

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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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 and Notice of Correction to Memorandum of Security Agreement, dated as of January 26, 2016, 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 Rec. No. 32012.

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

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

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

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

168 railcars: HKGX 086001 – HKGX 086062 (excluding HKGX 086014 and HKGX 086024); HKGX 086143 – HKGX 086195 (excluding HKGX 086147, HKGX 086155, HKGX 086162); and within the series HKGX 086339 – HKGX 086426 as more particularly set forth on the attachment to the document (all previously bearing GSTX reporting marks).

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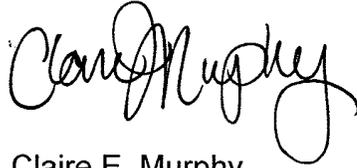
A short summary of the document to appear in the index is:

Amendment and Notice of Correction 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 AND NOTICE OF CORRECTION 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 AND NOTICE OF CORRECTION TO
MEMORANDUM OF SECURITY AGREEMENT**

THIS AMENDMENT AND NOTICE OF CORRECTION TO MEMORANDUM OF SECURITY AGREEMENT dated as of January 26, 2016, amends that certain Memorandum of Security Agreement dated October 7, 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 August __, 2007 and a Chattel Mortgage/Security Agreement dated as of August __, 2007 (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 7, 2015 ("Initial Memorandum") 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. 32012.

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, and the parties further desire to correct Exhibit No. 1 to the Initial Memorandum.

Exhibit No. 1 to the Initial Memorandum identified 96 Railcars. The parties hereby provide notice for the purpose of correcting the description of the Railcars to the Initial Memorandum by deleting and replacing Exhibit No. 1 from the Initial Memorandum with the attached Exhibit No. 1.

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

This Amendment and Notice of Correction 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 sixty-eight (168) railcars marked as follows:

	OLD CAR NUMBER	NEW CAR NUMBER
1	GSTX086001	HKGX086001
2	GSTX086002	HKGX086002
3	GSTX086003	HKGX086003
4	GSTX086004	HKGX086004
5	GSTX086005	HKGX086005
6	GSTX086006	HKGX086006
7	GSTX086007	HKGX086007
8	GSTX086008	HKGX086008
9	GSTX086009	HKGX086009
10	GSTX086010	HKGX086010
11	GSTX086011	HKGX086011
12	GSTX086012	HKGX086012
13	GSTX086013	HKGX086013
14	GSTX086015	HKGX086015
15	GSTX086016	HKGX086016
16	GSTX086017	HKGX086017
17	GSTX086018	HKGX086018
18	GSTX086019	HKGX086019
19	GSTX086020	HKGX086020
20	GSTX086021	HKGX086021
21	GSTX086022	HKGX086022
22	GSTX086023	HKGX086023
23	GSTX086025	HKGX086025
24	GSTX086026	HKGX086026
25	GSTX086027	HKGX086027
26	GSTX086028	HKGX086028
27	GSTX086029	HKGX086029
28	GSTX086030	HKGX086030
29	GSTX086031	HKGX086031
30	GSTX086032	HKGX086032
31	GSTX086033	HKGX086033
32	GSTX086034	HKGX086034
33	GSTX086035	HKGX086035
34	GSTX086036	HKGX086036

35	GSTX086037	HKGX086037
36	GSTX086038	HKGX086038
37	GSTX086039	HKGX086039
38	GSTX086040	HKGX086040
39	GSTX086041	HKGX086041
40	GSTX086042	HKGX086042
41	GSTX086043	HKGX086043
42	GSTX086044	HKGX086044
43	GSTX086045	HKGX086045
44	GSTX086046	HKGX086046
45	GSTX086047	HKGX086047
46	GSTX086048	HKGX086048
47	GSTX086049	HKGX086049
48	GSTX086050	HKGX086050
49	GSTX086051	HKGX086051
50	GSTX086052	HKGX086052
51	GSTX086053	HKGX086053
52	GSTX086054	HKGX086054
53	GSTX086055	HKGX086055
54	GSTX086056	HKGX086056
55	GSTX086057	HKGX086057
56	GSTX086058	HKGX086058
57	GSTX086059	HKGX086059
58	GSTX086060	HKGX086060
59	GSTX086061	HKGX086061
60	GSTX086062	HKGX086062
61	GSTX086143	HKGX086143
62	GSTX086144	HKGX086144
63	GSTX086145	HKGX086145
64	GSTX086146	HKGX086146
65	GSTX086148	HKGX086148
66	GSTX086149	HKGX086149
67	GSTX086150	HKGX086150
68	GSTX086151	HKGX086151
69	GSTX086152	HKGX086152
70	GSTX086153	HKGX086153
71	GSTX086154	HKGX086154
72	GSTX086156	HKGX086156
73	GSTX086157	HKGX086157
74	GSTX086158	HKGX086158
75	GSTX086159	HKGX086159

