

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
www.osterresearchingservices.com
maryannoster@comcast.net

May 24, 2013

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

Dear Section Chief:

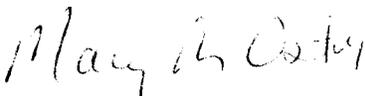
Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Security Agreement dated 5/15/13

Secured Party:	Wells Fargo Bank, National Association 733 Marquette Avenue Minneapolis, MN 55402
Debtor:	Northern Plains Railroad, Inc. 100 Railroad Avenue Fordville, ND 58231
Equipment:	3, GP-20 Locomotives DAIR 4, 6, 21 Previously MLWK 293, 321; BN 1807

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.

Sincerely,



Mary Ann Oster
Research Consultant



Memorandum of Security Agreement

Wells Fargo Equipment Finance, Inc. | 733 Marquette Avenue, Suite 700 | MAC N9306-070 | Minneapolis, MN 55402

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made this 15th day of May, by and between Northern Plains Railroad, Inc., a North Dakota corporation ("Debtor"), and WELLS FARGO BANK, NATIONAL ASSOCIATION., a North Dakota Corporation ("Secured Party").

A. The Debtor is indebted to the Secured Party pursuant to that certain Promissory Note dated as of May 15, 2013 (the "Note") executed by the Debtor in favor of the Secured Party.

B. To secure the Debtor's obligations to the Secured Party, the Debtor executed and delivered to the Secured Party a Security Agreement dated May 15, 2013 pursuant to which the Debtor granted to the Secured Party a continuing, first priority security interest in and to, and lien on, the following collateral:

- (a) Three (3) Used 1959 GP-20 Locomotives with the following markings described on Schedule A attached hereto (each, a "Railcar", collectively, the "Railcars") and all replacements and substitutions thereof;
- (b) all improvements, additions, modifications, accessions, attachments, appurtenances and parts appertaining or attached to the Railcars, whether now owned or hereafter acquired;
- (c) all logs, books and records pertaining to the use, operation and/or maintenance of the Railcars or otherwise relating to any of the collateral described herein;
- (d) all rights, claims and causes of action, if any, which the Debtor may have now or in the future against any manufacturer, rebuilder or seller of the Railcars (or any component thereof) or any other Person, by contract or otherwise, in respect of any defect in the Railcars or any part thereof;

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

WELLS FARGO BANK, NATIONAL ASSOCIATION

By: Kathleen Nastelle
Title: VP

Northern Plains Railroad, Inc.

By: [Signature]
Title: EVP - NPR

Schedule A

Wells Fargo Bank, National Association | 733 Marquette Avenue | Suite 700 | Minneapolis, MN 55402

Contract No. 218533-709 dated as of May 15, 2013

Debtor/Borrower: Northern Plains Railroad, Inc.

Equipment Description: Three (3) Used 1959 GP-20 Locomotives

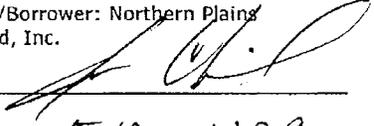
Unit #	Former Unit #	Serial Number	Frame Number
DAIR 4	MLWK 293	25288	7575-14
DAIR 6	MLWK 321	25316	7575-42
DAIR 21	BN 1807	25468	8066-1

Equipment originally located at: 100 Railroad Ave., Fordville, ND 58231

Dated: May 15, 2013

Debtor/Borrower: Northern Plains Railroad, Inc.

By


EVP - NPR

Title

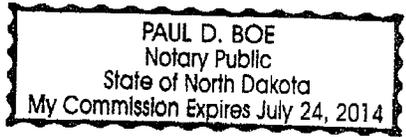
STATE OF North Dakota
COUNTY OF Ward

On this 21st day of May, 2013, before me, a Notary Public of the City and State aforesaid, personally appeared Jesse Christensen to me personally known, who being by me duly sworn, says that he is the EUP of North Star Federal the foregoing Instrument was signed on behalf of said corporation by authority of its Board of Directors, and 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.

Paul D. Boe
Notary Public

My commission expires: 7-24-14



STATE OF Minnesota
COUNTY OF Hennepin

On this 24 day of May, 2013, before me a Notary Public of the City and State aforesaid, personally appeared Kathleen Hatena to me personally known who being by me duly sworn, says that (he/she) is a Vice President of Wells Fargo Bank, NA, that foregoing instrument is/was signed on behalf of said corporation by authority of its Board of Directors, and (he/she) acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

(Seal)

Jeanne E. Samuelson
Notary Public

My commission expires: 1-31-15

