

October 28, 2016 11:05 AM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

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

October 28, 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 Seventeenth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of October 27, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 26886.

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

Administrative Agent: MB Financial Bank, N.A.  
6111 North River Road  
Rosemont, IL 60018

Grantors: Residual Based Finance Corporation  
ALF P-I, Inc.  
ALF P-II, Inc.  
ALF P-III, Inc.  
ALF I, Inc.  
ALF II, Inc.  
ALF IV, Inc.  
ALF VII, LLC  
AVF II, L.L.C.  
RLH1 LLC  
Bangor & Aroostook Holdings, Inc.  
70 West Madison Street, Suite 2340  
Chicago, IL 60602

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

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

50 gondola railcars: IAIS 6500 – IAIS 6549  
50 covered hopper railcars within the series AEX 11575 – AEX 19192 (see below)  
59 covered hopper railcars within the series DME 515001 – DME 515129 (see below)  
69 gondola railcars within the series RMGX 4201 – RMGX 5072 (see below)

AEX 011575  
AEX 011579  
AEX 011580  
AEX 011581  
AEX 011657  
AEX 011658  
AEX 011783  
AEX 011786  
AEX 011925  
AEX 019049  
AEX 019050  
AEX 019055  
AEX 019098  
AEX 019099  
AEX 019125  
AEX 019132  
AEX 019135  
AEX 019143  
AEX 019147  
AEX 019149  
AEX 019150  
AEX 019151  
AEX 019153  
AEX 019156 - AEX 019160, inclusive  
AEX 019163 - AEX 019166, inclusive  
AEX 019168  
AEX 019169  
AEX 019173  
AEX 019174  
AEX 019175  
AEX 019179 - AEX 019181, inclusive  
AEX 019183 - AEX 019189, inclusive  
AEX 019192 - AEX 019194, inclusive  
DME 515001  
DME 515004

DME 515005  
DME 515009  
DME 515012  
DME 515013  
DME 515018  
DME 515023  
DME 515025  
DME 515028  
DME 515031  
DME 515032  
DME 515034  
DME 515036  
DME 515039  
DME 515040  
DME 515044  
DME 515045  
DME 515048  
DME 515049  
DME 515053  
DME 515054  
DME 515056  
DME 515058  
DME 515060  
DME 515062  
DME 515063  
DME 515067  
DME 515070  
DME 515071  
DME 515076  
DME 515078  
DME 515080  
DME 515081  
DME 515082  
DME 515087 – DME 515091, inclusive  
DME 515096  
DME 515097  
DME 515101  
DME 515102  
DME 515103  
DME 515105  
DME 515106  
DME 515108  
DME 515111  
DME 515115  
DME 515117  
DME 515119 - DME515124, inclusive  
RMGX004201

Section Chief  
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RMGX004202  
RMGX004205  
RMGX004239  
RMGX004242  
RMGX004245  
RMGX004273  
RMGX004287  
RMGX004288  
RMGX004290  
RMGX004291  
RMGX004292  
RMGX004293  
RMGX004297  
RMGX005013 - RMGX005023, inclusive  
RMGX005025 - RMGX005040, inclusive  
RMGX005042 - RMGX005066, inclusive  
RMGX005068  
RMGX005069  
RMGX005072

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

Memorandum of Seventeenth Amendment to Amended and Restated  
Master Railroad Security Agreement.

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

**MEMORANDUM OF SEVENTEENTH AMENDMENT TO AMENDED AND  
RESTATED MASTER RAILROAD SECURITY AGREEMENT**

This Memorandum of Seventeenth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of October 27, 2016 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (“RBFC”); and ALF I, INC., an Illinois corporation; ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; ALF P-I, INC., an Illinois corporation; BANGOR & AROOSTOOK HOLDINGS, INC., a Maine corporation; RLH1 LLC, a Delaware limited liability company; ALF IV, INC., an Illinois corporation; AVF II, L.L.C., a Delaware limited liability company; ALF VII, LLC, an Illinois limited liability company; and ALF II, INC., an Illinois corporation; and each a Subsidiary or an Affiliate of RBFC and each of which has its chief executive office located at 70 West Madison Street, Suite 2340, Chicago, Illinois 60602 (each and collectively, the “Grantor”), and MB FINANCIAL BANK, N.A., a national banking association (the “Administrative Agent”), whose address is 6111 North River Road, Rosemont, Illinois 60018; respecting the Seventeenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of October 27, 2016 (the “Seventeenth Amendment to Security Agreement”).

