

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

December 15, 2015

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 Memorandum of Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement, dated as of December 15, 2015, 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 26886.

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

Administrative Agent: MB Financial Bank, N.A.
6111 North River Road
Rosemont, IL 60018

Grantors: Residual Based Finance Corporation
ALF P-I, Inc.
ALF P-II, Inc.
ALF P-III, Inc.
ALF I, Inc.
ALF II, Inc.
ALF IV, Inc.
ALF VII, LLC
AVF II, L.L.C.
RLH1 LLC
Bangor & Aroostook Holdings, Inc.
70 West Madison Street, Suite 2340
Chicago, IL 60602

Section Chief
December 15, 2015

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

70 hopper railcars within the series OFOX 006663 – OFOX 006989;
91 covered hopper railcars within the series HMBX 292830 – HMBX 292929;
24 covered hopper railcars: TIMX 88019 and within the series TIMX 88218 – TIMX 88298 and TIMX 88404 – TIMX 88499;
61 covered hopper railcars: RRRX 1104; RRRX 2063; and within the following series: RRRX 2133 – RRRX 2148; RRRX 182739 – RRRX 182997; RRRX 460084 – RRRX 463020;
27 covered hopper railcars: RRRX 2022; RRRX 2127; RRRX 2145; and within the following series: RRRX 182782 – RRRX 182988; RRRX 460137 – RRRX 460337;
30 covered hopper railcars: OCCX 14503; OCCX 27742; and within the series OCCX 5864 – OCCX 5948;
53 covered hopper railcars within the following series: TFOX 30182 – TFOX 30453; TFOX 60115 – TFOX 60250; TFOX 65002 – TFOX 65147;
32 covered hopper railcars within the series OCCX 201567 – OCCX 201638;
55 covered hopper railcars: TFOX 6, TFOX 11709; TFOX 10002; TFOX 10020; TFOX 30276; TFOX 30277; TFOX 30278; and within the following series: TFOX 30184 – TFOX 30462; TFOX 60131 – TFOX 60249; TFOX 65000 – TFOX 65149;
23 covered hopper railcars within the following series: OFOX 204007 – OFOX 204090; OFOX 258000 – OFOX 258038;
211 covered hopper railcars within the series WW 3001 – WW 3225;
21 covered hopper railcars within the series TFOX 88003 – TFOX 88100;
52 covered hopper railcars within the series OFOX 88002 – OFOX 88398;
60 covered hopper railcars within the series OFOX 88006 – OFOX 88394;
20 open top coal hopper cars within the series APOX 95101 – APOX 95120;
All as more particularly set forth on the attachment to the document.

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

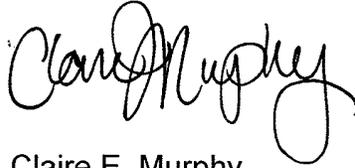
Memorandum of Fourteenth Amendment to Amended and Restated
Master Railroad Security Agreement.

Section Chief
December 15, 2015

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 "y" at the end.

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF FOURTEENTH AMENDMENT TO AMENDED AND
RESTATED MASTER RAILROAD SECURITY AGREEMENT**

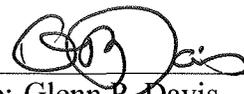
This Memorandum of Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement is made and entered into as of December 15, 2015 by and among RESIDUAL BASED FINANCE CORPORATION, an Illinois corporation (“RBFC”); and ALF I, INC., an Illinois corporation; ALF P-II, INC., an Illinois corporation; ALF P-III, Inc., an Illinois corporation; ALF P-I, INC., an Illinois corporation; BANGOR & AROOSTOOK HOLDINGS, INC., a Maine corporation; RLHI LLC, a Delaware limited liability company; ALF IV, INC., an Illinois corporation; AVF II, L.L.C., a Delaware limited liability company; ALF VII, LLC, an Illinois limited liability company; and ALF II, INC., an Illinois corporation; and each a Subsidiary or an Affiliate of RBFC and each of which has its chief executive office located at 70 West Madison Street, Suite 2340, Chicago, Illinois 60602 (each and collectively, the “Grantor”), and MB FINANCIAL BANK, N.A., a national banking association (the “Administrative Agent”), whose address is 6111 North River Road, Rosemont, Illinois 60018; respecting the Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement dated as of December 15, 2015 (the “Fourteenth Amendment to Security Agreement”).

