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December 17, 2014

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Notice of Correction, a secondary document, dated as of December 16, 2014. The primary document to which this is connected is recorded under Recordation Number 29599. We request that this document be recorded under Recordation Number 29599-A.

The names and addresses of the parties to the Notice of Correction are:

Lender:

BB&T Equipment Finance Corporation  
600 Washington Avenue, Suite 201  
Towson, MD 21204

Borrowers:

Healey Railroad Corporation  
Unitrac Railroad Materials, Inc.  
Queen City Railroad Construction, Inc.  
Armond Cassil Railroad Construction, Inc.  
2715 Byington Solway Road  
Knoxville, TN 37921

A description of the equipment covered by the Notice of Correction consists of three CWR flat cars numbered 15601, 15602, and 15603. The Notice of Correction corrects the spelling of Healey Railroad Corporation and the date of Promissory Note and Security Agreement No. 29976.

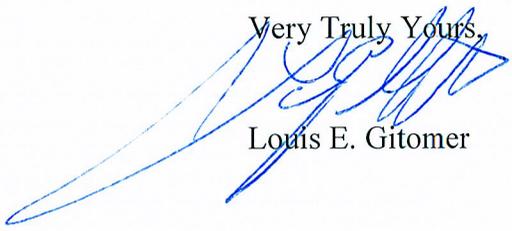
Ms. Cynthia T. Brown  
December 17, 2014  
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A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Notice of Correction between BB&T Equipment Finance Corporation, 600 Washington Avenue, Suite 201, Towson, MD 21204, and Healey Railroad Corporation, Unitrac Railroad Materials, Inc., Queen City Railroad Construction, Inc., Armond Cassil Railroad Construction, Inc., 2715 Byington Solway Road, Knoxville, TN 37921, covering three CWR flat cars numbered 15601, 15602, and 15603.

Very Truly Yours,



Louis E. Gitomer

Enclosure

NOTICE OF CORRECTION

A Memorandum of Agreement dated as of December 30, 2010 between Healy Railroad Corporation, Unitrac Railroad Materials, Inc., Queen City Railroad Construction, Inc., and Armond Cassil Railroad Construction, Inc., jointly and severally as borrower, and BB&T Equipment Finance Corporation, as lender, was recorded at 3:32 pm on December 30, 2010 under Recordation No. 29599 (the "Memorandum of Agreement").

The cover page, recital paragraph and signature page of the Memorandum of Agreement references HEALY RAILROAD CORPORATION. This Notice of Correction is for the purpose of correcting the spelling of such legal entity by substituting HEALEY RAILROAD CORPORATION for HEALY RAILROAD CORPORATION.

The second paragraph of Item 1 to the Memorandum of Agreement identified a Schedule C executed pursuant to that certain Promissory Note and Security Agreement No. 29976 dated as of December 30, 2010. This Notice of Correction is for the purpose of correcting the date of such agreement in Item 1 by substituting May 17, 2010 for December 30, 2010.

This Notice of Correction is executed and dated as of December 16, 2014 by BB&T Equipment Finance Corporation, as lender, and Healey Railroad Corporation, Unitrac Railroad Materials, Inc., Queen City Railroad Construction, Inc., and Armond Cassil Railroad Construction, Inc., jointly and severally as borrower.

BB&T EQUIPMENT FINANCE CORPORATION,  
AS LENDER

By: [Signature] (SEAL)  
Name: William D. Liberty  
Title: Vice President

**Borrower:**

HEALEY RAILROAD CORPORATION

By: [Signature] (SEAL)  
Name: Glenn V. Healey  
Title: CEO

UNITRAC RAILROAD MATERIALS, INC.

By: [Signature] (SEAL)  
Name: Glenn V. Healey  
Title: CEO

QUEEN CITY RAILROAD CONSTRUCTION, INC.

By: [Signature] (SEAL)  
Name: Glenn V. Healey  
Title: CEO

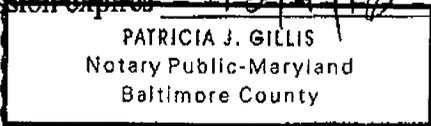
ARMOND CASSIL RAILROAD CONSTRUCTION, INC.

By: [Signature] (SEAL)  
Name: Glenn V. Healey  
Title: CEO

STATE OF MARYLAND )  
 ) ss.  
COUNTY OF BALTIMORE )

On this 16<sup>th</sup> day of December, 2014, before me, PATRICIA J. Gillis, the undersigned Notary Public, personally appeared Jill D. Gentry personally known to me to be the person who executed the within instrument as Vice President on behalf of BB&T EQUIPMENT FINANCE CORPORATION, and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public for Baltimore County, MD  
My Commission expires 12/4/16



STATE OF Virginia )  
 ) ss.  
COUNTY OF Chesterfield )

On this 16 day of December, 2014, before me, Paula A Larson, the undersigned Notary Public, personally appeared Glenn V. Healey personally known to me to be the person who executed the within instrument as CEO on behalf of HEALEY RAILROAD CORPORATION, UNITRAC RAILROAD MATERIALS, INC., QUEEN CITY RAILROAD CONSTRUCTION, INC., AND ARMOND CASSIL RAILROAD CONSTRUCTION, INC. and acknowledged to me that the corporation executed it.

[Signature]  
Notary Public for Chesterfield, Va  
My Commission expires 7/31/2017