Pursuant to the Seventeenth Amendment to Security Agreement, Grantor and Administrative Agent hereby affirm and acknowledge that Grantor has granted to Administrative Agent, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on **Exhibit A** attached hereto, including all rents, leases and profits related thereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Seventeenth Amendment to Amended and Restated Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

*[Signature Page to Follow]*

**Grantor:**  
ALF P-II, INC., an Illinois corporation

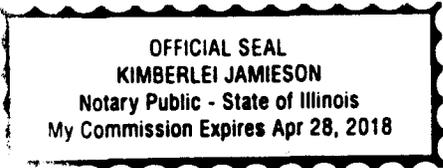
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )       SS:

On this 27<sup>th</sup> of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of ALF P-II, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



ALF P-I, INC., an Illinois corporation

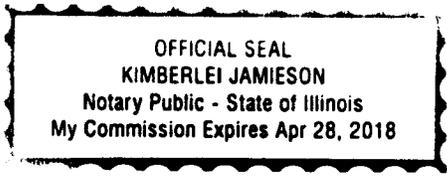
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )     SS:

On this 27<sup>th</sup> of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



BANGOR & AROOSTOOK HOLDINGS,  
INC., a Maine corporation

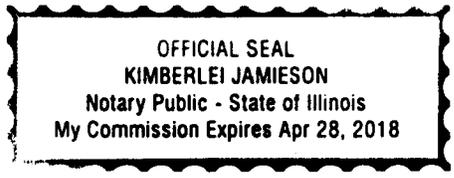
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )        SS:

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



RESIDUAL BASED FINANCE  
CORPORATION, an Illinois corporation

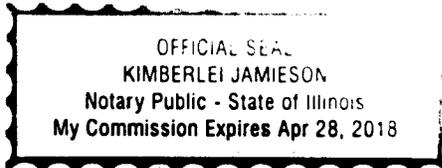
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )     SS:

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires

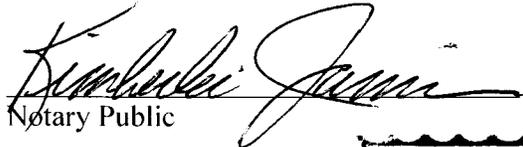


ALF P-III, INC., an Illinois corporation

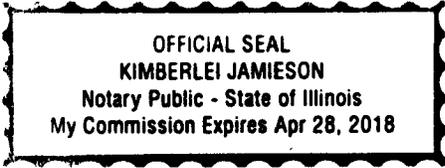
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )    SS:  
COUNTY OF COOK                    )

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



RLHI LLC, a Delaware limited liability company

By:   
Name: Glenn P. Davis  
Title: Director

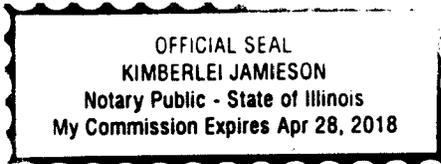
STATE OF ILLINOIS            )  
  )  
COUNTY OF COOK            )

SS:

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is Director of RLHI LLC, that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



ALF IV, INC., an Illinois corporation

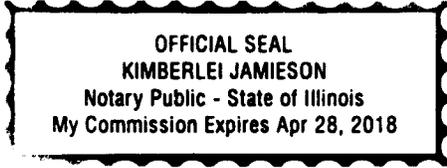
By:   
Name: Glenn P. Davis  
Title: President

STATE OF ILLINOIS                    )  
  )  
COUNTY OF COOK                    )     SS:

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF IV, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



