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SURFACE TRANSPORTATION BOARD
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FLETCHER & SIPPEN LLC

ATTORNEYS AT LAW

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Chicago, Illinois 60606-2832

STEPHEN J. RYNN
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srynn@fletcher-sippel.com

July 24, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423
Attn: Office of Recordations

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Amendment to Loan and Security Agreement, dated as of July 15, 2013 a secondary document as defined in the Board's Rules for the Recordation of Documents. This document relates to documents previously filed with the Board under Recordation Nos. 29688, 29688-A and 29688-B.

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

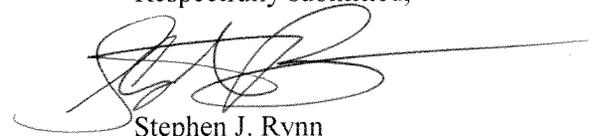
BORROWERS:
Diamondback Signal, LLC
East Penn Railroad, LLC
Middletown & New Jersey Railroad, LLC
Regional Rail, LLC
Conshohocken Recycling & Rail Transfer LLC
Tyburn Railroad LLC
Regional Transload, LLC

SECURED PARTY:
Fifth Third Bank
222 South Riverside Place, 32nd Floor
Chicago, IL 60606

505 South Broad Street
Kennet Square, Pennsylvania 19348

Included in the property covered by the aforesaid documents are all rolling stock and equipment intended for use and related to interstate commerce, and includes rolling stock or equipment acquired by Borrowers or its or their successors **after the date** of the documents. A check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee is being sent separately.

Respectfully submitted,



Stephen J. Rynn
Attorney for Secured Party

JUL 25 '13 -4 4 6 PM

**MEMORANDUM OF
AMENDMENT TO LOAN AND SECURITY AGREEMENT**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF AMENDMENT TO LOAN AND SECURITY AGREEMENT (the "Memorandum") dated as of July 15, 2013, is made by and between Fifth Third Bank, an Ohio banking corporation, at its offices at 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois 60606, (the "Bank"), and East Penn Railroad, LLC a Delaware Limited Liability Company, Middletown & New Jersey Railroad, LLC, a Delaware Limited Liability Company, Diamondback Signal, LLC, a Delaware Limited Liability Company, Conshohocken Recycling & Rail Transfer LLC, Delaware Limited Liability Company, Tyburn Railroad LLC, Delaware Limited Liability Company, Regional Transload, LLC, a Delaware Limited Liability Company and Regional Rail LLC, a Delaware Limited Liability Company, each with its chief executive office and principal place of business at 505 South Broad Street, Kennet Square, Pennsylvania 19348 (collectively, the "Borrower").

Borrower and the Bank hereby state the following:

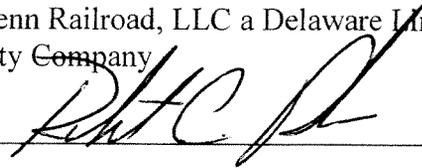
1. Borrower and the Bank are parties to that certain Amendment to Loan and Security Agreement dated as of July 15, 2013 (the "Loan Agreement") (capitalized terms used herein and not otherwise defined shall have the meaning given in the Loan Agreement), whereby the Bank loaned Borrower certain funds *inter alia* to facilitate the purchase or financing of the Locomotives, Railcars and equipment more specifically identified on Exhibit A attached hereto and made a part hereof and any Locomotives and Railcars acquired by Borrowers subsequent to March 14, 2011.
2. Borrower's obligations under the Loan Agreement and other loan documents are evidenced by and payable in accordance with the Loan Agreement.
3. Pursuant to the terms of the Loan Agreement and to secure the payment and performance of any and all of Borrower's obligations to the Bank, Borrower granted to the Bank a continuing, first priority security interest in and to, and chattel mortgage lien on, all of the Borrower's right, title and interest in and to the Locomotives and Railcars to have and to hold all and every part of the Locomotives and Railcars unto the Bank, its successors and assigns, for its and their own use and benefit forever.
4. This document relates to documents previously filed with Board under Recordation Nos. 29688, 29688-A and 29688-B.

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

WITNESS:



East Penn Railroad, LLC a Delaware Limited Liability Company

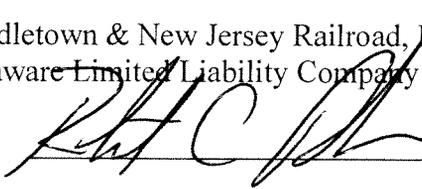
By: 

Title: President and Chief Executive Officer

WITNESS:



Middletown & New Jersey Railroad, LLC, a Delaware Limited Liability Company

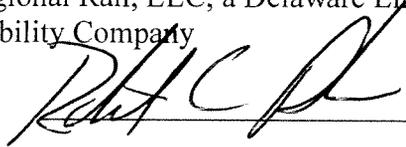
By: 

Title: President and Chief Executive Officer

WITNESS:



Regional Rail, LLC, a Delaware Limited Liability Company

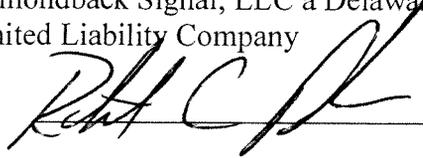
By: 

Title: President and Chief Executive Officer

WITNESS:



Diamondback Signal, LLC a Delaware Limited Liability Company

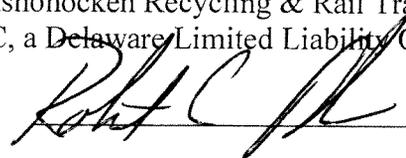
By: 

Title: Co - Manager

WITNESS:

