

RECORDATION NO 30545  
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

December 11, 2012

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 Security Agreement and Lease Assignment, dated as of December 10, 2012, 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:

Borrower: ALF VII, LLC  
c/o RESIDCO  
70 West Madison Street, Suite 2340  
Chicago, Illinois 60606

Lender: Wells Fargo Equipment Finance, Inc.  
733 Marquette Avenue South, Suite 700  
Minneapolis, Minnesota 55402

Section Chief  
December 11, 2012  
Page 2

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

711 railcars within the following series:

ATW 750250  
DSRC 182815  
DSRC 460071 – DSRC 460434  
HLMX 4108 - HLMX 4168  
HLMX 292830  
HLMX 750139 - HLMX 750439  
HMBX 291172 - HMBX 292929  
HMBX 750023 - HMBX 750482  
KBSR 182925 – KBSR 182985  
KBSR 463008 – KBSR 470156  
RRRX 102 – RRRX 170  
RRRX 402 – RRRX 414  
RRRX 1104  
RRRX 2022 – RRRX 2148  
RRRX 21002 -RRRX 21039  
RRRX 182739 – RRRX 182997  
RRRX 192910  
RRRX 192922  
RRRX 460084 – RRRX 470159  
TIMX 88002 - TIMX 88499  
TIMX 901700 - TIMX 901899

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

Memorandum of Security Agreement and Lease Assignment.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem  
Enclosures

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**MEMORANDUM OF SECURITY AGREEMENT  
AND LEASE ASSIGNMENT**

**dated as of December 10, 2012,**

**between**

**ALF VII, LLC,  
as Borrower**

**and**

**WELLS FARGO EQUIPMENT FINANCE, INC.,  
as Lender**

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## MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT

THIS MEMORANDUM OF SECURITY AGREEMENT AND LEASE ASSIGNMENT, dated as of December 10, 2012, by and between ALF VII, LLC ("Borrower") and WELLS FARGO EQUIPMENT FINANCE, INC. ("Lender").

1. Lender has made a loan to Borrower pursuant to a Loan and Security Agreement dated as of the date hereof (as amended from time to time, the "Security Agreement").

2. Pursuant to the Security Agreement, Borrower grants to Lender a security interest in and assignment of all of Borrower's right, title and interest in, to and under (but none of its obligations with respect to), whether now owned or hereafter acquired:

(i) all of those railcars (collectively, the "Railcars") as more fully described in Exhibit A attached hereto and made a part hereof, and all replacements and substitutions therefor and accessions thereto;

(ii) those certain leasing agreements set forth on Schedule 1 attached hereto and made a part hereof (individually a "Lease" and collectively, with all schedules, riders and (x) any and all other exhibits, amendments, addenda, instruments, guarantees, and other agreements related thereto, and (y) any other lease agreement with respect to the Railcars from time to time entered into between Borrower and any lessee thereunder with respect to the Railcars, together with all related exhibits, amendments, addenda, instruments, guarantees, and other agreements related thereto, are referred to herein, collectively, as the "Leases"), and the related lease documents.

(iii) any and all rent, casualty, indemnity and other payments due under the Leases and the related lease documents (other than any amounts payable to Borrower for its own account pursuant to any indemnity provisions in the Leases or related lease documents or any insurance proceeds payable under any public liability policies maintained by any under any Lease that by their terms are payable directly to Borrower for its own account);

(iv) all of Borrower's rights and entitlements under the Leases and related lease documents, including, among other things, the right to receive notices and financial information, to give or withhold consents or waivers, to declare or waive any default and/or exercise all remedies thereunder and to take any and all other actions associated with the Leases and the related lease documents or the Railcars;

(v) all related accounts, chattel paper, guaranties, security deposits, collateral pledges, supporting obligations, deposit accounts and general intangibles; and

(vi) all proceeds of the foregoing.

3. This Memorandum of Security Agreement and Lease Assignment may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Security Agreement and Lease Assignment to be executed by its duly authorized officer as of the date first above written.