Pursuant to the Fourteenth Amendment to Security Agreement, Grantor and Administrative Agent hereby affirm and acknowledge that Grantor has granted to Administrative Agent, its successors and assigns, a security interest in certain railroad equipment bearing reporting marks and road numbers as listed on **Exhibit A** attached hereto, including all rents, leases and profits related thereto.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Fourteenth Amendment to Amended and Restated Master Railroad Security Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written.

[Signature Page to Follow]

Grantor:
ALF P-II, INC., an Illinois corporation

By: 
Name: Glenn P. Davis
Title: President

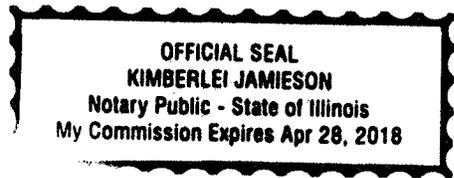
STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this 11th of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of ALF P-II, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



ALF P-I, INC., an Illinois corporation

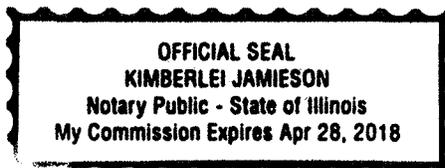
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF P-I, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



BANGOR & AROOSTOOK HOLDINGS,
INC., a Maine corporation

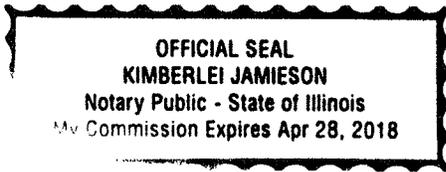
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of BANGOR & AROOSTOOK HOLDINGS, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



RESIDUAL BASED FINANCE
CORPORATION, an Illinois corporation

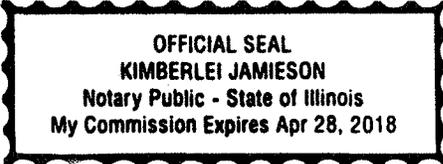
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of RESIDUAL BASED FINANCE CORPORATION, that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



ALF P-III, INC., an Illinois corporation

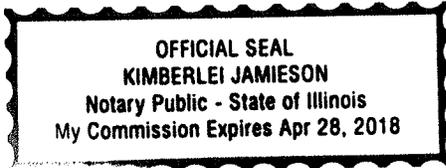
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

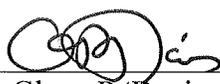
On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF P-III, INC., that said instrument was signed on behalf of said banking corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

My Commission Expires



ALF IV, INC., an Illinois corporation

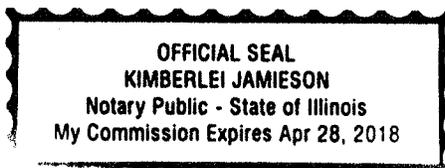
By: 
Name: Glenn P. Davis
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of ALF IV, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



AVF II, L.L.C., an Illinois limited liability company

By: ALF II, Inc., an Illinois corporation

Its: Manager

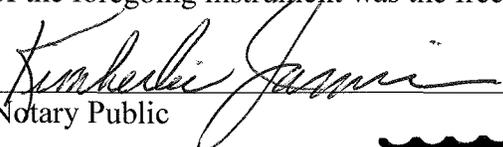
By: 

Name: Glenn P. Davis

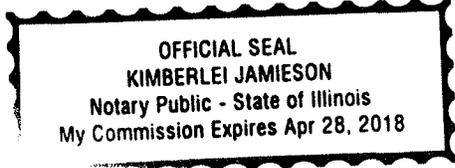
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is President of the Manager of AVF II, L.L.C., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



ALF VII, LLC, an Illinois limited liability company

By: ALF II, INC., an Illinois corporation

Its: Manager

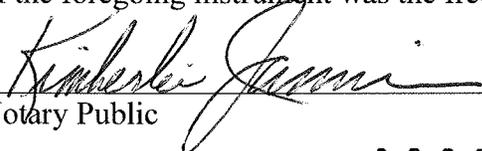
By: 

Name: Glenn P. Davis

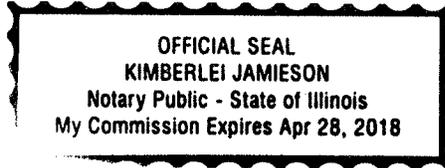
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the Manager of ALF VII, LLC, that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