AVF II, L.L.C., an Illinois limited liability company

By: ALF II, Inc., an Illinois corporation

Its: Manager

By: 

Name: Glenn P. Davis

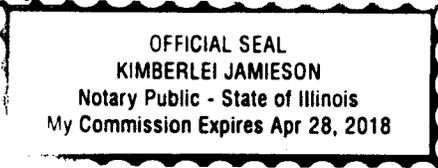
Title: President

STATE OF ILLINOIS                    )  
  )    SS:  
COUNTY OF COOK                    )

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of the Manager of AVF II, L.L.C., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

By: 

Name: Glenn P. Davis

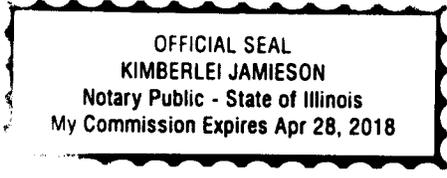
Title: President

STATE OF ILLINOIS                    )  
  )    SS:  
COUNTY OF COOK                    )

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the Manager of ALF VII, LLC, that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



ALF II, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

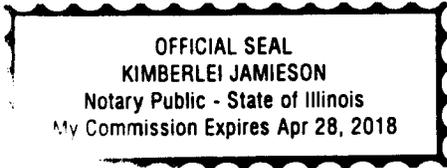
Title: President

STATE OF ILLINOIS                    )  
  )    SS:  
COUNTY OF COOK                    )

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the President of ALF II, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



ALF I, INC., an Illinois corporation

By: 

Name: Glenn P. Davis

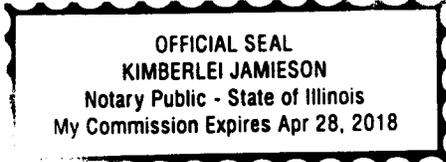
Title: President

STATE OF ILLINOIS                    )  
  )    SS:  
COUNTY OF COOK                    )

On this 27<sup>th</sup> day of October, 2016, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the President of ALF I, INC., that said instrument was signed on behalf of said banking 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.

  
Notary Public

My Commission Expires



Agreed and accepted:

**Bank:**

MB FINANCIAL BANK, N.A., a national banking association, as Administrative Agent under the Amended and Restated Master Loan Agreement

By: Keith J. Niebrugge  
Name: Keith J. Niebrugge  
Title: Senior Vice President

STATE OF ILLINOIS) ) SS:  
COUNTY OF COOK )

On this 27 day of October, 2016, before me personally appeared Keith J. Niebrugge, to me personally known, who being duly sworn, stated that he is the Senior Vice President of MB FINANCIAL BANK, N.A., as Administrative Agent, that said instrument was signed on behalf of said banking 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.

