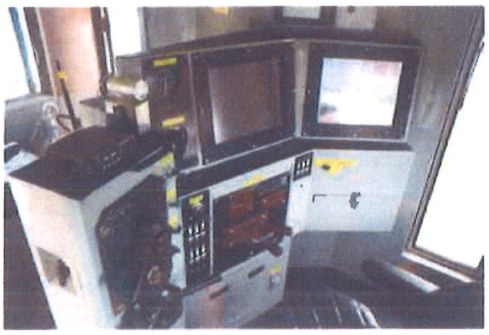
Dear Laura, 150-ton Process Locomotive Road Switcher

Equipment: Model PL1400:4RS

01. Remanufactured 4-axle Process Locomotive using EMD GP Series road switcher core
02. Frame reconditioned, reinforced, and *full length ballast* with welded steel plates up to 286,000# dry weight for shipment (without fuel or sand). An additional 9,000 lbs. of ballast is shipped to the job site by truck and installed after delivery. Dry weight approx. 295,000 lbs. With a full load of sand and 450 gallons of fuel that makes the wet weight approx. 300,000 lbs. *Move the cab forward 5 feet for better operator vision. (A04A)*
03. Alignment couplers with NC390 draft gear installed
04. Reconditioned and modified hood and cab.
05. Two remanufactured Blomberg "B" trucks with *single clasp brake rigging* and:
    a. sandblasted, repaired, primed, and painted
    b. eight rebuilt Hyatt roller bearings
    c. eight new class "C" 41" diameter rail wheels; Griffin or equal
    d. 8 new brake shoes
    e. rebuilt brake cylinders
    f. new air piping
    g. magna-flux tested axles
    h. *new triple coil journal springs rated for up to 308,000 lbs. EMD P/N 9317671*
    i. *new elliptic springs rated by EMD for up to 308,000 lbs. EMD P/N 8413510*
    j. new pins and bushings
    k. rebuilt traction motor nose packs
    l. rebuilt wear plates and pivot plates
    m. new spacers and boots
    n. rebuilt brake adjustment
    o. rebuilt sander tubes and hoses
    p. eight graphite wheel flange lubricators to reduce wheel flange wear in curves
06. Reconditioned safety appliances including steps, pilot plates, handrails, grab irons, diamond plate on walkways
07. Reconditioned or new fuel tank *with site gauge w/ stand pipe for future electric fuel gauge*
08. Reconditioned air tanks drilled per FRA regulations and new air lines
09. Two new continuous duty – continuous flow rate 24VDC traction motor blowers

10. Diesel Engine
    a. New MTU-DDC model 16V2000S96 rated 1462 BHP at 1800 RPM; US EPA Tier-4 interim. Maximum torque is 4855 lbf-ft at 1300 RPM; torque is 4265 lbf-ft at 1800 RPM Torque is 4630 lbf-ft at 1500 RPM and 1673 lbf-ft at 800 RPM. SAE #0 Flywheel, #18" Weight of bare engine 7,271 lbs. The response and acceleration of this engine is superior to using multiple generator sets that have much less torque and have to be bussed together to produce the rated power out-put. The *MTU-DDC engine uses exhaust gas recirculation and does not require a "DPF" diesel particulate filter or "SCR" selective catalytic reduction to achieve Tier-4 interim. No UREA to DPF filters to deal with.*
    b. Two 200 amp 24VDC alternators
    c. SAE J-1939 wiring harness with direct input to HMI computer also a J-1939 to ASCII translator for interface with the A-B PLC
    d. Welded aluminum (CAC) and mechanical bond (engine) radiators installed
    e. *Provision to add future temperature sensors to monitor hot water from the engine and cooled water return to the engine. (A08)*
    f. *Provision to add future temperature sensors to monitor hot water from the CAC and cooled water return to the CAC. (A08)*
    g. Diesel fired engine coolant heater like at Dalhart`
11. Main Alternator
    a. New Marathon model 744RSL4058 (base) rated 1800 KW at 1800 RPM; random wound; railroad duty coils with multi-layer insulation; VPI + varnish troidally wrapped exciter; one bearing; 11 ohm exciter; PMG included for load testing; SAE #0, #18"; six RTDs (100 ohm) in windings (2 per phase)
12. Auxiliary Alternator
    a. three phase alternator to run engine radiator fans
13. Rectifier Banks
    a. Four banks of rectifiers; one for each traction motor. Each rectifier bank includes three SCRs, three diodes, and three fuses; one for each phase from the main alternator.
    b. The DC output of each rectifier bank to its traction motor circuit is monitored by a Hall Effect DC current transducer and a DC voltage transducer. The PLC controls the operation of each SCR in each rectifier bank.
    c. The AC output of the main alternator is also monitored by the PLC to determine the phase angle and amp loading on each AC leg
    d. temperature switches are installed to monitor the temperature of the rectifier banks.
14. *Rebuilt EMD D78 Traction Motors*
    a. *All motors will be completely rebuilt according OEM MI Standards*
       Each motor will have installed One New120 Tooth Gear - Speed Sensor
       Each motor will have installed One New Zero Speed Sensor per motor
       Each motor will have installed Four New Brush Holders
       Each motor will have installed Twelve New Brushes
       Each motor will have installed New 15 tooth Pinion, nut and washer
       Each motor will have installed New Drive end and Non-drive Bearings
       Each motor will have installed Four New Gaskets
       Each motor will have installed New External Cables with connections and four new Glad Hands
    b. *New traction motor support brass and wicks*
    c. *New rubber style cable cleating will be used to support traction motor leads*
    d. *Rebuild/replace nose packs*
    e. *Refurbish grease filled gear boxes with C clamp fasteners*
15. Rotary screw air compressor; 50 HP*; with temperature sensors in hot and cooled oil system*
16. New model 975-127 Graham-White compressed air dryer
17. Air Brake System
    New NYAB CCB-26 Air Brake components