ALF II, INC., an Illinois corporation

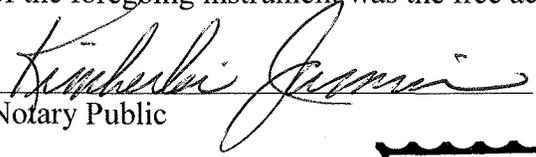
By: 

Name: Glenn P. Davis

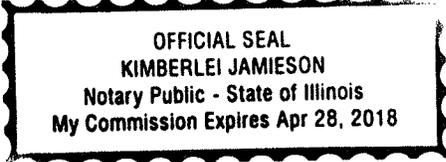
Title: President

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the President of ALF II, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



ALF I, INC., an Illinois corporation

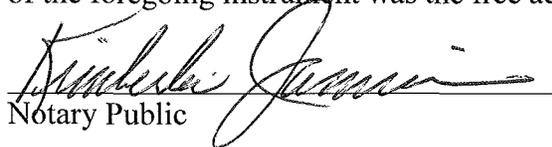
By: 

Name: Glenn P. Davis

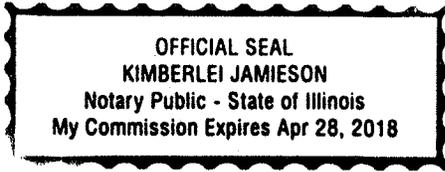
Title: President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS:

On this 11th day of December, 2015, before me personally appeared Glenn P. Davis, to me personally known, who being duly sworn, stated that he is the President of the President of ALF I, INC., that said instrument was signed on behalf of said banking corporation 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 corporation.


Notary Public

My Commission Expires



Agreed and accepted:

Bank:

MB FINANCIAL BANK, N.A., a national
banking association, as Administrative
Agent under the Amended and Restated
Master Loan Agreement

By: Keith J. Niebrugge
Name: Keith J. Niebrugge
Title: Senior Vice President

STATE OF ILLINOIS)

) SS:

COUNTY OF COOK)

On this 15th day of December, 2015, before me personally appeared Keith J. Niebrugge, to me personally known, who being duly sworn, stated that he is the Senior Vice President of MB FINANCIAL BANK, N.A., as Administrative Agent, that said instrument was signed on behalf of said banking corporation 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 corporation.

Patricia L. Almond

Notary Public

My Commission Expires

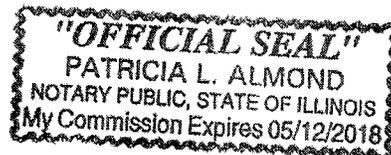


Exhibit A

Seventy (70) 5700-5701 Cu. Ft. Capacity Hopper Cars

	Car Mark	Car No.		Car Mark	Car No.
1	OFOX	006663	36	OFOX	006839
2	OFOX	006684	37	OFOX	006841
3	OFOX	006687	38	OFOX	006847
4	OFOX	006689	39	OFOX	006851
5	OFOX	006691	40	OFOX	006855
6	OFOX	006696	41	OFOX	006857
7	OFOX	006697	42	OFOX	006861
8	OFOX	006704	43	OFOX	006875
9	OFOX	006706	44	OFOX	006877
10	OFOX	006732	45	OFOX	006878
11	OFOX	006735	46	OFOX	006879
12	OFOX	006739	47	OFOX	006888
13	OFOX	006740	48	OFOX	006889
14	OFOX	006742	49	OFOX	006895
15	OFOX	006743	50	OFOX	006901
16	OFOX	006747	51	OFOX	006902
17	OFOX	006751	52	OFOX	006904
18	OFOX	006757	53	OFOX	006911
19	OFOX	006759	54	OFOX	006921
20	OFOX	006761	55	OFOX	006923
21	OFOX	006764	56	OFOX	006928
22	OFOX	006766	57	OFOX	006936
23	OFOX	006768	58	OFOX	006940
24	OFOX	006769	59	OFOX	006942
25	OFOX	006771	60	OFOX	006950
26	OFOX	006772	61	OFOX	006952
27	OFOX	006773	62	OFOX	006956
28	OFOX	006775	63	OFOX	006966
29	OFOX	006781	64	OFOX	006975
30	OFOX	006782	65	OFOX	006981
31	OFOX	006794	66	OFOX	006985
32	OFOX	006822	67	OFOX	006986
33	OFOX	006829	68	OFOX	006987
34	OFOX	006830	69	OFOX	006988
35	OFOX	006836	70	OFOX	006989