ALF VII, LLC,  
as Borrower

By: Residual Based Finance Corporation, its Manager

By: *Vincent A. Kolber*  
Name: \_\_\_\_\_  
Title: **Vincent A. Kolber**  
**President**

STATE OF ILLINOIS )  
CITY OF Chicago )

to wit:

I hereby certify that on this \_\_\_\_ day of December, 2012, before me, personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, who acknowledged himself/herself to be the President of Manager of ALF VII, LLC, and acknowledged that s/he, as such President of Manager, being authorized so to do, executed the instrument for the purposes therein contained by signing the name of ALF VII, LLC by himself/herself as President of Manager.



*Juanita Chandler*  
Notary Public



EXHIBIT A

DESCRIPTION OF RAILCARS BY LEASE AGREEMENT

1. Master Lease Agreement dated as of March 1, 1998 between Helm Financial Corporation and Canadian Pacific Railway Company and Schedule No. 9 dated as of September 15, 2003

ATW 750250	HMBX 291341	HMBX 750133
HLMX 750246	HMBX 291346	HMBX 750143
HLMX 750256	HMBX 291362	HMBX 750154
HLMX 750292	HMBX 291375	HMBX 750155
HLMX 750301	HMBX 291397	HMBX 750167
HLMX 750313	HMBX 291408	HMBX 750170
HLMX 750330	HMBX 750023	HMBX 750171
HLMX 750335	HMBX 750029	HMBX 750174
HLMX 750336	HMBX 750030	HMBX 750178
HLMX 750342	HMBX 750032	HMBX 750179
HLMX 750345	HMBX 750037	HMBX 750182
HLMX 750349	HMBX 750039	HMBX 750184
HLMX 750351	HMBX 750049	HMBX 750196
HLMX 750356	HMBX 750258	HMBX 750205
HLMX 750359	HMBX 750262	HMBX 750207
HLMX 750372	HMBX 750266	HMBX 750210
HLMX 750382	HMBX 750277	HMBX 750216
HLMX 750389	HMBX 750280	HMBX 750218
HLMX 750393	HMBX 750282	HMBX 750223
HLMX 750394	HMBX 750283	HMBX 750225
HLMX 750395	HMBX 750287	HMBX 750226
HLMX 750413	HMBX 750076	HMBX 750232
HLMX 750414	HMBX 750085	HMBX 750236
HLMX 750416	HMBX 750087	HMBX 750239
HLMX 750420	HMBX 750089	HMBX 750241
HLMX 750424	HMBX 750090	HMBX 750243
HLMX 750453	HMBX 750093	HMBX 750295
HLMX 750455	HMBX 750096	HMBX 750357
HLMX 750459	HMBX 750097	HMBX 750386
HMBX 291172	HMBX 750099	HMBX 750425
HMBX 291178	HMBX 750103	HMBX 750431
HMBX 291198	HMBX 750104	HMBX 750435
HMBX 291300	HMBX 750109	HMBX 750442
HMBX 291304	HMBX 750117	HMBX 750446
HMBX 291306	HMBX 750122	HMBX 750460
HMBX 291310	HMBX 750123	HMBX 750474
HMBX 291319	HMBX 750125	HMBX 750478
HMBX 291338	HMBX 750132	HMBX 750482

2. Lease Agreement dated as of January 23, 2003 between MRXX Corp. and Central States Enterprises

RRRX 2022	RRRX 2127	RRRX 182910	RRRX 2145
RRRX 182782	RRRX 182817	RRRX 182940	RRRX 182840
RRRX 182873	RRRX 182904	RRRX 182988	RRRX 182917
RRRX 182922	RRRX 460201	RRRX 460209	RRRX 182960
RRRX 182968	RRRX 460269	RRRX 460277	RRRX 460137
RRRX 460191	RRRX 460314	RRRX 460315	RRRX 460230
RRRX 460294	RRRX 460337		RRRX 460282
RRRX 460328			