18. Off-board power feed plugs for plugging into off-board power when parked for engine block heater, charging the batteries, running the control systems, and other functions.
19. Twelve (12) type 8D 12 volt truck batteries (only two are required; the others are for additional capacity for starting and running the cab and coolant heaters when the engine is not running.
20. Refurbished cab Including:
    a. repaired windows and doors
    b. two new seats
    c. new CLCX modified AAR console control stand;
       includes rebuilt controller
       standard sliding switches
       Allen-Bradley PanelView display
       HMI display and CCTV display
    d. updated insulation and refurbish floor covering
    e. *provision for train air line orifice flow meter, transducer, and display*
    f. air conditioning for cab
    g. two (1) diesel fired cab heaters (13,000 BTU/hr each); operates independently of the engine



21. Walk-in pressurized (with filtered air) electrical controls locker includes:
    a. four rebuilt reversers operating on 72 VDC
    b. four rebuilt power contactors (one for each traction motor)
    c. one (1) 2400 watt marine service DC to AC inverter/battery chargers for AC power
    d. one 24VDC to 72VDC converters
    e. one 24VDC to 12VDC converter
    f. New Allen-Bradley CompactLogix PLC master microprocessor with open architecture
    g. New Ethernet communications system with managed switch
    h. CLCX AITMC-PT automatic traction control system
    i. DC VOLT and DC AMP transducers for each traction motor
    j. idle time out and auto restart
    k. radio remote control ready (radio remote control equipment not included)
    l. Passive MU operation for use with standard locomotives.
    m. one solid state Dell PC computer for HMI/Remote Maintenance
       Includes: remote maintenance hardware and software for diagnostics and reporting
       Rockwell ControlLogix5000 mini-version
       Wonderware InTouch 10.5 and HMI Report software (same as at Dalhart)
       Software to interface remotely with the HMI/RM PC.
       MTU-DDC engine software
       MS Sequel Server For HMI Report Database
    n. Install end of travel limit switches for grade (A05)
    o. Provision for zone speed limit control (A02)
    p. Provision for future wheel slide detection (A07)
    q. Provision for future ABS braking system
    r. Provision for future roll off protection (A09)
    s. Provision for future distance measurement and automation
    t. Provision for future accelerometer (A10)
    u. Provision for future Ethernet Bridge (A01)
22. Rebuilt halogen headlights
23. Rebuilt halogen ditch lights
24. LED ground, step, and coupler lights
25. One GW electric FRA approved hand brake for front truck
26. Three CLCX spring to apply air to release parking brakes to cover the other three axles.

27. Rebuilt bell and 2 chime air horn
28. 9 camera CCTV system with DVR; provides 360 deg operator vision; can be monitored remotely *Upgrade to Infrared cameras included. (A06)*
29. Paint to customer requested color black and install logo. DuPont IMRON HG paint system.
30. Three days for start-up and training on site. Two technicians will perform same.
31. *Warranty: One year for defects in materials or workmanship as delivered.* The warranty covers Parts and labor for non-consumable parts and materials. The warranty does not cover consumables, damages resulting from wrecks, abuse, misuse, failure to follow CLCX's maintenance instructions, or any consequential damages whatsoever.