Ninety-One (91) 5,161 Cubic Foot Capacity, Covered Hopper Railcars

	MARK	NUMBER
1	HMBX	292830
2	HMBX	292831
3	HMBX	292832
4	HMBX	292833
5	HMBX	292834
6	HMBX	292835
7	HMBX	292836
8	HMBX	292837
9	HMBX	292839
10	HMBX	292840
11	HMBX	292841
12	HMBX	292842
13	HMBX	292843
14	HMBX	292844
15	HMBX	292845
16	HMBX	292846
17	HMBX	292847
18	HMBX	292848
19	HMBX	292850
20	HMBX	292851
21	HMBX	292852
22	HMBX	292853
23	HMBX	292854
24	HMBX	292855
25	HMBX	292856
26	HMBX	292857
27	HMBX	292859
28	HMBX	292860
29	HMBX	292861
30	HMBX	292862
31	HMBX	292863
32	HMBX	292864
33	HMBX	292865
34	HMBX	292867
35	HMBX	292868
36	HMBX	292869

	MARK	NUMBER
37	HMBX	292870
38	HMBX	292871
39	HMBX	292872
40	HMBX	292873
41	HMBX	292874
42	HMBX	292875
43	HMBX	292876
44	HMBX	292877
45	HMBX	292878
46	HMBX	292879
47	HMBX	292880
48	HMBX	292881
49	HMBX	292882
50	HMBX	292883
51	HMBX	292884
52	HMBX	292885
53	HMBX	292887
54	HMBX	292888
55	HMBX	292889
56	HMBX	292890
57	HMBX	292891
58	HMBX	292892
59	HMBX	292893
60	HMBX	292894
61	HMBX	292895
62	HMBX	292896
63	HMBX	292897
64	HMBX	292898
65	HMBX	292899
66	HMBX	292900
67	HMBX	292901
68	HMBX	292902
69	HMBX	292903
70	HMBX	292904
71	HMBX	292905
72	HMBX	292906

	MARK	NUMBER
73	HMBX	292907
74	HMBX	292908
75	HMBX	292909
76	HMBX	292910
77	HMBX	292912
78	HMBX	292913
79	HMBX	292914
80	HMBX	292915
81	HMBX	292918
82	HMBX	292919
83	HMBX	292921
84	HMBX	292922
85	HMBX	292923
86	HMBX	292924
87	HMBX	292925
88	HMBX	292926
89	HMBX	292927
90	HMBX	292928
91	HMBX	292929

Twenty-Four (24) 5800 Cubic Foot Capacity Covered Hopper Cars

	MARK	NUMBER
1	TIMX	88019
2	TIMX	88218
3	TIMX	88227
4	TIMX	88229
5	TIMX	88232
6	TIMX	88233
7	TIMX	88235
8	TIMX	88242
9	TIMX	88261
10	TIMX	88262
11	TIMX	88270
12	TIMX	88286
13	TIMX	88298
14	TIMX	88404
15	TIMX	88411
16	TIMX	88415
17	TIMX	88418
18	TIMX	88435
19	TIMX	88442
20	TIMX	88450
21	TIMX	88480
22	TIMX	88481
23	TIMX	88482
24	TIMX	88499

Sixty-One (61) 4,750 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	RRRX	1104
2	RRRX	2063
3	RRRX	2133
4	RRRX	2135
5	RRRX	2139
6	RRRX	2140
7	RRRX	2148
8	RRRX	182739
9	RRRX	182754
10	RRRX	182757
11	RRRX	182763
12	RRRX	182768
13	RRRX	182805
14	RRRX	182807
15	RRRX	182811
16	RRRX	182819
17	RRRX	182822
18	RRRX	182829
19	RRRX	182834
20	RRRX	182837
21	RRRX	182858
22	RRRX	182919
23	RRRX	182921
24	RRRX	182929
25	RRRX	182941
26	RRRX	182943
27	RRRX	182954
28	RRRX	182957
29	RRRX	182965
30	RRRX	182967
31	RRRX	182970
32	RRRX	182975
33	RRRX	182989
34	RRRX	182993
35	RRRX	182994

