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

October 22, 2014

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 Notice of Marks Change, dated as of October 21, 2014, 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 22975.

The name and address of the party to the enclosed document are:

Lessor: SMBC Rail Services LLC
300 South Riverside Plaza, Suite 1925
Chicago, IL 60606

Section Chief
October 22, 2014
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A description of the railroad equipment covered by the enclosed document is:

62 railcars have been remarked within the series SOXX 551610 – SOXX 551684 (previously bearing NAHX reporting marks) as set forth in the attachment to the document

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

Notice of Marks Change.

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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures



SMBC RAIL SERVICES

SMBC RAIL SERVICES LLC
300 S. Riverside Plaza, Suite 1925 Chicago, IL 60606

Sumitomo Mitsui Banking Corporation Group

NOTICE OF MARKS CHANGE

October 21st, 2014

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

Re: SMBC Rail Services LLC/Notice of Marks Change

Dear Section Chief,

Notice is hereby given that the recording marks of the railroad equipment previously filed under the attached Recordation Number have changed as set forth on the attached Exhibit A.

[SIGNATURE PAGE FOLLOWS]

I certify that I hold the title set forth below, that this instrument was signed on behalf of SMBC Rail Services LLC by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of SMBC Rail Services LLC. I further declare under penalty of perjury that the foregoing is true and correct.

SMBC RAIL SERVICES LLC

By: _____

Name: Timothy D. Stevens

Title: Chief Risk Officer

EXHIBIT A

Lessee Name	Current Mark/Number	Prior Mark/Number	STB Recordation Number
Headwaters Resources, Inc.	SOXX551610	NAHX551610	22975
Headwaters Resources, Inc.	SOXX551612	NAHX551612	22975
Headwaters Resources, Inc.	SOXX551613	NAHX551613	22975
Headwaters Resources, Inc.	SOXX551614	NAHX551614	22975
Headwaters Resources, Inc.	SOXX551615	NAHX551615	22975
Headwaters Resources, Inc.	SOXX551616	NAHX551616	22975
Headwaters Resources, Inc.	SOXX551617	NAHX551617	22975
Headwaters Resources, Inc.	SOXX551618	NAHX551618	22975
Headwaters Resources, Inc.	SOXX551620	NAHX551620	22975
Headwaters Resources, Inc.	SOXX551622	NAHX551622	22975
Headwaters Resources, Inc.	SOXX551623	NAHX551623	22975
Headwaters Resources, Inc.	SOXX551624	NAHX551624	22975
Headwaters Resources, Inc.	SOXX551626	NAHX551626	22975
Headwaters Resources, Inc.	SOXX551627	NAHX551627	22975
Headwaters Resources, Inc.	SOXX551628	NAHX551628	22975
Headwaters Resources, Inc.	SOXX551629	NAHX551629	22975
Headwaters Resources, Inc.	SOXX551630	NAHX551630	22975
Headwaters Resources, Inc.	SOXX551631	NAHX551631	22975
Headwaters Resources, Inc.	SOXX551632	NAHX551632	22975
Headwaters Resources, Inc.	SOXX551633	NAHX551633	22975
Headwaters Resources, Inc.	SOXX551636	NAHX551636	22975
Headwaters Resources, Inc.	SOXX551637	NAHX551637	22975
Headwaters Resources, Inc.	SOXX551639	NAHX551639	22975
Headwaters Resources, Inc.	SOXX551640	NAHX551640	22975
Headwaters Resources, Inc.	SOXX551641	NAHX551641	22975
Headwaters Resources, Inc.	SOXX551642	NAHX551642	22975
Headwaters Resources, Inc.	SOXX551643	NAHX551643	22975
Headwaters Resources, Inc.	SOXX551644	NAHX551644	22975
Headwaters Resources, Inc.	SOXX551645	NAHX551645	22975
Headwaters Resources, Inc.	SOXX551647	NAHX551647	22975
Headwaters Resources, Inc.	SOXX551648	NAHX551648	22975
Headwaters Resources, Inc.	SOXX551649	NAHX551649	22975
Headwaters Resources, Inc.	SOXX551650	NAHX551650	22975
Headwaters Resources, Inc.	SOXX551651	NAHX551651	22975
Headwaters Resources, Inc.	SOXX551652	NAHX551652	22975
Headwaters Resources, Inc.	SOXX551654	NAHX551654	22975
Headwaters Resources, Inc.	SOXX551655	NAHX551655	22975
Headwaters Resources, Inc.	SOXX551656	NAHX551656	22975

Headwaters Resources, Inc.	SOXX551657	NAHX551657	22975
Headwaters Resources, Inc.	SOXX551658	NAHX551658	22975
Headwaters Resources, Inc.	SOXX551659	NAHX551659	22975
Headwaters Resources, Inc.	SOXX551660	NAHX551660	22975
Headwaters Resources, Inc.	SOXX551661	NAHX551661	22975
Headwaters Resources, Inc.	SOXX551662	NAHX551662	22975
Headwaters Resources, Inc.	SOXX551663	NAHX551663	22975
Headwaters Resources, Inc.	SOXX551664	NAHX551664	22975
Headwaters Resources, Inc.	SOXX551665	NAHX551665	22975
Headwaters Resources, Inc.	SOXX551666	NAHX551666	22975
Headwaters Resources, Inc.	SOXX551668	NAHX551668	22975
Headwaters Resources, Inc.	SOXX551669	NAHX551669	22975
Headwaters Resources, Inc.	SOXX551670	NAHX551670	22975
Headwaters Resources, Inc.	SOXX551672	NAHX551672	22975
Headwaters Resources, Inc.	SOXX551673	NAHX551673	22975
Headwaters Resources, Inc.	SOXX551675	NAHX551675	22975
Headwaters Resources, Inc.	SOXX551676	NAHX551676	22975
Headwaters Resources, Inc.	SOXX551677	NAHX551677	22975
Headwaters Resources, Inc.	SOXX551678	NAHX551678	22975
Headwaters Resources, Inc.	SOXX551679	NAHX551679	22975
Headwaters Resources, Inc.	SOXX551680	NAHX551680	22975
Headwaters Resources, Inc.	SOXX551681	NAHX551681	22975
Headwaters Resources, Inc.	SOXX551682	NAHX551682	22975
Headwaters Resources, Inc.	SOXX551684	NAHX551684	22975

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: 10/22/14

Edward M Luria
Edward M. Luria