Chaunte Hess  
Notary Public

My Commission Expires



**Exhibit A**

**Fifty (50) Covered Hopper Cars (Graymont Western)**

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>	<b>Builder</b>
1	AEX 011575	C113	3/1/81	4750	263000	BERW
2	AEX 011579	C113	4/1/81	4750	263000	BERW
3	AEX 011580	C113	5/1/81	4750	263000	BERW
4	AEX 011581	C113	5/1/81	4750	263000	BERW
5	AEX 011657	C113	3/1/81	4750	263000	IA
6	AEX 011658	C113	2/1/81	4750	263000	IA
7	AEX 011783	C113	2/1/80	4750	263000	PE
8	AEX 011786	C113	5/1/82	4750	263000	BERW
9	AEX 011925	C113	4/1/80	4750	263000	TRIN
10	AEX 019049	C113	8/1/82	4750	263000	BERW
11	AEX 019050	C113	9/1/82	4750	263000	BERW
12	AEX 019055	C113	3/1/81	4750	263000	IA
13	AEX 019098	C113	2/1/80	4750	268000	IA
14	AEX 019099	C113	2/1/80	4750	268000	IA
15	AEX 019125	C113	5/1/79	4750	268000	PS
16	AEX 019132	C113	5/1/79	4750	268000	PS
17	AEX 019135	C113	5/1/79	4750	268000	PS
18	AEX 019143	C113	1/1/80	4750	268000	IA
19	AEX 019147	C113	1/1/80	4750	263000	IA
20	AEX 019149	C113	12/1/80	4750	268000	IA
21	AEX 019150	C113	11/1/80	4750	263000	IA
22	AEX 019151	C113	7/1/81	4750	268000	IA
23	AEX 019153	C113	6/1/81	4750	268000	IA
24	AEX 019156	C113	7/1/81	4750	268000	IA
25	AEX 019157	C113	7/1/81	4750	268000	IA
26	AEX 019158	C113	7/1/81	4750	268000	IA
27	AEX 019159	C113	7/1/81	4750	263000	IA
28	AEX 019160	C113	7/1/81	4750	268000	IA
29	AEX 019163	C113	8/1/81	4750	268000	IA
30	AEX 019164	C113	8/1/81	4750	268000	IA
31	AEX 019165	C113	12/1/81	4750	268000	IA
32	AEX 019166	C113	12/1/81	4750	268000	IA
33	AEX 019168	C113	1/1/82	4750	268000	IA
34	AEX 019169	C113	1/1/82	4750	268000	IA
35	AEX 019173	C113	2/1/82	4750	268000	IA
36	AEX 019174	C113	3/1/82	4750	268000	IA
37	AEX 019175	C113	3/1/82	4750	268000	IA
38	AEX 019179	C113	3/1/81	4750	268000	IA
39	AEX 019180	C113	2/1/81	4750	268000	IA
40	AEX 019181	C113	2/1/81	4750	263000	IA
41	AEX 019183	C113	3/1/81	4750	268000	IA
42	AEX 019184	C113	2/1/81	4750	268000	IA

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>	<b>Builder</b>
43	AEX 019185	C113	3/1/81	4750	268000	IA
44	AEX 019186	C113	3/1/81	4750	268000	IA
45	AEX 019187	C113	3/1/81	4750	268000	IA
46	AEX 019188	C113	3/1/81	4750	268000	IA
47	AEX 019189	C113	3/1/81	4750	268000	IA
48	AEX 019192	C113	5/1/81	4750	268000	IA
49	AEX 019193	C113	10/1/81	4750	268000	IA
50	AEX 019194	C113	10/1/81	4750	268000	IA

**Fifty (50) BSP built, Gondolas Cars (Iowa Interstate)**

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>
1	IAIS006500	G616	11/1/1979	2920	263000
2	IAIS006501	G616	11/1/1979	2920	263000
3	IAIS006502	G616	11/1/1979	2920	263000
4	IAIS006503	G616	11/1/1979	2920	263000
5	IAIS006504	G616	11/1/1979	2920	263000
6	IAIS006505	G616	11/1/1979	2920	263000
7	IAIS006506	G616	11/1/1979	2920	263000
8	IAIS006507	G616	11/1/1979	2920	263000
9	IAIS006508	G616	11/1/1979	2920	263000
10	IAIS006509	G616	4/1/1980	2920	263000
11	IAIS006510	E734	2/1/1980	2920	263000
12	IAIS006511	G616	11/1/1979	2920	263000
13	IAIS006512	G616	11/1/1979	2920	263000
14	IAIS006513	G616	11/1/1979	2920	263000
15	IAIS006514	G616	11/1/1979	2920	263000
16	IAIS006515	G616	11/1/1979	2920	263000
17	IAIS006516	G616	11/1/1979	2920	263000
18	IAIS006517	G616	11/1/1979	2920	263000
19	IAIS006518	G616	11/1/1979	2920	263000
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21	IAIS006520	G616	12/1/1979	2920	263000
22	IAIS006521	G616	12/1/1979	2920	263000
23	IAIS006522	G616	12/1/1979	2920	263000
24	IAIS006523	G616	12/1/1979	2920	263000
25	IAIS006524	G616	1/1/1980	2920	263000
26	IAIS006525	G616	1/1/1980	2920	263000
27	IAIS006526	G616	1/1/1980	2920	263000
28	IAIS006527	G616	1/1/1980	2920	263000
29	IAIS006528	G616	1/1/1980	2920	263000
30	IAIS006529	G616	1/1/1980	2920	263000
31	IAIS006530	G616	2/1/1980	2920	263000
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33	IAIS006532	G616	2/1/1980	2920	263000
34	IAIS006533	G616	2/1/1980	2920	263000
35	IAIS006534	G616	2/1/1980	2920	263000
36	IAIS006535	G616	2/1/1980	2920	263000
37	IAIS006536	G616	2/1/1980	2920	263000
38	IAIS006537	G616	2/1/1980	2920	263000
39	IAIS006538	G616	4/1/1980	2920	263000
40	IAIS006539	G616	4/1/1980	2920	263000
41	IAIS006540	G616	4/1/1980	2920	263000