	MARK	NUMBER
36	RRRX	182997
37	RRRX	460084
38	RRRX	460089
39	RRRX	460111
40	RRRX	460139
41	RRRX	460189
42	RRRX	460200
43	RRRX	460215
44	RRRX	460218
45	RRRX	460226
46	RRRX	460235
47	RRRX	460242
48	RRRX	460250
49	RRRX	460252
50	RRRX	460317
51	RRRX	460319
52	RRRX	460335
53	RRRX	460336
54	RRRX	460355
55	RRRX	460359
56	RRRX	460394
57	RRRX	460400
58	RRRX	460407
59	RRRX	460429
60	RRRX	463017
61	RRRX	463020

Twenty-Seven (27) 4,750 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	RRRX	2022
2	RRRX	2127
3	RRRX	2145
4	RRRX	182782
5	RRRX	182817
6	RRRX	182840
7	RRRX	182873
8	RRRX	182904
9	RRRX	182910
10	RRRX	182917
11	RRRX	182922
12	RRRX	182940
13	RRRX	182960
14	RRRX	182968
15	RRRX	182988
16	RRRX	460137
17	RRRX	460191
18	RRRX	460201
19	RRRX	460209
20	RRRX	460230
21	RRRX	460269
22	RRRX	460277
23	RRRX	460282
24	RRRX	460314
25	RRRX	460315
26	RRRX	460328
27	RRRX	460337

Thirty (30) 5250 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	OCCX	5864
2	OCCX	5867
3	OCCX	5869
4	OCCX	5870
5	OCCX	5872
6	OCCX	5880
7	OCCX	5884
8	OCCX	5886
9	OCCX	5896
10	OCCX	5897
11	OCCX	5902
12	OCCX	5905
13	OCCX	5906
14	OCCX	5907
15	OCCX	5908
16	OCCX	5909
17	OCCX	5918
18	OCCX	5919
19	OCCX	5924
20	OCCX	5926
21	OCCX	5931
22	OCCX	5933
23	OCCX	5934
24	OCCX	5937
25	OCCX	5938
26	OCCX	5939
27	OCCX	5942
28	OCCX	5948
29	OCCX	14503
30	OCCX	27742

Fifty-Three (53) 4,750 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	TFOX	30182
2	TFOX	30246
3	TFOX	30248
4	TFOX	30259
5	TFOX	30271
6	TFOX	30275
7	TFOX	30375
8	TFOX	30391
9	TFOX	30392
10	TFOX	30394
11	TFOX	30395
12	TFOX	30409
13	TFOX	30428
14	TFOX	30433
15	TFOX	30437
16	TFOX	30439
17	TFOX	30444
18	TFOX	30453
19	TFOX	60115
20	TFOX	60116
21	TFOX	60120
22	TFOX	60121
23	TFOX	60142
24	TFOX	60157
25	TFOX	60159
26	TFOX	60203
27	TFOX	60205

	MARK	NUMBER
28	TFOX	60209
29	TFOX	60213
30	TFOX	60214
31	TFOX	60217
32	TFOX	60237
33	TFOX	60241
34	TFOX	60248
35	TFOX	60250
36	TFOX	65002
37	TFOX	65005
38	TFOX	65008
39	TFOX	65010
40	TFOX	65013
41	TFOX	65026
42	TFOX	65036
43	TFOX	65051
44	TFOX	65062
45	TFOX	65068
46	TFOX	65075
47	TFOX	65081
48	TFOX	65084
49	TFOX	65090
50	TFOX	65108
51	TFOX	65118
52	TFOX	65131
53	TFOX	65147

Thirty-two (32) 5,250 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	OCCX	201567
2	OCCX	201568
3	OCCX	201571
4	OCCX	201574
5	OCCX	201575
6	OCCX	201582
7	OCCX	201585
8	OCCX	201588
9	OCCX	201589
10	OCCX	201595
11	OCCX	201596
12	OCCX	201598
13	OCCX	201599
14	OCCX	201600
15	OCCX	201602
16	OCCX	201603
17	OCCX	201608
18	OCCX	201610
19	OCCX	201611
20	OCCX	201612
21	OCCX	201616
22	OCCX	201617
23	OCCX	201620
24	OCCX	201623
25	OCCX	201624
26	OCCX	201627
27	OCCX	201629
28	OCCX	201630
29	OCCX	201631
30	OCCX	201635
31	OCCX	201637
32	OCCX	201638