76	GSTX086160	HKGX086160
77	GSTX086161	HKGX086161
78	GSTX086163	HKGX086163
79	GSTX086164	HKGX086164
80	GSTX086165	HKGX086165
81	GSTX086166	HKGX086166
82	GSTX086167	HKGX086167
83	GSTX086168	HKGX086168
84	GSTX086169	HKGX086169
85	GSTX086170	HKGX086170
86	GSTX086171	HKGX086171
87	GSTX086172	HKGX086172
88	GSTX086173	HKGX086173
89	GSTX086174	HKGX086174
90	GSTX086175	HKGX086175
91	GSTX086176	HKGX086176
92	GSTX086177	HKGX086177
93	GSTX086178	HKGX086178
94	GSTX086179	HKGX086179
95	GSTX086180	HKGX086180
96	GSTX086181	HKGX086181
97	GSTX086182	HKGX086182
98	GSTX086183	HKGX086183
99	GSTX086184	HKGX086184
100	GSTX086185	HKGX086185
101	GSTX086186	HKGX086186
102	GSTX086187	HKGX086187
103	GSTX086188	HKGX086188
104	GSTX086189	HKGX086189
105	GSTX086190	HKGX086190
106	GSTX086191	HKGX086191
107	GSTX086192	HKGX086192
108	GSTX086193	HKGX086193
109	GSTX086194	HKGX086194
110	GSTX086195	HKGX086195
111	GSTX086339	HKGX086339
112	GSTX086340	HKGX086340
113	GSTX086341	HKGX086341
114	GSTX086342	HKGX086342
115	GSTX086343	HKGX086343
116	GSTX086344	HKGX086344

117	GSTX086345	HKGX086345
118	GSTX086346	HKGX086346
119	GSTX086347	HKGX086347
120	GSTX086348	HKGX086348
121	GSTX086349	HKGX086349
122	GSTX086380	HKGX086380
123	GSTX086381	HKGX086381
124	GSTX086382	HKGX086382
125	GSTX086383	HKGX086383
126	GSTX086384	HKGX086384
127	GSTX086385	HKGX086385
128	GSTX086386	HKGX086386
129	GSTX086387	HKGX086387
130	GSTX086388	HKGX086388
131	GSTX086389	HKGX086389
132	GSTX086390	HKGX086390
133	GSTX086391	HKGX086391
134	GSTX086392	HKGX086392
135	GSTX086393	HKGX086393
136	GSTX086394	HKGX086394
137	GSTX086395	HKGX086395
138	GSTX086396	HKGX086396
139	GSTX086397	HKGX086397
140	GSTX086398	HKGX086398
141	GSTX086399	HKGX086399
142	GSTX086400	HKGX086400
143	GSTX086401	HKGX086401
144	GSTX086402	HKGX086402
145	GSTX086403	HKGX086403
146	GSTX086404	HKGX086404
147	GSTX086405	HKGX086405
148	GSTX086406	HKGX086406
149	GSTX086407	HKGX086407
150	GSTX086408	HKGX086408
151	GSTX086409	HKGX086409
152	GSTX086410	HKGX086410
153	GSTX086411	HKGX086411
154	GSTX086412	HKGX086412
155	GSTX086413	HKGX086413
156	GSTX086414	HKGX086414
157	GSTX086415	HKGX086415

158	GSTX086416	HKGX086416
159	GSTX086417	HKGX086417
160	GSTX086418	HKGX086418
161	GSTX086419	HKGX086419
162	GSTX086420	HKGX086420
163	GSTX086421	HKGX086421
164	GSTX086422	HKGX086422
165	GSTX086423	HKGX086423
166	GSTX086424	HKGX086424
167	GSTX086425	HKGX086425
168	GSTX086426	HKGX086426

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