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>
42	IAIS006541	G616	4/1/1980	2920	263000
43	IAIS006542	G616	4/1/1980	2920	263000
44	IAIS006543	G616	4/1/1980	2920	263000
45	IAIS006544	G616	4/1/1980	2920	263000
46	IAIS006545	G616	4/1/1980	2920	263000
47	IAIS006546	G616	5/1/1980	2920	263000
48	IAIS006547	G616	5/1/1980	2920	263000
49	IAIS006548	G616	5/1/1980	2920	263000
50	IAIS006549	G616	11/1/1979	2920	263000

**Sixty Nine (69) Gondola Cars (Lafarge)**

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>	<b>Builder</b>
1	RMGX004201	E534	5/1/78	2494	286000	THRL
2	RMGX004202	E534	5/1/78	2494	286000	THRL
3	RMGX004205	E534	5/1/78	2494	286000	THRL
4	RMGX004239	E534	5/1/78	2494	286000	THRL
5	RMGX004242	E534	5/1/78	2494	286000	THRL
6	RMGX004245	E534	5/1/78	2494	286000	THRL
7	RMGX004273	E534	5/1/78	2494	286000	THRL
8	RMGX004287	E534	5/1/78	2494	286000	THRL
9	RMGX004288	E534	5/1/78	2494	286000	THRL
10	RMGX004290	E534	5/1/78	2494	286000	THRL
11	RMGX004291	E534	5/1/78	2494	286000	THRL
12	RMGX004292	E534	5/1/78	2494	286000	THRL
13	RMGX004293	E534	5/1/78	2494	286000	THRL
14	RMGX004297	E534	5/1/78	2494	286000	THRL
15	RMGX005013	E534	9/1/80	2500	263000	ACFX
16	RMGX005014	E534	10/1/80	2500	263000	ACFX
17	RMGX005015	E534	11/1/80	2500	263000	ACFX
18	RMGX005016	E534	11/1/80	2500	263000	ACFX
19	RMGX005017	E534	12/1/80	2500	263000	ACFX
20	RMGX005018	E534	1/1/81	2500	263000	ACFX
21	RMGX005019	E534	2/1/81	2500	263000	ACFX
22	RMGX005020	E534	4/1/81	2500	263000	ACFX
23	RMGX005021	E534	4/1/81	2500	263000	ACFX
24	RMGX005022	E534	4/1/81	2500	263000	ACFX
25	RMGX005023	E534	4/1/81	2500	263000	ACFX
26	RMGX005025	E534	8/1/82	2500	263000	ACFX
27	RMGX005026	E534	9/1/82	2500	263000	ACFX
28	RMGX005027	E534	10/1/82	2500	263000	ACFX
29	RMGX005028	E534	11/1/82	2500	263000	ACFX
30	RMGX005029	E534	11/1/82	2500	263000	ACFX
31	RMGX005030	E534	1/1/83	2500	263000	ACFX
32	RMGX005031	E534	3/1/83	2500	263000	ACFX
33	RMGX005032	E534	3/1/83	2500	263000	ACFX
34	RMGX005033	E534	12/1/80	2500	263000	ACFX
35	RMGX005034	E534	11/1/82	2500	263000	ACFX
36	RMGX005035	E534	5/1/81	2500	263000	ACFX
37	RMGX005036	E534	11/1/82	2500	263000	ACFX
38	RMGX005037	E534	12/1/80	2500	263000	ACFX
39	RMGX005038	E534	4/1/81	2500	263000	ACFX
40	RMGX005039	E534	5/1/81	2500	263000	ACFX
41	RMGX005040	E534	4/1/81	2500	263000	ACFX