Fifty-Five (55) 4,780 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	TFOX	6
2	TFOX	11709
3	TFOX	10002
4	TFOX	10020
5	TFOX	30184
6	TFOX	30185
7	TFOX	30187
8	TFOX	30195
9	TFOX	30197
10	TFOX	30203
11	TFOX	30208
12	TFOX	30209
13	TFOX	30213
14	TFOX	30214
15	TFOX	30217
16	TFOX	30239
17	TFOX	30255
18	TFOX	30261
19	TFOX	30265
20	TFOX	30268
21	TFOX	30269
22	TFOX	30279
23	TFOX	30384
24	TFOX	30405
25	TFOX	30425
26	TFOX	30431
27	TFOX	30438
28	TFOX	30442
29	TFOX	30445
30	TFOX	30454
31	TFOX	30462
32	TFOX	60131
33	TFOX	60201
34	TFOX	60204

	MARK	NUMBER
35	TFOX	60216
36	TFOX	60219
37	TFOX	60246
38	TFOX	60249
39	TFOX	65000
40	TFOX	65014
41	TFOX	65016
42	TFOX	65022
43	TFOX	65041
44	TFOX	65045
45	TFOX	65067
46	TFOX	65072
47	TFOX	65096
48	TFOX	65107
49	TFOX	65110
50	TFOX	65120
51	TFOX	65130
52	TFOX	65149
53	TFOX	30276
54	TFOX	30277
55	TFOX	30278

Twenty-Three (23) 5,250 Cu. Ft. Covered Hoppers Cars

	MARK	NUMBER
1	OFOX	204007
2	OFOX	204020
3	OFOX	204024
4	OFOX	204026
5	OFOX	204039
6	OFOX	204043
7	OFOX	204044
8	OFOX	204065
9	OFOX	204066
10	OFOX	204071
11	OFOX	204072
12	OFOX	204080
13	OFOX	204081
14	OFOX	204090
15	OFOX	258000
16	OFOX	258003
17	OFOX	258010
18	OFOX	258014
19	OFOX	258017
20	OFOX	258021
21	OFOX	258031
22	OFOX	258037
23	OFOX	258038

Two Hundred Eleven (211) 4,000 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	WW	3001
2	WW	3002
3	WW	3003
4	WW	3004
5	WW	3005
6	WW	3007
7	WW	3009
8	WW	3010
9	WW	3011
10	WW	3012
11	WW	3013
12	WW	3014
13	WW	3015
14	WW	3016
15	WW	3017
16	WW	3018
17	WW	3019
18	WW	3020
19	WW	3021
20	WW	3022
21	WW	3023
22	WW	3024
23	WW	3025
24	WW	3026
25	WW	3027
26	WW	3028
27	WW	3029
28	WW	3030
29	WW	3031
30	WW	3032
31	WW	3033
32	WW	3034
33	WW	3035
34	WW	3036

	MARK	NUMBER
25	WW	3037
36	WW	3038
37	WW	3039
38	WW	3040
39	WW	3042
40	WW	3043
41	WW	3044
42	WW	3045
43	WW	3046
44	WW	3047
45	WW	3048
46	WW	3052
47	WW	3053
48	WW	3054
49	WW	3055
50	WW	3056
51	WW	3057
52	WW	3058
53	WW	3059
54	WW	3060
55	WW	3061
56	WW	3063
57	WW	3064
58	WW	3065
59	WW	3066
60	WW	3067
61	WW	3068
62	WW	3070
63	WW	3071
64	WW	3072
65	WW	3073
66	WW	3074
67	WW	3075
68	WW	3076

	MARK	NUMBER
69	WW	3077
70	WW	3078
71	WW	3079
72	WW	3080
73	WW	3081
74	WW	3082
75	WW	3083
76	WW	3084
77	WW	3085
78	WW	3086
79	WW	3087
80	WW	3088
81	WW	3089
82	WW	3090
83	WW	3091
84	WW	3092
85	WW	3093
86	WW	3094
87	WW	3095
88	WW	3096
89	WW	3097
90	WW	3099
91	WW	3100
92	WW	3101
93	WW	3102
94	WW	3103
95	WW	3104
96	WW	3105
97	WW	3106
98	WW	3107
99	WW	3108
100	WW	3109
101	WW	3110
102	WW	3111

