

RECORDATION NO. 25471 FILED

FEB 25 '05 4-39 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 25, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Chattel Mortgage/Security Agreement (50-Year Cars), dated as of February 24, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Debtor: Haines and Kibblehouse, Inc.
Lucon Road
P.O. Box 196
Skippack, Pennsylvania 19474

Mr. Vernon A. Williams
February 25, 2005
Page 2

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

95 railcars within the series AC 8343 – AC 8500, SSAM 208406 – SSAM 208498 and WC 208403 – WC 208497 as more particularly listed in the schedule attached to the document.

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

Memorandum of Chattel Mortgage/Security Agreement (50-Year Cars).

Also enclosed is a check in the amount of \$32.00 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,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25471 FILED

FEB 25 '05 4:30 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT
(50-Year Cars)

Dated as of February 24, 2005

between

HAINES AND KIBBLEHOUSE, INC.
Mortgagor

and

FIFTH THIRD BANK
Mortgagee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on February __, 2005, at __:__.M
Recordation Number _____

MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT

THIS MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT dated as of February __, 2005 is made by and between HAINES AND KIBBLEHOUSE, INC., a Pennsylvania corporation ("Mortgagor"), and FIFTH THIRD BANK, an Ohio banking corporation ("Mortgagee").

WITNESSETH

1. Pursuant to a Chattel Mortgage/Security Agreement (50-Year Cars) of even date (the "Security Agreement"), Mortgagor has pledged to Mortgagee ninety-five (95) railcars bearing the railroad reporting marks and numbers set forth on Exhibit A attached hereto.
2. The Security Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Term as defined in the Security Agreement.
3. This Memorandum of Chattel Mortgage/Security Agreement may be executed in counterparts, and all such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Mortgagee:

FIFTH THIRD BANK

By: 
Name: Robert K. Duffing
Title: Vice President

Mortgagor:

HAINES AND KIBBLEHOUSE, INC.

By: _____
Name:
Title:

MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT

THIS MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT dated as of February __, 2005 is made by and between HAINES AND KIBBLEHOUSE, INC., a Pennsylvania corporation ("Mortgagor"), and FIFTH THIRD BANK, an Ohio banking corporation ("Mortgagee").

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3. This Memorandum of Chattel Mortgage/Security Agreement may be executed in counterparts, and all such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

Mortgagee:

FIFTH THIRD BANK

By: _____
Name:
Title:

Mortgagor:

HAINES AND KIBBLEHOUSE, INC.

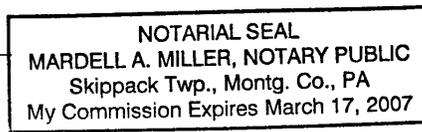
By: - Stephen M. Nelson
Name: Stephen M. Nelson
Title: VP

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF MONTGOMERY)

On this 24th day of February, 2005, before me personally appeared Stephen M. Nelson, to me personally known, who being by me duly sworn, says: that (s)he is a Vice President of HAINES AND KIBBLEHOUSE, INC., a Pennsylvania corporation, that the said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledges that the execution of the forgoing instrument was the free act and deed of said corporation.

Marcell A. Miller
NOTARY PUBLIC

My Commission Expires: 3/17/07



STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this ___ day of February, 2005, before me personally appeared _____, to me personally know, who being by me duly sworn, says; that (s)he is a _____ of FIFTH THIRD BANK, an Ohio banking corporation, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF MONTGOMERY)

On this ___ day of February, 2005, before me personally appeared _____, to me personally known, who being by me duly sworn, says: that (s)he is a _____ of HAINES AND KIBBLEHOUSE, INC., a Pennsylvania corporation, that the said instrument was signed on behalf of said corporation, by authority of its Board of Directors, and (s)he acknowledges that the execution of the forgoing instrument was the free act and deed of said corporation.

NOTARY PUBLIC

My Commission Expires:

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 24 day of February, 2005, before me personally appeared Robert KASETING, to me personally know, who being by me duly sworn, says; that (s)he is a VP of FIFTH THIRD BANK, an Ohio banking corporation, that the said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Elaine Ellis
NOTARY PUBLIC

My Commission Expires: 9.14.07

ELAINE ELLIS
Notary Public
My Commission Expires 09/14/2007

EXHIBIT "A"
50 YEAR CARS

	Built Date		Built Date
AC 008343	Jul-74	AC 008478	1975
AC 008401	1975	AC 008479	1975
AC 008402	1975	AC 008480	1975
AC 008404	1975	AC 008483	1975
AC 008405	1975	AC 008484	1975
AC 008407	1975	AC 008490	1975
AC 008408	1975	AC 008491	1975
AC 008410	1975	AC 008494	1975
AC 008411	1975	AC 008495	1975
AC 008412	1975	AC 008496	1975
AC 008413	1975	AC 008499	1975
AC 008414	1975	AC 008500	1975
AC 008415	1975	SSAM 208406	Jan-75
AC 008417	1975	SSAM 208416	Jan-75
AC 008420	1975	SSAM 208421	Jan-75
AC 008422	1975	SSAM 208423	Jan-75
AC 008424	1975	SSAM 208425	Jan-75
AC 008426	1975	SSAM 208430	Jan-75
AC 008427	1975	SSAM 208431	Jan-75
AC 008428	1975	SSAM 208439	Jan-75
AC 008429	1975	SSAM 208441	Jan-75
AC 008432	1975	SSAM 208445	Jul-75
AC 008434	1975	SSAM 208452	Jan-75
AC 008435	1975	SSAM 208456	Jan-75
AC 008436	1975	SSAM 208461	Feb-75
AC 008437	1975	SSAM 208464	Feb-75
AC 008438	1975	SSAM 208469	Jan-75
AC 008440	1975	SSAM 208472	Jan-75
AC 008442	1975	SSAM 208475	Jan-75
AC 008443	1975	SSAM 208476	Feb-75
AC 008446	1975	SSAM 208481	Feb-75
AC 008447	1975	SSAM 208482	Feb-75
AC 008448	1975	SSAM 208485	Jan-75
AC 008449	1975	SSAM 208486	Jan-75
AC 008450	1975	SSAM 208487	Jan-75
AC 008451	1975	SSAM 208488	Jan-75
AC 008454	1975	SSAM 208492	Feb-75
AC 008455	1975	SSAM 208493	Jan-75
AC 008458	1975	SSAM 208498	Jan-75
AC 008459	1975	WC 208403	Jan-75
AC 008460	1975	WC 208409	Jan-75
AC 008462	1975	WC 208418	Jan-75
AC 008465	1975	WC 208419	Jan-75
AC 008468	1975	WC 208433	Jan-75
AC 008470	1975	WC 208463	Jan-75

	Built Date		Built Date
AC 008473	1975	WC 208467	Jan-75
AC 008474	1975	WC 208497	Jan-75
AC 008477	1975		