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SURFACE TRANSPORTATION BOARD

July 3, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a) are one (1) original and one (1) verified copy of the following secondary document: a Memorandum of Security Agreement, dated June 29, 2012. This document relates to the primary document being filed of even date herewith as Assignments of Leases, Rents, and Chattel Paper dated June 29, 2012.

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

Debtor: Eagle Everest, LLC
5430 LBJ Freeway, Suite 1575
Dallas, TX 75240

Secured Party: Arvest Equipment Finance, a division of Arvest Bank
818 Garrison Ave, 2nd Floor
Fort Smith, AR 72901

A description of the railroad equipment covered by the enclosed documents are Forty-Eight (48) rail cars as more particularly described on Exhibit A attached hereto and made a part hereof.

A short summary of the document to appear in the index as follows: Security Agreement of Forty-Eight (48) railcars of various types and numbers as more particularly described on the exhibit attached to this document.

Enclosed in a check in the amount of \$ 41.00 payable to the order of Surface Transportation Board covering the required recordation fee:

Please return a stamped copy of one of the enclosed documents to:

John Harders
Arvest Equipment Finance
818 Garrison Ave., 2nd Floor
Fort Smith, AR 72901

Very Truly Yours,

Arvest Equipment Finance

BY: 
John Harders

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MEMORANDUM OF SECURITY AGREEMENT

SURFACE TRANSPORTATION BOARD

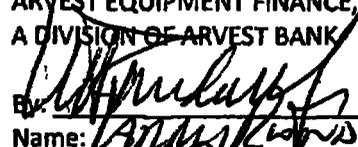
THIS MEMORANDUM OF SECURITY AGREEMENT, dated as of June 29, 2012, by and between ARVEST EQUIPMENT FINANCE, A DIVISION OF ARVEST BANK ("Secured Party") and Eagle Everest, LLC a Texas Limited Liability Company ("Debtor"), is made with reference to the following:

1. Secured Party has agreed to make available to Borrower an Equipment Finance Agreement under a certain Security Agreement (the "Security Agreement") and Assignment of Chattel Paper (the "Assignment"), dated as of the date hereof, executed by Debtor for the benefit of Secured Party.
2. Pursuant to the Security Agreement and the Assignment, Debtor granted to Secured Party a security interest in all of Debtor's right, title and interest in and to inventory consisting of Forty-Eight (48) railcars described in details in the Exhibit A attached hereto, inclusive, and all replacements, exchanges and substitutions for, and all modifications, additions, attachments, accessories and accessions to, all or any such railcars, together with all leases and utilization agreements with respect to such railcars and all rents and other amounts payable thereunder or in connection therewith and all chattel paper, accounts and security deposits relating thereto, and all software, whether on tape, disk, card, strip, cartridge or any other form).
3. The Security Agreement and the Assignment shall be effective as of the date hereof.

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.

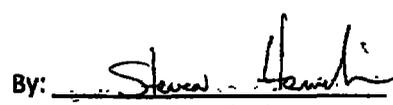
IN WITNESS WHEREOF, each of the parties hereto has caused this memorandum of Security Agreement to be executed by its duly authorized officer as of the date first above written.

SECURED PARTY:

ARVEST EQUIPMENT FINANCE,
A DIVISION OF ARVEST BANKBy: Name: AMY KENDRICKTitle: SV

DEBTOR:

Eagle Everest, LLC

By: Name: Steven HendricksTitle: Manager

ACKNOWLEDGEMENT

(Business or Entity)

State of Arkansas, County of Washington ss. Allan Lindy

On this 29th day of June, 2012 before me, Steven H. H. the undersigned officer, personally appeared Steven Hendricks, who acknowledged himself to be the Manager of Eagle Everest, LLC, a Limited Liability Company, and that he, as such Manager, being authorized so to do, executed the forgoing instrument for the purposes and consideration therein contained, by signing the name of the business or entity as such officers.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: Nov. 16 2015

Notary Public: [Signature]

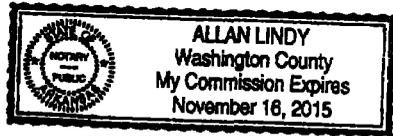


Exhibit "A"

Description of the Railcars

Borrower/Debtor/Record Owner:

**Eagle Everest, LLC
A Texas Limited Liability Company
5430 LBJ Freeway, Suite 1575
Dallas, TX 75240**

Lender/Secured Party/Creditor:

**Arvest Equipment Finance, a division of Arvest Bank
P.O. Box 11110
Fort Smith, AR 72917**

Forty-Eight (48) 3,148 Cu ft. Covered Hopper Railcars Described Below:

Car Mark	Car Type	Year Built			
HWCX 1000	C112	1967	HWCX 1028	C112	1967
HWCX 1003	C112	1967	HWCX 1029	C112	1967
HWCX 1004	C112	1967	HWCX 1030	C112	1967
HWCX 1005	C112	1967	HWCX 1031	C112	1967
HWCX 1006	C112	1967	HWCX 1032	C112	1967
HWCX 1007	C112	1967	HWCX 1033	C112	1967
HWCX 1009	C112	1967	HWCX 1034	C112	1967
HWCX 1010	C112	1967	HWCX 1035	C112	1967
HWCX 1012	C112	1967	HWCX 1036	C112	1967
HWCX 1013	C112	1967	HWCX 1037	C112	1967
HWCX 1014	C112	1967	HWCX 1038	C112	1967
HWCX 1015	C112	1967	HWCX 1040	C112	1967
HWCX 1016	C112	1967	HWCX 1042	C112	1967
HWCX 1017	C112	1967	HWCX 1043	C112	1967
HWCX 1018	C112	1967	HWCX 1044	C112	1967
HWCX 1019	C112	1967	HWCX 1045	C112	1967
HWCX 1020	C112	1967	HWCX 1046	C112	1967
HWCX 1021	C112	1967	HWCX 1048	C112	1967
HWCX 1022	C112	1967	HWCX 1049	C112	1967
HWCX 1023	C112	1967	HWCX 1050	C112	1967
HWCX 1024	C112	1967	HWCX 1051	C112	1967
HWCX 1025	C112	1967	HWCX 1052	C112	1967
HWCX 1026	C112	1967	HWCX 1053	C112	1967
HWCX 1027	C112	1967	HWCX 1055	C112	1967