	MARK	NUMBER
103	WW	3112
104	WW	3113
105	WW	3114
106	WW	3115
107	WW	3116
108	WW	3117
109	WW	3118
110	WW	3119
111	WW	3120
112	WW	3121
113	WW	3122
114	WW	3123
115	WW	3124
116	WW	3125
117	WW	3126
118	WW	3127
119	WW	3128
120	WW	3129
121	WW	3130
122	WW	3131
123	WW	3132
124	WW	3133
125	WW	3134
126	WW	3135
127	WW	3136
128	WW	3137
129	WW	3138
130	WW	3139
131	WW	3140
132	WW	3141
133	WW	3142
134	WW	3144
135	WW	3145
136	WW	3146

	MARK	NUMBER
137	WW	3147
138	WW	3148
139	WW	3149
140	WW	3150
141	WW	3151
142	WW	3152
143	WW	3153
144	WW	3154
145	WW	3155
146	WW	3156
147	WW	3157
148	WW	3158
149	WW	3159
150	WW	3160
151	WW	3161
152	WW	3162
153	WW	3163
154	WW	3164
155	WW	3165
156	WW	3166
157	WW	3167
158	WW	3168
159	WW	3169
160	WW	3170
161	WW	3171
162	WW	3172
163	WW	3173
164	WW	3174
165	WW	3175
166	WW	3177
167	WW	3178
168	WW	3179
169	WW	3180
170	WW	3181

	MARK	NUMBER
171	WW	3182
172	WW	3183
173	WW	3184
174	WW	3186
175	WW	3187
176	WW	3188
177	WW	3189
178	WW	3190
179	WW	3193
180	WW	3194
181	WW	3195
182	WW	3196
183	WW	3197
184	WW	3198
185	WW	3199
186	WW	3200
187	WW	3201
188	WW	3202
189	WW	3203
190	WW	3204
191	WW	3205
192	WW	3206
193	WW	3207
194	WW	3208
195	WW	3209
196	WW	3210
197	WW	3211
198	WW	3212
199	WW	3213
200	WW	3214
201	WW	3215
202	WW	3216
203	WW	3217
204	WW	3218

	MARK	NUMBER
205	WW	3219
206	WW	3220
207	WW	3221
208	WW	3222
209	WW	3223
210	WW	3224
211	WW	3225

Twenty-One (21) 5,800 Cu. Ft. Covered Hopper Cars

	MARK	NUMBER
1	TFOX	88003
2	TFOX	88004
3	TFOX	88008
4	TFOX	88031
5	TFOX	88034
6	TFOX	88036
7	TFOX	88039
8	TFOX	88042
9	TFOX	88045
10	TFOX	88051
11	TFOX	88052
12	TFOX	88057
13	TFOX	88058
14	TFOX	88060
15	TFOX	88063
16	TFOX	88066
17	TFOX	88068
18	TFOX	88069
19	TFOX	88093
20	TFOX	88098
21	TFOX	88100

Fifty-Two (52) 3,200 cu. ft. 263K GRL RD Aluminum Hopper Cars

	MARK	NUMBER
1	OFOX	88002
2	OFOX	88003
3	OFOX	88004
4	OFOX	88016
5	OFOX	88017
6	OFOX	88025
7	OFOX	88033
8	OFOX	88038
9	OFOX	88043
10	OFOX	88044
11	OFOX	88060
12	OFOX	88064
13	OFOX	88077
14	OFOX	88089
15	OFOX	88103
16	OFOX	88118
17	OFOX	88125
18	OFOX	88126
19	OFOX	88137
20	OFOX	88138
21	OFOX	88139
22	OFOX	88143
23	OFOX	88172
24	OFOX	88179
25	OFOX	88199
26	OFOX	88212
27	OFOX	88224
28	OFOX	88226
29	OFOX	88237
30	OFOX	88246
31	OFOX	88247
32	OFOX	88248
33	OFOX	88251
34	OFOX	88254
35	OFOX	88256

	MARK	NUMBER
36	OFOX	88261
37	OFOX	88262
38	OFOX	88266
39	OFOX	88269
40	OFOX	88286
41	OFOX	88288
42	OFOX	88311
43	OFOX	88322
44	OFOX	88329
45	OFOX	88330
46	OFOX	88354
47	OFOX	88363
48	OFOX	88376
49	OFOX	88377
50	OFOX	88386
51	OFOX	88392
52	OFOX	88398

