

SEP 22 '09

3-00 PM

FLETCHER & SIPPEL LLC

ATTORNEYS AT LAW

29 North Wacker Drive
Suite 920
Chicago, Illinois 60606-2832

SURFACE TRANSPORTATION BOARD

Phone: (312) 252-1500
Fax: (312) 252-2400
www.fletcher-sippel.com

MYLES L. TOBIN
(312) 252-1502
mtobin@fletcher-sippel.com

September 21, 2009

Via Overnight (Next Business Day) Delivery

Ms. Anne K. Quinlan
Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001
Attn: Office of Recordations



Dear Secretary Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are an original and two (2) copies of a Memorandum of Loan and Security Agreement, dated as of September 4, 2009 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 are:

Debtor: The Wood Energy Group, Inc.
2255 Glades Road
Suite 342-W
Boca Raton, Florida 33431

Secured Party: Fifth Third Bank
222 South Riverside Plaza
32nd Floor
Chicago, Illinois 60606

A description of the equipment is included as Exhibit A to the document. Included in the property covered by the aforesaid documents is equipment intended for use and related to interstate commerce, and includes equipment acquired by Debtors or its or their successors **after the date** of the documents.

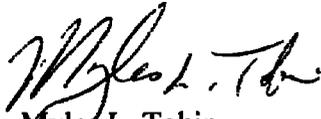
Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

FLETCHER & SIPPEL LLC

Ms. Anne K. Quinlan
September 21, 2009
Page 2

Kindly return one stamped copy of the enclosed document to the undersigned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Myles L. Tobin". The signature is written in a cursive style with a large initial "M".

Myles L. Tobin
Attorney for Secured Party

Enclosures.

SEP 22 '09

3-00 PM

MEMORANDUM OF
LOAN AND SECURITY AGREEMENTSEP 22 2009
RECEIVED

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of September 4, 2009, is made by and between Fifth Third Bank, a Michigan banking corporation, 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois 60606, (the "Bank"), and The Wood Energy Group, Inc., a Missouri corporation, with its chief executive office and principal place of business at 2255 Glades Road, Suite 342-W, Boca Raton, Florida 33431 (the "Borrower").

Borrower and the Bank hereby state the following:

1. Borrower and the Bank are parties to that certain Loan and Security Agreement dated as of September 4, 2009 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby the Bank loaned Borrower certain funds *inter alia* to facilitate the purchase or financing of the Equipment more specifically identified on Exhibit A attached hereto and made a part hereof and any Equipment acquired by Borrower subsequent to September 4, 2009.
2. Borrower's obligations under the Loan Agreement and other loan documents are evidenced by and payable in accordance with the Loan Agreement.
3. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrower's obligations to the Bank, Borrower granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to the Equipment, to have and to hold all and every part of the Equipment unto the Bank, its successors and assigns, for its and their own use and benefit forever.

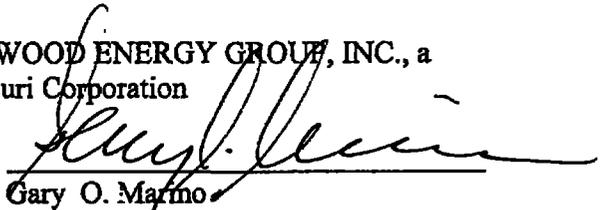
IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

WITNESS:



THE WOOD ENERGY GROUP, INC., a
Missouri Corporation

By:


Gary O. Marino

Title: Chairman and Chief Executive Officer

WITNESS:

FIFTH THIRD BANK, a Michigan Banking
Corporation

By: _____

Title: _____

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

WITNESS:

THE WOOD ENERGY GROUP, INC., a Missouri Corporation

By: _____

Title: _____

WITNESS:

FIFTH THIRD BANK, a Michigan Banking Corporation

Carew

By:  _____

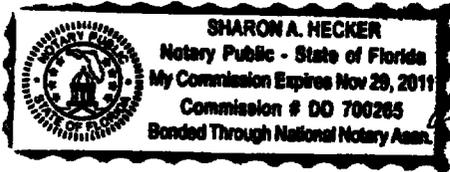
Title: _____

Craig Schulz
Vice President
Fifth Third Bank

STATE OF FLORIDA)
COUNTY OF Palm Beach) ss

On this 4th day of September, 2009, before me, a Notary Public of the County and State aforesaid, personally appeared Gary O. Marino to me personally known, who being by me duly sworn, says that he is the Chief Executive Officer of The Wood Energy Group, Inc., a Missouri corporation, that said 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.



Sharon A. Hecker
Notary Public

My Commission Expires:

Nov. 29, 2011

STATE OF ILLINOIS)
COUNTY OF COOK) ss

On this 4th day of September, 2009, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the Fifth Third Bank, a Michigan banking corporation, that said 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.

Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 4th day of September, 2009, before me, a Notary Public of the County and State aforesaid, personally appeared _____ to me personally known, who being by me duly sworn, says that he is the _____ of The Wood Energy Group, Inc., a Missouri corporation, that said 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.

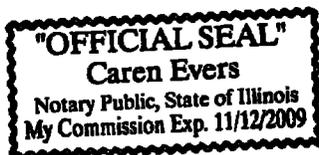
Notary Public

My Commission Expires:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 4th day of September, 2009, before me, a Notary Public of the County and State aforesaid, personally appeared CRAIG SCHWTH to me personally known, who being by me duly sworn, says that he is the Fifth Third Bank, a Michigan banking corporation, that said 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.