	<b>Road Mark/ Number</b>	<b>Equip Code</b>	<b>Build Date</b>	<b>C.F. Capacity</b>	<b>Rail Wgt</b>	<b>Builder</b>
42	RMGX005042	E534	9/1/80	2500	263000	ACFX
43	RMGX005043	E534	9/1/80	2500	263000	ACFX
44	RMGX005044	E534	9/1/80	2500	263000	ACFX
45	RMGX005045	E534	9/1/80	2500	263000	ACFX
46	RMGX005046	E534	9/1/80	2500	263000	ACFX
47	RMGX005047	E534	9/1/80	2500	263000	ACFX
48	RMGX005048	E534	9/1/80	2500	263000	ACFX
49	RMGX005049	E534	9/1/80	2500	263000	ACFX
50	RMGX005050	E534	9/1/80	2500	263000	ACFX
51	RMGX005051	E534	9/1/80	2500	263000	ACFX
52	RMGX005052	E534	9/1/80	2500	263000	ACFX
53	RMGX005053	E534	9/1/80	2500	263000	ACFX
54	RMGX005054	E534	9/1/80	2500	263000	ACFX
55	RMGX005055	E534	9/1/80	2500	263000	ACFX
56	RMGX005056	E534	5/1/78	2494	286000	THRL
57	RMGX005057	E534	5/1/78	2494	286000	THRL
58	RMGX005058	E534	5/1/78	2494	286000	THRL
59	RMGX005059	E534	5/1/78	2494	286000	THRL
60	RMGX005060	E534	5/1/78	2494	286000	THRL
61	RMGX005061	E534	5/1/78	2494	286000	THRL
62	RMGX005062	E534	5/1/78	2494	286000	THRL
63	RMGX005063	E534	5/1/78	2494	286000	THRL
64	RMGX005064	E534	5/1/78	2494	286000	THRL
65	RMGX005065	E534	5/1/78	2494	286000	THRL
66	RMGX005066	E534	5/1/78	2494	286000	THRL
67	RMGX005068	E534	5/1/78	2494	286000	THRL
68	RMGX005069	E534	5/1/78	2494	286000	THRL
69	RMGX005072	E534	9/1/80	2500	263000	Unknown

59 Covered Hoppers (DM & E)

	Mark	Number
1	DME	515001
2	DME	515004
3	DME	515005
4	DME	515009
5	DME	515012
6	DME	515013
7	DME	515018
8	DME	515023
9	DME	515025
10	DME	515028
11	DME	515031
12	DME	515032
13	DME	515034
14	DME	515036
15	DME	515039
16	DME	515040
17	DME	515044
18	DME	515045
19	DME	515048
20	DME	515049
21	DME	515053
22	DME	515054
23	DME	515056
24	DME	515058
25	DME	515060
26	DME	515062
27	DME	515063
28	DME	515067
29	DME	515070
30	DME	515071
31	DME	515076
32	DME	515078
33	DME	515080
34	DME	515081
35	DME	515082
36	DME	515087
37	DME	515088

	Mark	Number
38	DME	515089
39	DME	515090
40	DME	515091
41	DME	515096
42	DME	515097
43	DME	515101
44	DME	515102
45	DME	515103
46	DME	515105
47	DME	515106
48	DME	515108
49	DME	515111
50	DME	515115
51	DME	515117
52	DME	515119
53	DME	515120
54	DME	515121
55	DME	515122
56	DME	515123
57	DME	515124
58	DME	515128
59	DME	515129

**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 28, 2016

*Edward M. Luria*

\_\_\_\_\_  
Edward M. Luria