Price F.O.B. Anderson, SC =

Estimated Freight to Bovina, TX =
We assume that Cargill will handle the freight as they did with the Dalhart locomotive.

TERMS OF SALE

Prices are F.O.B. Anderson, SC and are firm for 30 days. Freight to the job site is the responsibility of the purchaser. Any payment that is more than 45 days past due can cause cancellation of the order. The cancellation charge is 70% of the total order value if made prior to shipment. No cancellation is allowed after shipment. Purchaser must supply a sale tax exemption certificate; otherwise, we have to invoice for sales taxes.

TERMS OF PAYMENT:

The terms of payment are listed in the attached purchase contract between Cargill and CLCX.

Purchase orders should be made to CLCX, LLC (EIN# 27-0466979)
415 East Cedar Rock Street; Pickens, SC 29671
(864) 878-8884 fax; (864) 878-3581 phone
CLCX@railspur.com

Remittance Address: CLCX, LLC
Attn: Guy Griswell, Comptroller
198 North Main Street; Cornelia, GA 30531

If you purchase this locomotive we would be able to do the service work at Dalhart and Bovina on the same service trip therefore saving money for both plants. Though use of the HMI reports and remote access you can monitor the locomotives at both facilities on a daily basis.

If you have any questions please don't hesitate to call me.

Very truly yours,

Carl R. Majors, PE
President
CLCX, LLC
(864) 878-3581 locomotive shop
(864) 923-0848 mobile
Email: CLCX@railspur.com

A TOGNUM GROUP COMPANY

Power. Passion. Partnership.

TNQ-2012-06-061

June 29, 2012
christine.ueno@tognum.com

Subject: EPA Certification for MTU Tier 4i Series 2000

To Whom It May Concern:

The United States Environmental Protection Agency (EPA) has issued Certificate of Conformity number CMDDL35.7XNC-007 covering the 2012 Tier 4i certified engine family CMDDL35.7XNC.

The table below identifies the MTU model names that are included in the certification for engine family CMDDL35.7XNC. These engine models are now certified by EPA to meet the Tier 4 Interim emission standards for mobile nonroad engines.

Engine Family	Model Name	Model Code	Rating (kW)	Speed (RPM)
CMDDL35.7XNC	12V2000S56	7245	783	2100
CMDDL35.7XNC	12V2000S96	7246	858	2100
CMDDL35.7XNC	12V2000C66	7247	783	2100
CMDDL35.7XNC	16V2000C66	7248	970	2100
CMDDL35.7XNC	16V2000S96	7249	1163	2100
CMDDL35.7XNC	16V2000S56	7250	970	2100
CMDDL35.7XNC	12V2000C66R	7051	783	2100

If you have any additional questions, please contact me at +1 248 560 8224 (christine.ueno@tognum.com).

Sincerely,

Christine F. Ueno
Manager, Regulatory Compliance
Tognum America Inc.

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UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
2012 MODEL YEAR
CERTIFICATE OF CONFORMITY
WITH THE CLEAN AIR ACT OF 1990

OFFICE OF TRANSPORTATION AND AIR QUALITY
ANN ARBOR, MICHIGAN 48105

Certificate Issued To: **Tognum America, Inc.** (U.S. Manufacturer or Importer) **Certificate Number: CMDDL35.7XNC-007**	**Effective Date:** 06/28/2012 **Expiration Date:** 12/31/2012	Mary J. Manners **Byron J. Bunker, Acting Division Director** **Compliance Division**	**Issue Date:** 06/28/2012 **Revision Date:** N/A

Model Year: 2012 **Manufacturer Type:** Original Engine Manufacturer **Engine Family:** CMDDL35.7XNC	**Mobile/Stationary Indicator:** Both **Emissions Power Category:** 560<kW<=900 **Fuel Type:** Diesel **After Treatment Devices:** No After Treatment Devices Installed **Non-after Treatment Devices:** Electronic/Electric EGR - Cooled, Smoke Puff Limiter, Electronic Control

Pursuant to Section 111 and Section 213 of the Clean Air Act (42 U.S.C. sections 7411 and 7547) and 40 CFR Parts 60 and 1039, and subject to the terms and conditions prescribed in those provisions, this certificate of conformity is hereby issued with respect to the test engines which have been found to conform to applicable requirements and which represent the following engines, by engine family, more fully described in the documentation required by 40 CFR Parts 60 and 1039 and produced in the stated model year.