Caren Evers
Notary Public

My Commission Expires:

11-12-09

EQUIPMENT LIST

Truck Number	Year	Purchase Price	VIN Number of Truck	Year	Make	Model	Current Market Value	Lease/loan
104	2003	\$ 198,600.00	2FZH4ZAS43AX43488	2003	Sterling	LT9513	\$ 90,000.00	Own
								Knuckle boom HI-Rail truck-Boom mounted on rear of 24' flat bed-DMF rail gear
105	2004	\$ 172,485.00	2FZH4ZCV64AM67961	2004	Sterling	LT9513	\$ 120,000.00	Lease/fixed price
								Knuckle boom truck-Boom mounted on rear of 24' flat bed
110	2004	\$ 125,878.69	1M1AJ08Y05N001335	2005	Mack	CHN613	\$ 95,000.00	Lease/fixed price
	2004		1H9R1B6E551015083	2005	Hilb-R	Dump Tri		
								Mack Day Cab Tractor and a 48' Steel frame dump trailer with 8' sides
111	2005	\$ 45,850.00	1fdav56p15ee19442	2005	Ford	F-550	\$ 30,000.00	own
								Ford Flat bed used to pull Loaders
112	2005	\$ 38,970.00	1fbru30p85ee80239	2005	Ford	F-350	\$ 20,000.00	own
								Ford pick up truck
114	2005	\$ 17,000.00		2005	Ford	F-160	\$ 17,000.00	Loan
								Ford pick up truck
118	2008	\$ 115,000.00	3B9K78e36p351745	2008	Stelting	Bullet	\$ 120,000.00	\$1 out lease
								Mechanics Truck with crane and mechanics bed
118	2008	\$22,050.00	1gchc23k68f108010	2008		Chevy silverado	\$ 23,000.00	loan
								Crew Truck
	2008	\$ 54,500.00	1da7205x8c018230	2008	Klasic	Equipment Hauler	\$ 45,000.00	own
								1 40 Ton trailer with rails and self loading tail used to haul the cranes and front end loaders
	2004	\$ 22,600.00	159tn242241175767	2004	East	Hi-rail trailer	\$ 16,000.00	own
								2 16 ton flat bed tag along trailer with HI-rail gear to be used both on and off rail
	2005	\$ 62,895.00	L26bv1760026	2005	Volvo L25	Wheel loader	\$ 30,000.00	own
								4 Volvo wheel loader with forks and a bucket, quick attach in cab-used to load bundles
	2006	\$ 76,700.00	L45B1663	2005	Volvo L45B	Wheel loader	\$ 70,000.00	Lease/fixed price
								5 Volvo wheel loader with forks and a bucket, quick attach in cab-used to load bundles
	2008	\$ 83,500.00	L45B1878	2008	Volvo L45B	Wheel loader	\$ 72,000.00	Lease/fixed price
								6 Volvo wheel loader with forks and a bucket, quick attach in cab-used to load bundles
	2008	\$ 83,500.00	L45B1928	2008	Volvo L45B	Wheel loader	\$ 74,000.00	Lease/fixed price
								7 Volvo wheel loader with forks and a bucket, quick attach in cab-used to load bundles
	2008	\$83,514.23	KZM00520	2008	CAT	IT14G	\$ 88,000.00	loan
								8 CAT Large loader with forks, bucket
	2008	\$106,000.00	Kershaw tie crane	2008	Kershaw	Tie crane w/ carts	\$ 80,000.00	Lease/\$1 out
								9 Used to pick up and bundle scrap railroad ties
	2008	\$106,000.00	Kershaw tie crane	2008	Kershaw	Tie crane w/ carts	\$ 80,000.00	Lease/\$1 out
								10 Used to pick up and bundle scrap railroad ties
	2008	\$106,000.00	Kershaw tie crane	2008	Kershaw	Tie crane w/ carts	\$ 80,000.00	Lease/\$1 out
								11 Used to pick up and bundle scrap railroad ties
	2008	\$106,000.00	Kershaw tie crane	2008	Kershaw	Tie crane w/ carts	\$ 80,000.00	Lease/\$1 out
								12 Used to pick up and bundle scrap railroad ties
	2008	\$106,000.00	Kershaw tie crane	2008	Kershaw	Tie crane w/ carts	\$ 80,000.00	Lease/\$1 out
								13 Used to pick up and bundle scrap railroad ties
	2007	\$106,000.00	Kershaw tie crane	2007	Kershaw	Tie crane w/ carts	\$ 85,000.00	Lease/Fair market value
								14 Used to pick up and bundle scrap railroad ties
	2007	\$106,000.00	Kershaw tie crane	2007	Kershaw	Tie crane w/ carts	\$ 85,000.00	Lease/Fair market value
								15 Used to pick up and bundle scrap railroad ties
	2007	\$106,000.00	Kershaw tie crane	2007	Kershaw	Tie crane w/ carts	\$ 85,000.00	Lease/Fair market value
								16 Used to pick up and bundle scrap railroad ties
	2004	\$178,900.00	1rnf228cx50222	2004	John Deere	Track hoe	\$ 80,000.00	Lease/Fixed price
								17 Track hoe with grapple used to load grinder
	2005	\$320,000.00	7400A	2005	Peterson pacific	grinder	\$ 275,000.00	Lease/\$1.00 out
								18 Used to grind railroad ties
		\$ 2,549,690.82					\$ 1,929,000.00	

Under penalty of perjury, I declare that I have compared the foregoing copy of the Memorandum of Loan and Security Agreement with the original and have found the copy to be complete and identical in all respects to the original document.



Myles L. Tobin
Filer for Secured Party