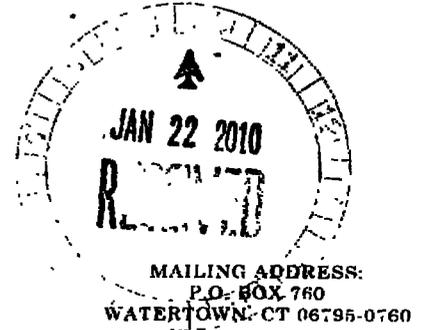


**LAW OFFICE OF
FRANKLIN G. PILICY, P.C.**

365 MAIN STREET
WATERTOWN, CONNECTICUT 06795-0760
(860) 274-0018
FAX (860) 274-0061



FRANKLIN G. PILICY*

DONALD J. RINALDI
As of Counsel to the Firm

DOCUMENTS FOR RECORDATION

*ALSO ADMITTED IN MA

January 21, 2010

UPS OVERNIGHT

Surface Transportation Board
Attn: Secretary
395 E Street, SW
Washington, DC 20024

RECORDATION NO. 28714-A FILED

JAN 22 '10 -3 13 PM

SURFACE TRANSPORTATION BOARD

Re: Debtor: The Valley Railroad Company
Secured Party: Webster Bank, National Association

Dear Secretary:

I have enclosed two (2) originals and ten (10) copies of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. These documents are as follows:

1. Security Agreement, a primary document, dated December 23, 2009.
2. UCC-1 Financing Statement, a secondary document, dated December 23, 2009.

We request that these documents be cross-indexed.

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

Debtor – The Valley Railroad Company
Secured Party – Webster Bank, National Association.

A description of the equipment covered by the documents follows:

One (1) 1989 SY1658M Mikado 2-8-2 Steam Locomotive and all parts or accessories owned by Debtor to be used and/or incorporated into the Steam Locomotive in connection with the restoration of the Steam Locomotive.

A fee of \$82.00 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to:

Franklin G. Pilicy, P.C.
Attorney at Law
365 Main Street
Watertown, CT 06795

Surface Transportation Board
Attn: Secretary
Page 2
January 21, 2010

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

Primary Document – Security Agreement between The Valley Railroad Company, 1 Railroad Avenue, Essex, Connecticut 06426 and Webster Bank, National Association, 145 Bank Street, Waterbury, Connecticut 06702 dated December 23, 2009 and covering One (1) 1989 SY1658M Mikado 2-8-2 Steam Locomotive and all parts or accessories owned by Debtor to be used and/or incorporated into the Steam Locomotive in connection with the restoration of the Steam Locomotive.

Secondary Document – UCC-1 Financing Statement between The Valley Railroad Company, 1 Railroad Avenue, Essex, Connecticut 06426 and Webster Bank, National Association, 145 Bank Street, Waterbury, Connecticut 06702 dated December 23, 2009 and covering One (1) 1989 SY1658M Mikado 2-8-2 Steam Locomotive and all parts or accessories owned by Debtor to be used and/or incorporated into the Steam Locomotive in connection with the restoration of the Steam Locomotive.

Please provide proof of filing of the primary document and the secondary document to this office.

Thank you.

Respectfully,

FRANKLIN G. PILICY, P.C.

By  _____
Franklin G. Pilicy

FGP/ef
Enclosures

cc. Webster Bank, National Association

28714A

RECORDATION NO. _____ FILED

STATE OF CONNECTICUT
UCC-1 FINANCING STATEMENT

JAN 22 '10 -3 13 PM

Follow Instructions Carefully

SURFACE TRANSPORTATION BOARD

Requesting Party Name WEBSTER BANK, NATIONAL ASSOCIATION Address 145 Bank Street City Waterbury State CT. Zip 06702	Cust ID _____ Space for filing office use only
---	--

1 DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name

1a. ORGANIZATION'S NAME THE VALLEY RAILROAD COMPANY						
1b. INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX	
MAILING ADDRESS 1 Railroad Avenue		CITY Essex		STATE CT	POSTAL CODE 06426	COUNTRY USA
ADD'L INFO RE ORGANIZATION DEBTOR	1d TYPE OF ORGANIZATION Corporation	1e. JURISDICTION OR ORGANIZATION State of Connecticut		1f. ORGANIZATIONAL ID# OPTIONAL		

2. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - Insert only one secured party name

3a ORGANIZATION'S NAME WEBSTER BANK NATIONAL ASSOCIATION						
3b INDIVIDUAL'S LAST NAME		FIRST NAME		MIDDLE NAME	SUFFIX	
MAILING ADDRESS 145 Bank Street		CITY Waterbury		STATE CT	POSTAL CODE 06702	COUNTRY USA

3. This FINANCING STATEMENT covers the following collateral

One (1) 1989 SY1658M Mikado 2-8-2 Steam Locomotive and all parts or accessories owned by Debtor to be used and/or incorporated into the Steam Locomotive in connection with the restoration of the Steam Locomotive.

4. ALTERNATIVE DESIGNATION (if applicable)

LESSEE/LESSOR
 CONSIGNEE/CONSIGNOR
 BAILEE/BAILOR
 SELLER/BUYER

5. OPTIONAL FILER REFERENCE DATA