This certificate of conformity covers only those new compression-ignition engines which conform in all material respects to the design specifications that applied to those engines described in the documentation required by 40 CFR Parts 60 and 1039 and which are produced during the model year stated on this certificate of the said manufacturer, as defined in 40 CFR Parts 60 and 1039.

It is a term of this certificate that the manufacturer shall consent to all inspections described in 40 CFR 1068 and authorized in a warrant or court order. Failure to comply with the requirements of such a warrant or court order may lead to revocation or suspension of this certificate for reasons specified in 40 CFR Parts 60 and 1039. It is also a term of this certificate that this certificate may be revoked or suspended or rendered void *ab initio* for other reasons specified in 40 CFR Parts 60 and 1039.

This certificate does not cover engines sold, offered for sale, or introduced, or delivered for introduction, into commerce in the U.S. prior to the effective date of the certificate.

California Environmental Protection Agency AIR RESOURCES BOARD	TOGNUM AMERICA INC.	EXECUTIVE ORDER U-R-052-0019 New Off-Road Compression-Ignition Engines

Pursuant to the authority vested in the Air Resources Board by Sections 43013, 43018, 43101, 43102, 43104 and 43105 of the Health and Safety Code; and

Pursuant to the authority vested in the undersigned by Sections 39515 and 39516 of the Health and Safety Code and Executive Order G-02-003;

IT IS ORDERED AND RESOLVED: That the following compression-ignition engines and emission control systems produced by the manufacturer are certified as described below for use in off-road equipment. Production engines shall be in all material respects the same as those for which certification is granted.

MODEL YEAR	ENGINE FAMILY	DISPLACEMENT (liters)	FUEL TYPE	USEFUL LIFE (hours)
2012	CMDDL35.7XNC	35.7	Diesel	8,000

SPECIAL FEATURES & EMISSION CONTROL SYSTEMS	TYPICAL EQUIPMENT APPLICATION
Electronic Direct Injection, Turbocharger, Charge Air Cooler, Electronic Control Module, Exhaust Gas Recirculation	Crane, Loader, Tractor, Dozer, Pump, Compressor

The engine models and codes are attached.

The following are the exhaust certification standards (STD) and certification levels (CERT) for non-methane hydrocarbon (NMHC), oxides of nitrogen (NOx), or non-methane hydrocarbon plus oxides of nitrogen (NMHC+NOx), carbon monoxide (CO), and particulate matter (PM) in grams per kilowatt-hour (g/kW-hr), and the opacity-of-smoke certification standards and certification levels in percent (%) during acceleration (Accel), lugging (Lug), and the peak value from either mode (Peak) for this engine family (Title 13, California Code of Regulations, (13 CCR) Section 2423):

RATED POWER CLASS	EMISSION STANDARD CATEGORY		EXHAUST (g/kW-hr)					OPACITY (%)		
			NMHC	NOx	NMHC+NOx	CO	PM	ACCEL	LUG	PEAK
ELSE > 560 kW	Interim Tier 4	STD	0.40	3.5	N/A	3.5	0.10	20	15	50
		CERT	0.18	3.0	--	0.4	0.07	3	1	7

BE IT FURTHER RESOLVED: That for the listed engine models, the manufacturer has submitted the information and materials to demonstrate certification compliance with 13 CCR Section 2424 (emission control labels), and 13 CCR Sections 2425 and 2426 (emission control system warranty).

BE IT FURTHER RESOLVED: The listed engine family is conditionally certified pending submission of additional test data to verify compliance with useful-life emission standards. The manufacturer has until November 1, 2012 to provide test data to confirm or correct the certification emissions levels on this conditional certification. Failure to resolve concerns by the specified date, shall be cause for the Executive Officer to rescind this conditional certification, in which case all engines covered under this conditional certification would be deemed uncertified pursuant to Health and Safety Code Section 43153 and subject to civil penalties pursuant to Health and Safety Code Section 43154.

Engines certified under this Executive Order must conform to all applicable California emission regulations.

This Executive Order is only granted to the engine family and model-year listed above. Engines in this family that are produced for any other model-year are not covered by this Executive Order.

Executed at El Monte, California on this 29 day of June 2012.

Annette Hebert, Chief
Mobile Source Operations Division