3. Lease Agreement dated as of December 13, 2002 between MRXX Corp. and Central States Enterprises

RRRX 1104	RRRX 2063	RRRX 2133	RRRX 182763
RRRX 2139	RRRX 2140	RRRX 2148	RRRX 182811
RRRX 182768	RRRX 182754	RRRX 182757	RRRX 182834
RRRX 182819	RRRX 182805	RRRX 182807	RRRX 182929
RRRX 182837	RRRX 182822	RRRX 182829	RRRX 182954
RRRX 182919	RRRX 182858	RRRX 182921	RRRX 182967
RRRX 182941	RRRX 182943	RRRX 182965	RRRX 182993
RRRX 182970	RRRX 182957	RRRX 182989	RRRX 460089
RRRX 182994	RRRX 182975	RRRX 460084	RRRX 460200
RRRX 460111	RRRX 182997	RRRX 460189	RRRX 460235
RRRX 460215	RRRX 460139	RRRX 460226	RRRX 460336
RRRX 460242	RRRX 460218	RRRX 460252	RRRX 460394
RRRX 460317	RRRX 460250	RRRX 460335	RRRX 463017
RRRX 460355	RRRX 460319	RRRX 460429	
RRRX 460400	RRRX 460359	RRRX 2135	
RRRX 463020	RRRX 460407	RRRX 182739	

4. Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and Dow Chemical Company

**Rider Ten (10)**

TIMX 901700	TIMX 901771	TIMX 901840
TIMX 901701	TIMX 901774	TIMX 901843
TIMX 901702	TIMX 901776	TIMX 901844
TIMX 901705	TIMX 901777	TIMX 901846
TIMX 901706	TIMX 901778	TIMX 901849
TIMX 901707	TIMX 901781	TIMX 901850
TIMX 901708	TIMX 901783	TIMX 901851
TIMX 901710	TIMX 901786	TIMX 901852
TIMX 901711	TIMX 901787	TIMX 901853
TIMX 901717	TIMX 901790	TIMX 901854
TIMX 901718	TIMX 901801	TIMX 901855
TIMX 901720	TIMX 901804	TIMX 901860

TIMX 901721	TIMX 901805	TIMX 901861
TIMX 901723	TIMX 901806	TIMX 901862
TIMX 901726	TIMX 901807	TIMX 901866
TIMX 901727	TIMX 901813	TIMX 901867
TIMX 901729	TIMX 901814	TIMX 901869
TIMX 901733	TIMX 901815	TIMX 901870
TIMX 901734	TIMX 901816	TIMX 901871
TIMX 901735	TIMX 901818	TIMX 901872
TIMX 901737	TIMX 901819	TIMX 901873
TIMX 901741	TIMX 901820	TIMX 901874
TIMX 901744	TIMX 901821	TIMX 901876
TIMX 901746	TIMX 901822	TIMX 901877
TIMX 901748	TIMX 901823	TIMX 901878
TIMX 901749	TIMX 901825	TIMX 901879
TIMX 901750	TIMX 901826	TIMX 901880
TIMX 901751	TIMX 901827	TIMX 901884
TIMX 901754	TIMX 901828	TIMX 901885
TIMX 901755	TIMX 901829	TIMX 901888
TIMX 901759	TIMX 901830	TIMX 901889
TIMX 901761	TIMX 901831	TIMX 901891
TIMX 901762	TIMX 901832	TIMX 901892
TIMX 901763	TIMX 901834	TIMX 901895
TIMX 901765	TIMX 901836	TIMX 901896
TIMX 901767	TIMX 901837	TIMX 901898
TIMX 901768	TIMX 901838	TIMX 901856
TIMX 901769	TIMX 901839	TIMX 901858
TIMX 901770		

5. Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and Dow Chemical Company

**Rider Eleven (11)**

TIMX 901703	TIMX 901760	TIMX 901811
TIMX 901704	TIMX 901764	TIMX 901817
TIMX 901709	TIMX 901766	TIMX 901824
TIMX 901712	TIMX 901772	TIMX 901833
TIMX 901713	TIMX 901773	TIMX 901835
TIMX 901714	TIMX 901775	TIMX 901842
TIMX 901715	TIMX 901779	TIMX 901845
TIMX 901716	TIMX 901780	TIMX 901847
TIMX 901719	TIMX 901782	TIMX 901848
TIMX 901722	TIMX 901784	TIMX 901841
TIMX 901724	TIMX 901785	TIMX 901857
TIMX 901728	TIMX 901788	TIMX 901859
TIMX 901730	TIMX 901789	TIMX 901863
TIMX 901731	TIMX 901791	TIMX 901864
TIMX 901732	TIMX 901792	TIMX 901865

