

LAW OFFICES OF
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May 27, 2008

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Honorable Anne K. Quinlan
Acting Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 27515 FILED

MAY 27 '08 -5 09 PM

Dear Acting Secretary Quinlan:

SURFACE TRANSPORTATION BOARD

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Interest, a primary document, dated as of May 7, 2008. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Security Interest are:

Secured Party:

JPMorgan Chase Bank, N.A.
Baton Rouge Business Banking LPO
450 Laurel, Suite 1200
Baton Rouge, LA 70801

Debtor:

Marchand Machinery Maintenance Co.-K, L.L.C.
17877 Greenwell Springs Road
Greenwell Springs, LA 70739

A description of the equipment covered by the Memorandum of Security Interest consists of one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127.

Honorable Anne K. Quinlan

May 27, 2008

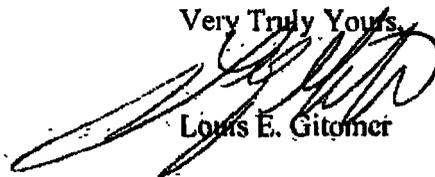
Page 2

A fee of \$ 35.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
Law Offices of Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Security Interest between JPMorgan Chase Bank, N.A., Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, and Marchand Machinery Maintenance Co.-K, L.L.C., 17877 Greenwell Springs Road, Greenwell Springs, LA 70739, covering one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127.

Very Truly Yours,

A handwritten signature in black ink, appearing to be 'L. E. Gitomer', written over a printed name.

Louis E. Gitomer

Enclosures

MEMORANDUM OF SECURITY AGREEMENT

Dated as of May 7, 2008

between

**JPMORGAN CHASE BANK, N.A.,
as Secured Party,**

and

**MARCHAND MACHINERY MAINTENANCE CO. – K, L.L.C.,
as Borrower,**

RECORDATION NO. 27515 FILED

MAY 27 '08 -5 09 PM

MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF SECURITY AGREEMENT is made and entered into as of May 5, 2008, between JPMORGAN CHASE BANK, N.A. (Secured Party"), Baton Rouge Business Banking LPO, 450 Laurel, Suite 1200, Baton Rouge, LA 70801, and MARCHAND MACHINERY MAINTENANCE CO.-K, L.L.C. ("Borrower"), 17877 Greenwell Springs Road, Greenwell Springs, LA 70739.

WITNESSETH

Secured Party and Borrower have entered into that certain Security Agreement dated as of May 5, 2008 (the "Security Agreement") by which Borrower has granted a security interest in one SW-1200 locomotive numbered RMPX 9360, to be renumbered KMMX 127 to the Secured Party in order to secure the Borrower's performance of its obligations as described in the Security Agreement and any Schedule(s) annexed thereto.

This Memorandum of Security Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Security Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

JPMORGAN CHASE BANK, N.A.

By: *Alley Keith Marchand*
Name: *Alley Keith Marchand*
Title: *President*

MARCHAND MACHINERY MAINTENANCE
CO.-K, L.L.C.

By: *John W. Demers*
Name: *John W. Demers*
Title: *Vice President*

STATE OF LOUISIANA)
) ss.
COUNTY OF EAST BATON ROUGE)

On this 2th day of May, 2008, before me Carla Daigle, the undersigned Notary Public, personally appeared Allen Keith Woodard personally known to me to be the person who executed the within instrument as President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it:

[Seal]

Carla B. Daigle
Notary Public #66525

My commission expires:



OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life

STATE OF LOUISIANA)
) ss.
COUNTY OF EAST BATON ROUGE)

On this 7th day of May, 2008, before me Carla Daigle, the undersigned Notary Public, personally appeared Jerry W Denicola personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it:

Carla B. Daigle
Notary Public 66525

[Seal]

My commission expires:



OFFICIAL SEAL
CARLA B. DAIGLE
NOTARY PUBLIC No. 66525
STATE OF LOUISIANA
PARISH OF WEST BATON ROUGE
My commission Expires with life.