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RECORDATION NO. 32176-A FILED
October 6, 2016 01:35 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

October 6, 2016

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 an Addition to Collateral, dated as of September 23, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Loan and Security Agreement previously filed with the Board under Recordation Number 32176.

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

Lender: First Community Financial Bank
24 West Gartner Road
Naperville, IL 60540

Grantor: Motive Power Resources, Inc.
902 East Rt. 71
Newark, IL 60541

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

6 locomotives: MVPX 1504, MVPX 1228, MVPX 3084, MVPX 3104, MVPX 3125 and MVPX 8524.

Chief, Section of Administration
October 6, 2016
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A short summary of the document to appear in the index is:

Addition to Collateral.

Also enclosed is a check in the amount of \$45.00 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 blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

ADDITION TO COLLATERAL

This Addition to Collateral is made and entered into as of September 23, 2016, by and between MOTIVE POWER RESOURCES, an Illinois corporation (hereinafter referred to as "Grantor"), and FIRST COMMUNITY FINANCIAL BANK, an Illinois banking corporation (hereinafter referred to as "Lender"), with respect to that certain Loan and Security Agreement dated as of April 14, 2016 (as amended, restated, supplemented, or modified from time to time, the "Loan and Security Agreement") between Grantor and Lender, and other documents referenced therein.

WITNESSETH:

1. The Grantor and the Lender have entered into that certain Loan and Security Agreement, dated as of April 14, 2016 (as amended, supplemented, or modified from time to time, the "Loan and Security Agreement"), whereby the Grantor has granted to the Lender a first priority security interest in the certain railroad equipment and related leases set forth therein and in all of Grantor's hereinafter acquired locomotives and related leases.
2. A memorandum of said Loan and Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on April 15, 2016 at 10:00 a.m. under Recordation Number 32176.
3. The Grantor has acquired six (6) locomotives bearing MVPX reporting marks and the road numbers set forth on Exhibit A attached hereto (the "Locomotives").
4. Pursuant to the hereinafter acquired clause of the Loan and Security Agreement, the Grantor has granted to the Lender a first priority security interest in the Locomotives and all leases of said Locomotives, whether such leases are now in existence or hereafter entered into.
5. In order to show for the public record the existence of the aforesaid security interest, each of the parties hereto, pursuant to due authority, has caused this Addition to Collateral to be duly executed in its name by its duly authorized officers as of the date first above written.

[SIGNATURE PAGES TO FOLLOW]

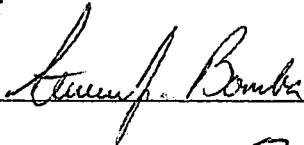
AB. 10/5/16

I certify that I hold the title set forth below, that this instrument was signed on behalf of MOTIVE POWER RESOURCES, INC. by authority of its governing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of MOTIVE POWER RESOURCES, INC. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

MOTIVE POWER RESOURCES, INC.

an Illinois corporation

Grantor

By: 

Name: Steven J. Bomke

Title: President

I certify that I hold the title set forth below, that this instrument was signed on behalf of FIRST COMMUNITY FINANCIAL BANK. by authority of its governing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of FIRST COMMUNITY FINANCIAL BANK. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

FIRST COMMUNITY FINANCIAL BANK

an Illinois corporation

Lender

By: 

Name: Nicolas Holtz

Title: Vice President

L.B. 10/5/16

EXHIBIT A

SD40-2 Locomotive MVPX 3125
SD40-2 Locomotive MVPX 3084
SD40-2 Locomotive MVPX 3104
B39-8 Locomotive MVPX 8524
SW1200 Locomotive MVPX 1504
SD38-3 Locomotive MVPX 1228

L.B.
10/5/16

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:

October 6, 2016

Edward M. Luria

Edward M. Luria