TIMX 901736	TIMX 901793	TIMX 901868
TIMX 901738	TIMX 901794	TIMX 901875
TIMX 901739	TIMX 901795	TIMX 901881
TIMX 901742	TIMX 901796	TIMX 901882
TIMX 901743	TIMX 901797	TIMX 901883
TIMX 901745	TIMX 901798	TIMX 901886
TIMX 901747	TIMX 901799	TIMX 901887
TIMX 901752	TIMX 901800	TIMX 901890
TIMX 901753	TIMX 901802	TIMX 901893
TIMX 901756	TIMX 901803	TIMX 901894
TIMX 901757	TIMX 901809	TIMX 901897
TIMX 901758	TIMX 901810	TIMX 901899

6. Railroad Car Lease Agreement dated as of March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R+M) (Assigned to Braskem PP Americans, Inc. pursuant to that certain Assignment and Assumption Agreement dated April 1, 2010 by and between Sunoco, Inc. (R&M) and Braskem PP Americas, Inc.)

TIMX 88002	TIMX 88405
TIMX 88022	TIMX 88406
TIMX 88056	TIMX 88410
TIMX 88080	TIMX 88412
TIMX 88083	TIMX 88414
TIMX 88087	TIMX 88416
TIMX 88211	TIMX 88417
TIMX 88212	TIMX 88421
TIMX 88213	TIMX 88422
TIMX 88216	TIMX 88436
TIMX 88217	TIMX 88437
TIMX 88223	TIMX 88443
TIMX 88225	TIMX 88448
TIMX 88244	TIMX 88451
TIMX 88249	TIMX 88452
TIMX 88251	TIMX 88458
TIMX 88252	TIMX 88462
TIMX 88268	TIMX 88466
TIMX 88274	TIMX 88470
TIMX 88275	TIMX 88473
TIMX 88276	TIMX 88474
TIMX 88281	TIMX 88475
TIMX 88282	TIMX 88476
TIMX 88284	TIMX 88488
TIMX 88291	TIMX 88296
TIMX 88271	

7. Railroad Car Lease Agreement dated April 24, 1997 between Trinity Industries Leasing Company and Formosa Plastics Corporation, USA

TIMX 88003	TIMX 88227
TIMX 88004	TIMX 88229
TIMX 88008	TIMX 88232
TIMX 88019	TIMX 88233
TIMX 88031	TIMX 88235
TIMX 88034	TIMX 88242
TIMX 88036	TIMX 88261
TIMX 88039	TIMX 88262
TIMX 88042	TIMX 88270
TIMX 88045	TIMX 88286
TIMX 88051	TIMX 88298
TIMX 88052	TIMX 88404
TIMX 88057	TIMX 88411
TIMX 88058	TIMX 88415
TIMX 88060	TIMX 88418
TIMX 88063	TIMX 88435
TIMX 88066	TIMX 88442
TIMX 88068	TIMX 88450
TIMX 88069	TIMX 88480
TIMX 88093	TIMX 88481
TIMX 88098	TIMX 88482
TIMX 88100	TIMX 88499
TIMX 88218	

8. Lease Agreement dated as of February 13, 2003 between MRXX Corp. and Interstate Commodities, Inc.

KBSR002146	RRRX460297	KBSR470044
RRRX182798	RRRX460378	KBSR470065
RRRX182812	DSRC460397	RRRX470071
DSRC182815	DSRC460404	RRRX470081
KBSR182925	RRRX460413	RRRX470088
KBSR182935	RRRX460421	RRRX470094
KBSR182936	RRRX460422	RRRX470098
RRRX182938	DSRC460432	RRRX470119
RRRX182972	DSRC460434	KBSR470120
RRRX182981	RRRX460439	KBSR470122
KBSR182985	RRRX463003	RRRX470130
RRRX182986	KBSR463008	KBSR470137
DSRC460071	RRRX463009	KBSR470139
DSRC460133	RRRX463023	KBSR470145
RRRX460190	KBSR463024	RRRX470149
RRRX460194	KBSR463025	KBSR470156
DSRC460251	RRRX470032	RRRX470157
RRRX460267	RRRX470039	RRRX470159

