documents are as follows:

Grantor: Kanawha River Terminals, LLC  
100 Main and River Sts.  
Ceredo, WV 25507

Grantee: Ableco Finance LLC  
299 Park Avenue, 22nd Floor  
New York, NY 10171

A description of the equipment covered by the document follows:

Ten (10) locomotives: (1) GP-40-2 [A-3083 (Yard)], (2) GP-40-2 [A-3103 (Yard)], (3) GP-18 [5605-4 (Hill)], (4) GP-40-2 [A3213 (Hill)], (5) GP-10 [5409-44 (Spare)], (6) GP-9 [5519-2 (Spare)], (7) GP-10 [5383-14], (8) GP-9 [5521-10 (Engine)], (9) ALCO [Dump-Remote (no S/N)], and (10) ALCO [Dump-Remote (no S/N)].

March 4, 2008

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A fee of \$35 will be mailed to the office of the Surface Transportation Board. Please return the original and any extra copies not needed by the Board for recordation to Schulte Roth & Zabel at the following address:

Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
Attn: Eliot Relles

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

Grant of a security interest between Kanawha River Terminals, LLC, located at 100 Main and River Sts., Ceredo, West Virginia 25507, and Ableco Finance LLC, located at 299 Park Avenue, 22nd Floor, New York, New York 10171, dated March 6, 2008. This grant covers the following ten (10) locomotives: (1) GP-40-2 [A-3083 (Yard)], (2) GP-40-2 [A-3103 (Yard)], (3) GP-18 [5605-4 (Hill)], (4) GP-40-2 [A3213 (Hill)], (5) GP-10 [5409-44 (Spare)], (6) GP-9 [5519-2 (Spare)], (7) GP-10 [5383-14], (8) GP-9 [5521-10 (Engine)], (9) ALCO [Dump-Remote (no S/N)], and (10) ALCO [Dump-Remote (no S/N)].

Very truly yours,



Eric Min  
*J.D., Not Admitted*  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022

MAR 13 '08

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## GRANT OF A SECURITY INTEREST --LOCOMOTIVES SURFACE TRANSPORTATION BOARD

WHEREAS, KANAWHA RIVER TERMINALS, LLC (the "Grantor") holds all right, title and interest in the locomotives listed on the attached Schedule A, ("the "Locomotives").

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated March 6, 2008 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

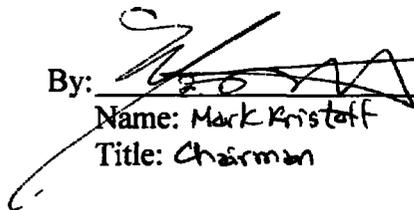
WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties and the L/C Issuer (each such term as defined in the Security Agreement or, if not defined in the Security Agreement, as defined in the Financing Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Locomotives to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties and the L/C Issuer, a continuing security interest in the Locomotives to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of March 6, 2008.

KANAWHA RIVER TERMINALS, LLC

By: 

Name: Mark Kristoff

Title: Chairman

STATE OF New York

ss.:

COUNTY OF New York

On this 6 day of March, 2008, before me personally came Mark Kristoff, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Chairman of Kanawha River Terminals, LLC, a Florida limited liability company, and that s/he executed the foregoing instrument in the firm name of Kanawha River Terminals, LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

HEATHER J. REID  
Notary Public, State of New York  
No. 02RE6155963  
Qualified in New York County  
Commission Expires November 20, 2010

[NOTARY SEAL]

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Description	Serial Number or Other Identifying Mark
Loco GP-40-2	A-3083 (Yard)
Loco GP-40-2	A-3103 (Yard)
Loco GP-18	5605-4 (Hill)
Loco GP-40-2	A3213 (Hill)
Loco GP-10	5409-44 (Spare)
Loco GP-9	5519-2 (Spare)
Loco GP-10	5383-14
Loco GP-9	5521-10 (Engine)
Loco ALCO	Dump-Remote (No S/N)
Loco ALCO	Dump-Remote (No S/N)