

REGISTRATION NO. 31064-A

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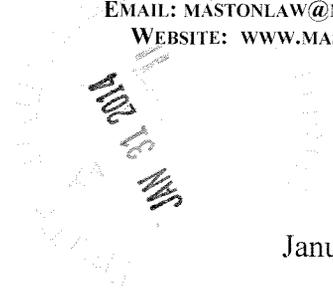
SURFACE TRANSPORTATION BOARD

WILLIAM H. MASTON
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January 30, 2014

Chief of the Section of Administration
Surface Transportation Board
395 "E" Street, SW
Washington, DC 20423

Re: Kasgro Leasing, LLC and Laurel Capital Corporation

Dear Section Chief:

Enclosed for recordation pursuant to Section 11301 of Title 49 of the U.S. Code are two (2) copies of an Amendment No. 1 to Memorandum of Finance Lease, dated as of January 30, 2014 (the "Amendment"), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed Amendment relates to the Memorandum of Finance Lease, dated as of January 1, 2014 (the "Memorandum"), as previously filed with the Board under Recordation Number 31064.

The names and addresses of the parties to the enclosed Amendment are as follows:

Lessee: Kasgro Leasing, LLC
121 Rundle Road
New Castle, PA 16102

Lessor: Laurel Capital Corporation
6600 Brooktree Court, Suite 3000
Wexford, Pennsylvania 15090

A description of the equipment covered by the Memorandum of Finance Lease is as follows:

18 Railcars (see Schedule 3406-6 attached to the Memorandum)

Surface Transportation Board
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A short summary of the document to appear in the index follows:

Amendment No. 1 to Memorandum of Finance Lease, dated January 30, 2014,
between Kasgro Leasing, LCC and Laurel Capital Corporation.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface
Transportation Board covering the required recording fee.

Please return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "William H. Maston", with a long horizontal flourish extending to the right.

William H. Maston

enclosures

LAUREL CAPITAL CORPORATION

6600 BROOKTREE COURT, SUITE 3000•
WEXFORD, PA 15090-0839

P.O. BOX 839

Phone: (724) 933-5200
Fax: (724) 933-5201

~~RECORDED~~ 31064-A

JAN 31 '14 -1 25 PM

AMENDMENT NO. 1 TO MEMORANDUM OF FINANCE LEASE

~~SURFACE TRANSPORTATION BOARD~~

Re: Finance Lease No. 3406

THIS AMENDMENT NO. 1 TO MEMORANDUM OF FINANCE LEASE (this "Amendment") is made as of January 30, 2014 (the "Effective Date"), by and between LAUREL CAPITAL CORPORATION ("Lessor") and KASGRO LEASING, LLC, a Pennsylvania limited liability company, with its principal office at 121 Rundle Road, New Castle, PA 16102 ("Lessee") for the purpose of satisfying the recording requirements with the Surface Transportation Board under 49 U.S.C. Section 11301.

WHEREAS, the undersigned have entered into that certain Finance Lease (No. 3406), dated as of January 1, 2014 (the "Finance Lease"), pursuant to which the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars listed in Schedule 3406-1, Schedule 3406-2, Schedule 3406-3, Schedule 3406-4, and Schedule 3406-5, as more particularly described therein (collectively, the "Original Schedules") on the terms and conditions described in the Finance Lease and the schedules attached thereto;

WHEREAS, the undersigned entered into that certain Memorandum of Finance Lease, dated as of January 1, 2014 (the "Memorandum"), which was filed with the Surface Transportation Board under 49 U.S.C. Section 11301 under Recordation Number 31064;

WHEREAS, the undersigned have added Schedule 3406-6, executed as of January 28, 2014, attached hereto as Exhibit A ("Schedule 3406-6") to the Finance Lease, pursuant to which the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars listed in Schedule 3406-6, subject to the terms and conditions of the Finance Lease; and

WHEREAS, the undersigned and desire to amend the Memorandum to reflect that Schedule 3406-6 is a schedule to the Memorandum;

NOW, THEREFORE, the parties hereto agree as follows:

1. The Memorandum is hereby amended so that Schedule 3406-6 is made a part thereof and shall be attached as an exhibit thereto together with the Original Schedules.
2. Other than as amended hereby, the Memorandum remains in full force and effect and is hereby ratified and affirmed.

[signatures on following page]

WITNESS the due execution hereof under seal with the intent to be legally bound.

LESSEE:

Kasgro Leasing, LLC

WITNESS:

William C. Zopf III
Name: William C. Zopf III

By: Jeffrey A. Plut (SEAL)
Name: Jeffrey A. Plut

Commonwealth of Pennsylvania)
County of Allegheny) ss:

On this 30th day of January, 2014, before me personally appeared Jeffrey A. Plut, to me personally known, who being by me duly sworn, says that he is the Executive VP of Kasgro Leasing, LLC, a Pennsylvania limited liability company, that the foregoing instrument was executed under seal, that said instrument was signed and sealed on behalf of said company 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 company.

Norma A. Churilla
Signature of Notary Public

NOTARIAL SEAL

LESSOR:

LAUREL CAPITAL CORPORATION

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Norma A. Churilla, Notary Public
Pine Twp., Allegheny County
My Commission Expires May 21, 2017
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

By: Gary C. Hitechew
Gary C. Hitechew, President

Commonwealth of Pennsylvania)
County of Allegheny) ss:

On this 30th day of January, 2014, before me personally appeared Gary C. Hitechew, to me personally known, who being by me duly sworn, says that he is the President of Laurel Capital Corporation, a Pennsylvania corporation, that the foregoing instrument was executed under seal, that said instrument was signed and sealed on behalf of said company 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 company.

Norma A. Churilla
Signature of Notary Public

NOTARIAL SEAL

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Norma A. Churilla, Notary Public
Pine Twp., Allegheny County
My Commission Expires May 21, 2017
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Schedule #3406-6

Eighteen (18) 2001 70' 230 ton 8 axle flat cars with the following car numbers:

	<u>Car Number</u>
1	70000
2	70001
3	70002
4	70003
5	70004
6	70005
7	70006
8	70007
9	70008
10	70009
11	70010
12	70011
13	70012
14	70013
15	70014
16	70015
17	70016
18	70017

CERTIFICATION

I, William H. Maston, an attorney licensed to practice law in 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: January 30, 2014



William H. Maston