9. Lease Agreement dated as of January 1, 2012 between MRXX Corp. and Interstate Commodities, Inc.

RRRX402	RRRX21010	RRRX21039
RRRX404	RRRX21011	RRRX000102
RRRX405	RRRX21015	RRRX000108
RRRX407	RRRX21021	RRRX000112
RRRX410	RRRX21023	RRRX000120
RRRX411	RRRX21025	RRRX000121
RRRX413	RRRX21027	RRRX000126
RRRX414	RRRX21028	RRRX000147
RRRX21002	RRRX21029	RRRX000153
RRRX21004	RRRX21033	RRRX000155
RRRX21005	RRRX21035	RRRX000170
RRRX21008	RRRX21037	RRRX000166

10. Full Maintenance Lease Agreement dated as of April 21, 2010 between BTMU Capital Corporation and Interstate Commodities, Inc.

HMBX 292830	HMBX 292864	HMBX 292896
HMBX 292831	HMBX 292865	HMBX 292897
HMBX 292832	HMBX 292866	HMBX 292898
HMBX 292833	HMBX 292867	HMBX 292899
HMBX 292834	HMBX 292868	HMBX 292900
HMBX 292835	HMBX 292869	HMBX 292901
HMBX 292836	HMBX 292870	HMBX 292902
HMBX 292837	HMBX 292871	HMBX 292903
HMBX 292838	HMBX 292872	HMBX 292904
HMBX 292839	HMBX 292873	HMBX 292905
HMBX 292840	HMBX 292874	HMBX 292906
HMBX 292841	HMBX 292875	HMBX 292907
HMBX 292842	HMBX 292876	HMBX 292908
HMBX 292843	HMBX 292877	HMBX 292909
HMBX 292844	HMBX 292878	HMBX 292910
HMBX 292845	HMBX 292879	HMBX 292911
HMBX 292846	HMBX 292880	HMBX 292912
HMBX 292847	HMBX 292881	HMBX 292913
HMBX 292848	HMBX 292882	HMBX 292914
HMBX 292849	HMBX 292883	HMBX 292915
HMBX 292850	HMBX 292884	HMBX 292918
HMBX 292851	HMBX 292885	HMBX 292919
HMBX 292852	HMBX 292886	HMBX 292921
HMBX 292853	HMBX 292887	HMBX 292922
HMBX 292854	HMBX 292888	HMBX 292923
HMBX 292855	HMBX 292889	HMBX 292924
HMBX 292856	HMBX 292890	HMBX 292925
HMBX 292857	HMBX 292891	HMBX 292926
HMBX 292859	HMBX 292892	HMBX 292927

HMBX 292860	HMBX 292893	HMBX 292928
HMBX 292861	HMBX 292894	HMBX 292929
HMBX 292862	HMBX 292895	
HMBX 292863		

11. Master Lease Agreement dated as of July 14, 2004 between Helm Financial Corporation and Tyson Fresh Meats, Inc.

HMBX 750084	HLMX 750227
HMBX 750098	HLMX 750264
HLMX 750139	HLMX 750267
HMBX 750145	HLMX 750285
HLMX 750151	HLMX 750299
HLMX 750156	HLMX 750439
HLMX 750159	HLMX 750444
HLMX 750203	HLMX 750447
HLMX 750214	HMBX 750036
HLMX 750221	

12. Full Maintenance Lease Agreement dated as of February 25, 1998 between Helm Financial Corporation and Reed Minerals, a division of Harsco

HLMX 4108  
HLMX 4112  
HLMX 4116  
HLMX 4138  
HLMX 4140  
HLMX 4152  
HLMX 4153  
HLMX 4154  
HLMX 4167  
HLMX 4168

## SCHEDULE 1

### LEASE AGREEMENTS

1. Master Lease Agreement dated as of March 1, 1998 between Helm Financial Corporation and Canadian Pacific Railway Company  
  
Schedule No. 9 dated as of September 15, 2003 between Helm Financial Corporation and Canadian Pacific Railway Company  
  
Amendment No. 1 to Schedule No. 9 dated as of November 9, 2004  
  
Amendment No. 2 to Schedule No. 9 dated as of April 7, 2008 and effective as of January 1, 2008  
  
