

RECORDATION NO. 29771-K FILED  
March 30, 2012 3:20 PM  
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

March 30, 2012

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:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Agreement Supplement No. 6, dated as of March 30, 2012, 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 Recordation Number 29771.

The name and address of the party to the enclosed document are:

Collateral Agent: Wells Fargo Capital Finance, LLC  
14241 N Dallas Pkwy  
Suite 1300  
Dallas, Texas 75254

Grantor: Flagship Rail Services, LLC  
300 South Riverside Plaza, Suite 1925  
Chicago, IL 60606

Chief of the Section of Administration  
March 30, 2012  
Page 2

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

325 railcars: TILX 329311 – TILX 329610 and TILX 330211 – TILX 330235.

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

Memorandum of Security Agreement Supplement No. 6.

Also enclosed is a check in the amount of \$41.00 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,



✓ Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF SECURITY AGREEMENT  
SUPPLEMENT NO. 6**

This MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 6 ("Memorandum") dated as of March 30, 2012 is between FLAGSHIP RAIL SERVICES, LLC, a Delaware limited liability company (the "Grantor") and WELLS FARGO CAPITAL FINANCE, LLC, in its capacity as Collateral Agent for the Protected Parties (in such capacity, together with its successors and assigns, the "Collateral Agent"). The parties to this Memorandum, among others, have entered into that certain Security Agreement, dated as of May 11, 2011 (the "Security Agreement") and Security Agreement Supplement No. 6, dated the date hereof, by which the Grantor has agreed to grant to the Collateral Agent, for the benefit of the Protected Parties, a continuing security interest in and to the "Collateral" to secure the "Secured Obligations" (all capitalized terms in quotes herein and not underlined are as defined in the Security Agreement).

A Memorandum of said Security Agreement was recorded with the Surface Transportation Board on May 11, 2011 at 12:40 p.m., under Recordation No. 29771, and with the Registrar General of Canada on May 11, 2011 at 1:03 p.m.

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Grantor and Collateral Agent hereby affirm and acknowledge that Grantor has agreed to grant the Collateral Agent, on behalf of itself and the Protected Parties, a first priority security interest in all "Railcar Collateral" of Grantor, including the "Additional Railcars" listed in Schedule A hereto, and all "Pledged Leases", including the "Additional Leases" listed in Schedule B hereto, and all "Proceeds" therefrom.

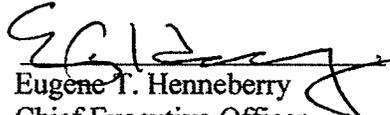
B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on all parties hereto, notwithstanding that all parties are not signatories to the same counterpart.

[SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

FLAGSHIP RAIL SERVICES, LLC,  
as Grantor

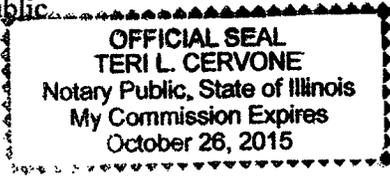
By:   
Name: Eugene T. Henneberry  
Title: Chief Executive Officer

State of Illinois            )  
  )    ss  
County of Cook            )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 27<sup>th</sup> day of MARCH, 2012, by Eugene T. Henneberry, as Chief Executive Officer of FLAGSHIP RAIL SERVICES, LLC.

  
Notary Public

My commission expires: 10/26/15



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

WELLS FARGO CAPITAL  
FINANCE, LLC, as Collateral Agent

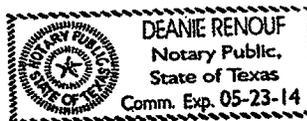
By: JF  
Name: JASON FARR  
Title: AVP

State of Texas )  
County of Dallas ) ss

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 26 day of March, 2012, by Jason Farr, as AVP of WELLS FARGO CAPITAL FINANCE, LLC.

Deanie Renouf  
Notary Public

My commission expires: 5-23-14



**SCHEDULE A  
TO THE  
MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 6**

**ADDITIONAL RAILCARS**

<u>CAR MARK</u>	<u>LESSEE</u>	<u>RIDER NUMBER</u>
TILX 329311	CRU LOGISTICS, LLC	1
TILX 329312	CRU LOGISTICS, LLC	1
TILX 329313	CRU LOGISTICS, LLC	1
TILX 329314	CRU LOGISTICS, LLC	1
TILX 329315	CRU LOGISTICS, LLC	1
TILX 329316	CRU LOGISTICS, LLC	1
TILX 329317	CRU LOGISTICS, LLC	1
TILX 329318	CRU LOGISTICS, LLC	1
TILX 329319	CRU LOGISTICS, LLC	1
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TILX 329324	CRU LOGISTICS, LLC	1
TILX 329325	CRU LOGISTICS, LLC	1
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TILX 330235	CRU LOGISTICS, LLC	2

**SCHEDULE B  
TO THE  
MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 6**

**ADDITIONAL LEASES**

1. One Hundred Fifty (150) units as identified on Schedule A hereto and leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated as of August 25, 2011 between Trinity Industries Leasing Company and Cru Logistics, LLC.

2. One Hundred Seventy-Five (175) units as identified on Schedule A hereto and leased pursuant to Rider Two (2) to that certain Railroad Car Lease Agreement dated as of August 25, 2011 between Trinity Industries Leasing Company and Cru Logistics, LLC.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 3/30/12

Edward M. Luria  
Edward M. Luria