Sixty (60) 3,200 cu. ft. 263K GRL RD Aluminum Hopper Cars

	MARK	NUMBER
1	OFOX	88006
2	OFOX	88011
3	OFOX	88012
4	OFOX	88021
5	OFOX	88026
6	OFOX	88028
7	OFOX	88032
8	OFOX	88063
9	OFOX	88065
10	OFOX	88068
11	OFOX	88074
12	OFOX	88080
13	OFOX	88081
14	OFOX	88086
15	OFOX	88096
16	OFOX	88102
17	OFOX	88111
18	OFOX	88116
19	OFOX	88120
20	OFOX	88128
21	OFOX	88132
22	OFOX	88135
23	OFOX	88151
24	OFOX	88161
25	OFOX	88166
26	OFOX	88169
27	OFOX	88170
28	OFOX	88171
29	OFOX	88177
30	OFOX	88186
31	OFOX	88187
32	OFOX	88189
33	OFOX	88197
34	OFOX	88213
35	OFOX	88219

	MARK	NUMBER
36	OFOX	88225
37	OFOX	88231
38	OFOX	88234
39	OFOX	88245
40	OFOX	88250
41	OFOX	88264
42	OFOX	88265
43	OFOX	88279
44	OFOX	88297
45	OFOX	88306
46	OFOX	88307
47	OFOX	88313
48	OFOX	88314
49	OFOX	88318
50	OFOX	88320
51	OFOX	88325
52	OFOX	88342
53	OFOX	88353
54	OFOX	88356
55	OFOX	88358
56	OFOX	88361
57	OFOX	88365
58	OFOX	88372
59	OFOX	88387
60	OFOX	88394

Twenty (20) 4,065 Open top Coal Hopper Cars

	MARK	NUMBER
1	APOX	95101
2	APOX	95102
3	APOX	95103
4	APOX	95104
5	APOX	95105
6	APOX	95106
7	APOX	95107
8	APOX	95108
9	APOX	95109
10	APOX	95110

	MARK	NUMBER
11	APOX	95111
12	APOX	95112
13	APOX	95113
14	APOX	95114
15	APOX	95115
16	APOX	95116
17	APOX	95117
18	APOX	95118
19	APOX	95119
20	APOX	95120

Ninety-Three (93) 4,065 Open Top Coal Hopper Cars

	MARK	NUMBER
1	SAVX	95001
2	SAVX	95002
3	SAVX	95003
4	SAVX	95004
5	SAVX	95005
6	SAVX	95006
7	SAVX	95007
8	SAVX	95008
9	SAVX	95009
10	SAVX	95010
11	SAVX	95011
12	SAVX	95012
13	SAVX	95013
14	SAVX	95014
15	SAVX	95015
16	SAVX	95016
17	SAVX	95017
18	SAVX	95018
19	SAVX	95020
20	SAVX	95021
21	SAVX	95023
22	SAVX	95024
23	SAVX	95026
24	SAVX	95027
25	SAVX	95028
26	SAVX	95029
27	SAVX	95030
28	SAVX	95031
29	SAVX	95033
30	SAVX	95034
31	SAVX	95035
32	SAVX	95036
33	SAVX	95038
34	SAVX	95039
35	SAVX	95040
36	SAVX	95041

	MARK	NUMBER
38	SAVX	95043
39	SAVX	95044
40	SAVX	95045
41	SAVX	95046
42	SAVX	95047
43	SAVX	95048
44	SAVX	95049
45	SAVX	95051
46	SAVX	95052
47	SAVX	95053
48	SAVX	95054
49	SAVX	95055
50	SAVX	95056
51	SAVX	95057
52	SAVX	95058
53	SAVX	95059
54	SAVX	95060
55	SAVX	95061
56	SAVX	95062
57	SAVX	95063
58	SAVX	95064
59	SAVX	95065
60	SAVX	95067
61	SAVX	95068
62	SAVX	95069
63	SAVX	95070
64	SAVX	95071
65	SAVX	95072
66	SAVX	95073
67	SAVX	95074
68	SAVX	95075
69	SAVX	95076
70	SAVX	95077
71	SAVX	95078
72	SAVX	95079
73	SAVX	95080

	MARK	NUMBER
75	SAVX	95082
76	SAVX	95083
77	SAVX	95084
78	SAVX	95085
79	SAVX	95086
80	SAVX	95087
81	SAVX	95088
82	SAVX	95089
83	SAVX	95090
84	SAVX	95091
85	SAVX	95092
86	SAVX	95093
87	SAVX	95094
88	SAVX	95095
89	SAVX	95096
90	SAVX	95097
91	SAVX	95098
92	SAVX	95099
93	SAVX	95100

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in 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: December 15, 2015



Claire E. Murphy