Amendment No. 3 to Schedule No. 9 dated as of February 4, 2010 and effective as of January 1, 2010  
  
Amendment No. 4 to Schedule No. 9 dated as of November 9, 2011
2. Lease Agreement dated as of January 23, 2003 between MRXX Corp. and Central States Enterprises  
  
Amendment No. 1 dated as of August 12, 2004  
  
Amendment No. 2 dated as of October 1, 2007  
  
Amendment No. 3 dated as of July 6, 2010
3. Lease Agreement dated as of December 13, 2002 between MRXX Corp. and Central States Enterprises  
  
Amendment No. 1 dated as of August 12, 2004  
  
Amendment No. 2 dated as of October 1, 2007  
  
Amendment No. 3 dated as of July 6, 2010
4. Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and Dow Chemical Company  
  
Rider Ten (10) to Railroad Car Lease Agreement dated as of March 18, 2011
5. Railroad Car Lease Agreement dated April 15, 1988 between Trinity Industries Leasing Company and Dow Chemical Company  
  
Rider Eleven (11) to Railroad Car Lease Agreement dated as of June 7, 2011

- |     |  |
|-----|--|
| 6.  | <p>Railroad Car Lease Agreement dated as of March 5, 2001 between Trinity Industries Leasing Company and Sunoco, Inc. (R+M) (Assigned to Braskem America, Inc. pursuant to that certain Assignment and Assumption Agreement dated April 1, 2010 by and between Sunoco, Inc. (R&amp;M) and Braskem America, Inc.)</p> <p>Rider Ten (10) to Railroad Car Lease Agreement dated as of December 18, 2009</p> <p>Amendment No. 1 to Rider Ten (10) (undated)</p> <p>Amendment No. 2 to Rider Ten (10) (undated)</p> |
| 7.  | <p>Railroad Car Lease Agreement dated April 24, 1997 between Trinity Industries Leasing Company and Formosa Plastics Corporation, USA</p> <p>Rider Eighteen (18) to Railroad Car Lease Agreement dated as of August 9, 2011</p>  |
| 8.  | <p>Lease Agreement dated as of February 13, 2003 between MRXX Corp. and Interstate Commodities, Inc.</p> <p>Amendment No. 1 to Lease Agreement dated as of April 1, 2006</p> <p>Amendment No. 2 to Lease Agreement dated as of June 19, 2006</p> <p>Amendment No. 3 to Lease Agreement dated as of July 17, 2006</p> <p>Amendment No. 4 to Lease Agreement dated as of June 15, 2011</p>   |
| 9.  | <p>Lease Agreement dated as of January 1, 2012 between MRXX Corp. and Interstate Commodities, Inc.</p>   |
| 10. | <p>Full Maintenance Lease Agreement dated as of April 21, 2010 between BTMU Capital Corporation and Interstate Commodities, Inc.</p> <p>Amendment No. 1 to Full Maintenance Lease Agreement dated as of April 21, 2010</p> <p>Amendment No. 2 to Full Maintenance Lease Agreement dated as of January 1, 2012</p>  |
| 11. | <p>Master Lease Agreement dated as of July 14, 2004 between Helm Financial Corporation and Tyson Fresh Meats, Inc.</p> <p>Schedule No. 2 to Master Lease Agreement dated as of October 28, 2004</p> <p>Amendment No. 1 to Schedule No. 2 dated as of January 1, 2008</p> <p>Amendment No. 2 to Schedule No. 2 dated as of December 13, 2010</p>  |

12. Full Maintenance Lease Agreement dated as of February 25, 1998 between Helm Financial Corporation and Reed Minerals, a division of Harsco

Amendment No. 1 to Full Maintenance Lease Agreement dated as of May 1, 1999

Amendment No. 2 to Full Maintenance Lease Agreement dated as of December 8, 2003

Amendment No. 3 to Full Maintenance Lease Agreement dated as of March 1, 2004

Amendment No. 4 to Full Maintenance Lease Agreement dated as of March 1, 2007

Amendment No. 5 to Full Maintenance Lease Agreement dated as of March 1, 2012

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: \_\_\_\_\_

12/11/12

Edward M Luria

Edward M. Luria