

RECORDATION NO 30841 FILED
July 17, 2013 02:45 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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July 17, 2013

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 two (2) copies of a Memorandum of Security Agreement, dated as of July 17, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Secured Party:	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, MD 21204
Debtor:	R&R Contracting, Inc. 5201 North Washington Street Grant Forks, ND 58203

Section Chief
July 17, 2013
Page 2

A description of the railroad equipment covered by the enclosed document
is:

1 Fairmont Mark II ESJDA Shoulder Jack Tamper S/N 1089464..

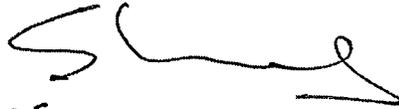
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$42.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF SECURITY AGREEMENT

Dated as of July 17, 2013

among

BB&T EQUIPMENT FINANCE CORPORATION,
as Secured Party

and

R & R CONTRACTING, INC.,
as Debtor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on July __, 2013, at ____:____ __.M
Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of July 11 2013 is made by and among BB&T EQUIPMENT FINANCE CORPORATION, together with its successors and assigns ("Secured Party"), and R & R CONTRACTING, INC., as borrower ("Debtor").

WITNESSETH

1. Pursuant to the Promissory Note and Security Agreement No. 31799 dated as of May 10, 2013 and Schedule B-2 and C-2 dated as of July __, 2013 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Rail Equipment").

2. The Security Agreement shall be effective as of the date first set forth herein above and Debtor's use of the Rail Equipment shall be subject to the terms and conditions as set forth in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

R & R CONTRACTING, INC.

By: [Signature]
Name: WK Reimer
Title: CEO

STATE OF North Dakota)
) ss.
COUNTY OF Grand Forks)

I HEREBY CERTIFY, that on this 16th day of July, 2013, before me, the undersigned, a Notary Public of the State of North Dakota, personally appeared William Reimer, who acknowledged himself/herself to be the CEO of R & R CONTRACTING, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized CEO of said company by signing the name of the company by himself as the CEO.

AS WITNESS my hand and notarial seal.

[Signature]
Notary Public

My commission expires: 10-13-17

JOANNE M BUTTERFIELD
Notary Public
State of North Dakota
My Commission Expires Oct. 13, 2017

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF July , 2013

One (1) Used Fairmont Mark II ESJDA Shoulder Jack Tamper
S/N: 1089464

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/17/13

Edward M Luria
Edward M. Luria