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

April 15, 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 a Memorandum of Loan and Security Agreement, dated as of April 14, 2016, 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 document re:

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

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

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

26 locomotives within the series MVPX 103 – MVPX 562 and MVPX 1001 – MVPX 3819 as more particularly set forth on the attachment to the document.

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

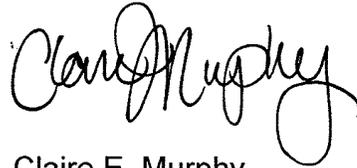
Memorandum of Loan and Security Agreement.

Section Chief
April 15, 2016
Page 2

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M" and "y".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LOAN AND SECURITY AGREEMENT

This Memorandum of Loan and Security Agreement is made and entered into as of April 14, 2016, by and between MOTIVE POWER RESOURCES, INC, an Illinois corporation (hereinafter referred to as "Grantor"), and FIRST COMMUNITY FINANCIAL BANK, an Illinois banking corporation (hereinafter referred to as "Lender"), respecting that certain Loan and Security Agreement dated as of the date hereof (as amended, restated, supplemented or modified from time to time, the "Loan and Security Agreement") between Grantor and Lender, and other documents referenced therein, as the same may be amended, amended and restated, supplemented or otherwise modified from time to time.

Grantor and Lender hereby affirm and acknowledge that Grantor has agreed to grant Lender a first priority security interest in: (a) all of Grantor's locomotives described on **Exhibit A** attached hereto and made a part hereof, (b) all of Grantor's hereinafter acquired locomotives, and (c) all leases of such locomotives, whether such leases are now in existence or hereafter entered into with respect to such locomotives, and all proceeds of each of the foregoing and all accessions to, substitutions and replacements for, and rents, profits and products of or in respect of any of the foregoing, and any and all proceeds of any insurance, indemnity, warranty or guaranty payable to Grantor from time to time with respect to the foregoing effective as of the date of the Loan and Security Agreement and subject to the terms defined in the Loan and Security Agreement.

Grantor and Lender hereby further affirm and acknowledge that this Memorandum of Loan and Security Agreement shall be filed with the Surface Transportation Board of the United States Department of Transportation pursuant to 49 USC Section 11301(a).

IN WITNESS WHEREOF, in order to show for the public record the existence of the aforesaid security interest in favor of the Lender and to perfect such security interests, each of the parties hereto, pursuant to due authority, has caused this Memorandum of Loan and Security Agreement to be duly executed in its name by its officers or managers, thereunto duly authorized, all as of the date first above written.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

L.B.
4/14/16

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 President 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, as Grantor

By: _____

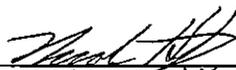
Name: Steven Bomba

Its: President

S.B.
4/14/16

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, as Lender

By: 
Name: Nicolas Holtz
Its: Vice President

A.B.
4/24/16

EXHIBIT A

<u>Description</u>	<u>Former Owner</u>	<u>Former Marks</u>
SW1500 Locomotive, MVPX 117	CRANDIC RR who bought from UP	CIC 117
SW9 Locomotive, MVPX 1207	Sterling Bomba, LLC	STBX 1207
SD40-2 Locomotive, MVPX 3147	CIT	CEFX 3147
SW1400 Locomotive, MVPX 1460	OmniTrax	CRL 1460
SW900 Locomotive MVPX 900	Aberdeen Carolina & Western RR	ACWR 900
SW1001 Locomotive, MVPX 456	US Steel, Nanticoke, ON Canada	456
SW1001 Locomotive, MVPX 1001	Wisconsin Electric Power Co.	OCPP SN 33490
SW1200 Locomotive MVPX 2001	Louis Dreyfuss, Canada	LDCX 2001
SW1400 Locomotive, MVPX 1200	OmniTrax	GWRC 1200
SW1500 Locomotive, MVPX 1191	CRANDIC RR who bought from UP	UP 1191
SW1500 Locomotive, MVPX 1298	OmniTrax	IR 1298
MP15 Locomotive, MVPX 105	American Cast Iron Pipe	ACIX 105
MP15 Locomotive, MVPX 106	American Cast Iron Pipe	ACIX 106
MP15 Locomotive, MVPX 107	American Cast Iron Pipe	ACIX 107
GP7 Locomotive, MVPX 4292	Southwest RR	SW 4292
GP9 Locomotive, MVPX 8251	Canadian Pacific	CP 8251
GP9 Locomotive, MVPX 1507	Canadian Pacific	CP 1507
GP9 Locomotive, MVPX 1711	Titan Rail	TANX 1711
GP9 Locomotive, MVPX 1751	Titan Rail	TANX 1751
GP16 Locomotive, MVPX 103	American Cast Iron Pipe	ACIX 103
GP9RM Locomotive, MVPX 4601	Larry's Truck Electric	LTEX 4601
F40PH-2M Locomotive, MVPX 455	Iowa Pacific	SLRG 455
F40PH-2S Locomotive, MVPX 245	Iowa Pacific	SLRG 245
SD9 Locomotive, MVPX 1751	OmniTrax	OMLX 1751
SD40-2 Locomotive, MVPX 3819	Southwest RR	SW 3819
SD38-3 Locomotive, MVPX 562	Belt Railway Company of Chicago	BRC 562

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: April 15, 2016



Claire E. Murphy