

RECORDATION NO. 25472 FILED

FEB 25 '05 4-43 PM

SURFACE TRANSPORTATION BOARD

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

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 (40-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:

65 railcars within the series AC 8330 – AC 8400, SSAM 208340 – SSAM 208398 and WC 208351 – WC 208396 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 (40-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

REGORDATION NO. 25472 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT
(40-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 (40-Year Cars) of even date (the "Security Agreement"), Mortgagor has pledged to Mortgagee sixty-five (65) 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 Kretzing
Title: Vice President

Mortgagor:

HAINES AND KIBBLEHOUSE, INC.

By: _____

Name:

Title:

MEMORANDUM OF CHATTEL MORTGAGE/SECURITY AGREEMENT

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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.

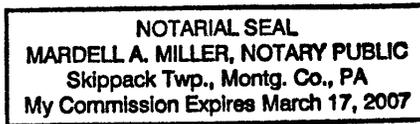
By: Stephen M. Nelson
Name: Stephen M. Nelson
Title: VP

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.

Mardell 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 14 day of February, 2005, before me personally appeared Robert KRISTING, 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, State of Ohio
My Commission Expires Sept. 14, 2007

EXHIBIT "A"
40 YEAR CARS

	Built Date		Built Date
AC 008330	1973	SSAM 208340	Dec-73
AC 008331	1973	SSAM 208341	Dec-73
AC 008332	1973	SSAM 208344	Mar-74
AC 008333	1973	SSAM 208345	Mar-74
AC 008334	1973	SSAM 208347	Mar-74
AC 008336	1973	SSAM 208349	Dec-73
AC 008337	1973	SSAM 208352	Dec-73
AC 008338	1973	SSAM 208354	Mar-74
AC 008339	1973	SSAM 208356	Mar-74
AC 008342	Mar-74	SSAM 208359	Dec-73
AC 008346	1973	SSAM 208361	Dec-73
AC 008348	Mar-74	SSAM 208364	Mar-74
AC 008353	1973	SSAM 208367	Dec-73
AC 008355	1973	SSAM 208368	Mar-74
AC 008358	Mar-74	SSAM 208369	Mar-74
AC 008362	1973	SSAM 208375	Mar-74
AC 008363	Mar-74	SSAM 208379	Dec-73
AC 008365	1973	SSAM 208391	Apr-74
AC 008370	1973	SSAM 208392	Apr-74
AC 008371	1973	SSAM 208393	Dec-73
AC 008372	1973	SSAM 208398	Apr-74
AC 008373	Mar-74	WC 208351	Dec-73
AC 008374	1973	WC 208357	Dec-73
AC 008376	Mar-74	WC 208366	Dec-73
AC 008377	1973	WC 208386	Dec-73
AC 008378	1973	WC 208387	Dec-73
AC 008382	Mar-74	WC 208396	Dec-73
AC 008383	1973		
AC 008384	Mar-74		
AC 008385	1973		
AC 008388	Apr-73		
AC 008389	1973		
AC 008390	1973		
AC 008394	1973		
AC 008395	1973		
AC 008397	1973		
AC 008399	Apr-74		
AC 008400	Apr-74		