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March 22, 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 an Amendment to Memorandum of Security Agreement, dated as of October 8, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 32013.

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

Borrower: H&K Group, Inc., f/k/a Haines and
Kibblehouse, Inc.
2415 Kutztown Road
Reading, PA 19605

Lender: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

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

1 locomotive: HKGX 3927, and 109 railcars within the following series as more particularly set forth on the attachment to the document: HKGX 21006 – HKGX 21114 (previously marked HLMX); HKGX 21027 – HKGX 21113 (previously marked RTEK); HKGX 153400 – HKGX 153647 (previously marked TUGX); and HKGX 153417 (previously marked RTEK 6190).

Section Chief
March 22, 2016
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A short summary of the document to appear in the index is:

Amendment to Memorandum of Security Agreement.

Also enclosed is a check in the amount of \$43.00 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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

AMENDMENT TO
MEMORANDUM OF SECURITY AGREEMENT

Dated as of January 26, 2016

between

FIFTH THIRD BANK,
Lender

and

H&K GROUP, INC.

Borrower

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2016, at ____:____.M
Recordation Number _____

AMENDMENT TO
MEMORANDUM OF SECURITY AGREEMENT

THIS AMENDMENT TO MEMORANDUM OF SECURITY AGREEMENT dated as of January 26, 2016, amends that certain Memorandum of Security Agreement dated October 8, 2015, made by and between H&K Group, Inc., a Pennsylvania corporation "Borrower", and Fifth Third Bank, an Ohio banking corporation ("Lender").

Borrower and Lender have heretofore executed that certain Loan Agreement dated as of September 1, 2008 and a Chattel Mortgage/Security Agreement dated as of September 1, 2008 (collectively the "Old Agreement"), pertaining to the railcars described therein and further described on Exhibit No. 1 attached hereto (the "Railcars").

A Memorandum of Security Agreement dated October 8, 2015 between Borrower and Lender covering the Old Agreement and the Railcars was recorded at the Surface Transportation Board (the "Board") on November 23, 2015 under Recordation No. 32013.

Now, Borrower and Lender wish to refinance the Railcars pursuant to that certain Loan Agreement dated as of January 26, 2016 and a Chattel Mortgage/Security Agreement dated as of January 26, 2016 (collectively the "New Agreement"), pertaining to the Railcars.

The parties hereto wish to show for public record this Amendment to Memorandum of Security Agreement to provide notice of such modification.

This Amendment to Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

EXHIBIT A
EQUIPMENT DESCRIPTION

One hundred nine (109) railcars and one (1) locomotive marked as follows:

	OLD CAR NUMBER	NEW CAR NUMBER
1	HLMX21006	HKGX21006
2	HLMX21012	HKGX21012
3	HLMX21018	HKGX21018
4	HLMX21032	HKGX21032
5	HLMX21047	HKGX21047
6	HLMX21061	HKGX21061
7	HLMX21064	HKGX21064
8	HLMX21069	HKGX21069
9	HLMX21070	HKGX21070
10	HLMX21073	HKGX21073
11	HLMX21077	HKGX21077
12	HLMX21078	HKGX21078
13	HLMX21084	HKGX21084
14	HLMX21085	HKGX21085
15	HLMX21087	HKGX21087
16	HLMX21090	HKGX21090
17	HLMX21093	HKGX21093
18	HLMX21094	HKGX21094
19	HLMX21098	HKGX21098
20	HLMX21100	HKGX21100
21	HLMX21101	HKGX21101
22	HLMX21103	HKGX21103
23	HLMX21105	HKGX21105
24	HLMX21106	HKGX21106
25	HLMX21108	HKGX21108
26	HLMX21109	HKGX21109
27	HLMX21110	HKGX21110
28	HLMX21114	HKGX21114
29	RTEX21027	HKGX21027
30	RTEX21037	HKGX21037
31	RTEX21054	HKGX21054
32	RTEX21060	HKGX21060
33	RTEX21096	HKGX21096
34	RTEX21062	HKGX21062

35	RTEX21067	HKGX21067
36	RTEX21071	HKGX21071
37	RTEX21075	HKGX21075
38	RTEX21076	HKGX21076
39	RTEX21080	HKGX21080
40	RTEX21082	HKGX21082
41	RTEX21083	HKGX21083
42	RTEX21088	HKGX21088
43	RTEX21092	HKGX21092
44	RTEX21099	HKGX21099
45	RTEX21111	HKGX21111
46	RTEX21113	HKGX21113
47	TUGX153400	HKGX153400
48	TUGX153401	HKGX153401
49	TUGX153402	HKGX153402
50	TUGX153403	HKGX153403
51	TUGX153404	HKGX153404
52	TUGX153405	HKGX153405
53	TUGX153406	HKGX153406
54	TUGX153407	HKGX153407
55	TUGX153408	HKGX153408
56	TUGX153409	HKGX153409
57	TUGX153410	HKGX153410
58	TUGX153411	HKGX153411
59	TUGX153412	HKGX153412
60	TUGX153413	HKGX153413
61	TUGX153414	HKGX153414
62	TUGX153415	HKGX153415
63	TUGX153416	HKGX153416
64	RTEX6190	HKGX153417
65	TUGX153600	HKGX153600
66	TUGX153601	HKGX153601
67	TUGX153602	HKGX153602
68	TUGX153603	HKGX153603
69	TUGX153604	HKGX153604
70	TUGX153605	HKGX153605
71	TUGX153606	HKGX153606
72	TUGX153607	HKGX153607
73	TUGX153608	HKGX153608
74	TUGX153609	HKGX153609
75	TUGX153611	HKGX153611

76	TUGX153612	HKGX153612
77	TUGX153613	HKGX153613
78	TUGX153614	HKGX153614
79	TUGX153615	HKGX153615
80	TUGX153616	HKGX153616
81	TUGX153617	HKGX153617
82	TUGX153618	HKGX153618
83	TUGX153620	HKGX153620
84	TUGX153621	HKGX153621
85	TUGX153622	HKGX153622
86	TUGX153624	HKGX153624
87	TUGX153625	HKGX153625
88	TUGX153626	HKGX153626
89	TUGX153627	HKGX153627
90	TUGX153628	HKGX153628
91	TUGX153629	HKGX153629
92	TUGX153630	HKGX153630
93	TUGX153631	HKGX153631
94	TUGX153632	HKGX153632
95	TUGX153633	HKGX153633
96	TUGX153634	HKGX153634
97	TUGX153635	HKGX153635
98	TUGX153636	HKGX153636
99	TUGX153637	HKGX153637
100	TUGX153638	HKGX153638
101	TUGX153639	HKGX153639
102	TUGX153640	HKGX153640
103	TUGX153641	HKGX153641
104	TUGX153642	HKGX153642
105	TUGX153643	HKGX153643
106	TUGX153644	HKGX153644
107	TUGX153645	HKGX153645
108	TUGX153646	HKGX153646
109	TUGX153647	HKGX153647
110	Locomotive	HKGX3927

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: March 22, 2016



Claire E. Murphy