

October 9, 2015

E-mail:
pcala@kozloffstoudt.com

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: Redevelopment Authority of the County of
Berks/Colebrookdale Railroad Preservation Trust - HUD
Section 108 Loan
Colebrookdale Railroad Line, Counties of Berks and
Montgomery, Pennsylvania
Our File No. 110269-29

Dear Section Chief:

In connection with the above mentioned loan, enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is an original Memorandum of Assignment of Security Interest, dated August 25, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents, together with a copy thereof.

The enclosed document relates to the Memorandum of Security Interest previously filed with the Board on September 9, 2015 under Recordation Number 31909.

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

TRANSFEROR:
Redevelopment Authority of the County of Berks
County Services Center - 14th Floor
633 Court Street
Reading, Pennsylvania 19601

TRANSFeree:
Secretary of Housing and Urban Development
451 7th Street, S.W.
Room 7180
Washington, D.C. 20410

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

Five (5) PA - Passenger Service Rail Cars:

EBGX 0000477768
EBGX 0000004970
EBGX 0000005038
EBGX 0000002764
EBGX 0000005033

One (1) D- Locomotive:

EBGX 0000000009

as more particularly set forth in the Memorandum of Security Interest.

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

Memorandum of Assignment of Security Interest.

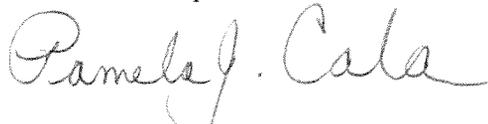
Also enclosed in a check in the amount of \$43.00 payable to the order of the Surface Transportation Board covering the required recording fee.

Kindly return a stamped copy of the enclosed document to the undersigned. For your convenience, I have also included a pre-addressed, stamped envelope for such purpose.

Thank you in advance for your assistance and cooperation in this matter.

Very truly yours,

KOZLOFF STOU DT
Professional Corporation



Pamela J. Cala

MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST

THIS MEMORANDUM OF ASSIGNMENT OF SECURITY INTEREST ("Memorandum") dated as of August 25, 2015, is between the REDEVELOPMENT AUTHORITY OF THE COUNTY OF BERKS, a public body and a body corporate and politic created and organized under the laws of the Commonwealth of Pennsylvania, with offices located at the County Services Center - 14th Floor, 633 Court Street, Reading, Pennsylvania 19601 (the "Transferor"), and the SECRETARY OF HOUSING AND URBAN DEVELOPMENT, with offices located at 451 7th Street, S.W., Room 7180, Washington, D.C. 20410 (the "Transferee").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Transferee has agreed to make certain advances (collectively, the "Advances") to the Transferor pursuant to the terms of that certain Contract For Loan Guarantee Assistance dated August 27, 2015 by and between Transferee and Transferor (the "HUD Section 108 Contract"), and as such indebtedness of the Transferor is evidenced by that certain Variable/Fixed Rate Note dated August 27, 2015 (the "HUD Section 108 Note"), executed and delivered by Transferor to the holder of the HUD Section 108 Note; and

WHEREAS, as a condition of making the Advances, Transferee required the execution and delivery by Transferor of that certain Collateral Assignment of Loan Documents dated August 25, 2015 (the "Collateral Assignment"), which Collateral Assignment included the assignment of all of Transferor's right, title and interest in and to that certain Guarantor Security Agreement dated August 25, 2015 (the "Guarantor Security Agreement") by and between Transferor and the Colebrookdale Railroad Preservation Trust (the "Guarantor"); and

WHEREAS, a Memorandum of Security Interest dated August 25, 2015 was filed with the Surface Transportation Board on September 9, 2015 under STB Recordation Number 31909; and

WHEREAS, the parties now wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in the collateral described in the Guarantor Security Agreement and in the assigned interests described in the Collateral Assignment, and accordingly the parties have caused this Memorandum of Assignment of Security Interest to be executed by their respective duly authorized officers, as of the date first above written.

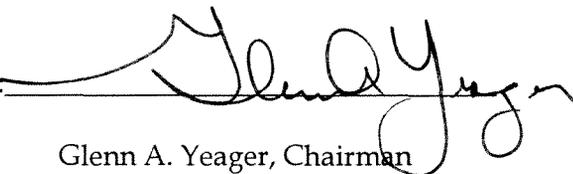
NOW, THEREFORE, for valuable consideration the receipt and sufficiency of which is hereby acknowledged, by this instrument Transferor and Transferee hereby confirm

Transferor's assignment of its security interest in the collateral described in the Guarantor Security Agreement and in the assigned interests described in the Collateral Assignment.

IN WITNESS WHEREOF, both of the undersigned has caused this Memorandum of Assignment of Security Interest to be executed by a duly authorized officer as of the day and year first above written.

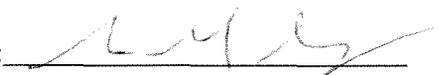
I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority under its organizing Resolution and Bylaws, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

REDEVELOPMENT AUTHORITY OF THE
COUNTY OF BERKS

By: 
Glenn A. Yeager, Chairman

Transferee I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its authorized person, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

SECRETARY OF HOUSING AND URBAN
DEVELOPMENT

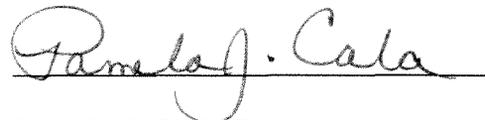
By: 

Marion Mollegen McFadden, Deputy
Assistant Secretary for Grant Programs

CERTIFICATION

I, Pamela J. Cala, an attorney licensed to practice in the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have reviewed the attached original Memorandum of Assignment of Security Interest and have found it to be complete.

Dated: August 25, 2015

A handwritten signature in cursive script that reads "Pamela J. Cala". The signature is written in black ink and is positioned above a horizontal line.

Pamela J. Cala, Esquire