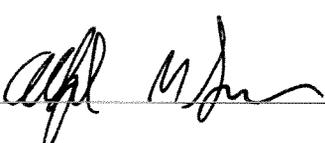


Conshohocken Recycling & Rail Transfer LLC, a Delaware Limited Liability Company

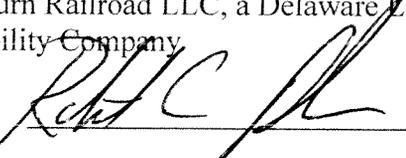
By: 

Title: President and Chief Executive Officer

WITNESS:



Tyburn Railroad LLC, a Delaware Limited Liability Company

By: 

Title: President and Chief Executive Officer

WITNESS:

Diane G. Klein

Regional Transload, LLC, a Delaware
Limited Liability Company

By:

[Signature]

Title: President and Chief Executive
Officer

STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

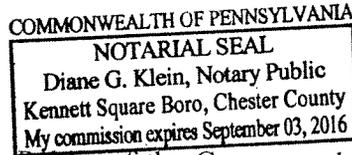
On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of East Penn Railroad, LLC a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Diane G. Klein

Notary Public

STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

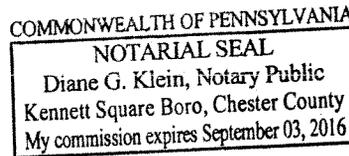


On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of Middletown & New Jersey Railroad, LLC, a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Diane G. Klein

Notary Public

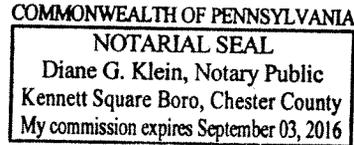


STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of Regional Rail, LLC, a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Diane G. Klein
Notary Public

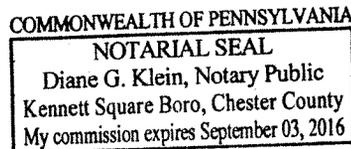


STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the Co – Manager of Diamondback Signal, LLC a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

Diane G. Klein
Notary Public

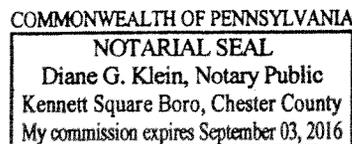


STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of Conshohocken Recycling & Rail Transfer LLC, a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.

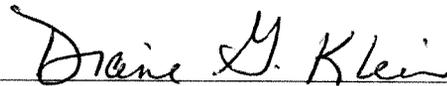
Diane G. Klein
Notary Public



STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)

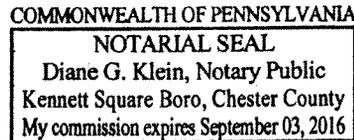
On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of Tyburn Railroad LLC, a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



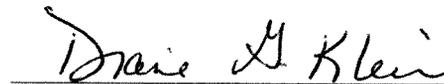
Notary Public

STATE OF PENNSYLVANIA)
) ss
COUNTY OF CHESTER)



On this 22nd day of July, 2013, before me, a Notary Public of the County and State aforesaid, personally appeared Robert C. Parker to me personally known, who being by me duly sworn, says that he is the President and Chief Executive Officer of Regional Transload, LLC, a Delaware Limited Liability Company, that said instrument was signed on behalf of said company by authority of its members, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

AS WITNESS my hand and notarial seal.



Notary Public

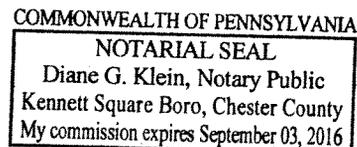


EXHIBIT A

Locomotives, Railcars and Equipment:

000031	KENNET SQUARE BUILDING
000032	REINHOLDS STRUCTURE
000033	AVONDALE STRUCTURE
000034	HY RAIL BRUSH CUTTER
000035	MARK 1 TRACKER TAMPER
000036	KERSHAW TIE CRANE KENNET SQUARE
37	KERSHAW TIE CRANE QUAKERTOWN
39	KERSHAW TIE CRANE QUAKERTOWN
40	HY RAIL INSPECTION PICK UP 1985
41	CHEVY INSPECTORS HYRAIL 1978
42	GMC HYRAIL WELDERS TRUCK - 1992 GMC TRUCK
43	INTERNATIONAL HY RAIL DUMP/BOOM
44	CHEVY EXTENDED CAB PICKUP HYRAIL
45	FORD F-350 HY RAIL
46	MOWX BALLAST CAR (A)
47	MOWX BALLAST CAR (B)
000048	1988 G3WD SINGLE AXLE GRADALL
000049	LCN WELDER RANGER 10000
000052	TRAILER
000070	RAIL DRILL
000071	HYRAIL TRUCK
000075	HI RAIL GEAR ADDED TO TRUCK
000115	1988 GMC WHITE GRAPPLE TRUCK
116	AIR COMPRESSOR
117	RAIL TONGS
000125	2002 CASE BACKHOE AND EQUIPMENT
127	TOOLS
133	RACINE IMPACT WRENCH
156	2003 CHEVROLET 2500HD HI RAIL TRUCK
157	2002 FORD EXPLORER
158	1998 INTERNATIONAL 4900
172	SPIKE PULLER
000173	TIE TAMPER
000174	SPIKE DRIVER
000197	INDUSTRIAL PRESSURE WASHER
215	RAIL LIFTER
241	"MARK 1 TRACKER TAMPER NEW DIFFEENTIAL AND 2 NEW DELTA MOTORS
242	"INTERNATIONAL HY RIAL DUMP/BOOM NEW TRANSMISSION
243	"MOW 211 SIDE DUMP CAR NEW HYDRAULIC LIFTS
259	"NEW CLAW FOR 88 GMC WHITE GRAPPLE TRUCK

265 "IMPACT WRENCH
 266 "RAIL GRINDER
 18 EMD SW 900 M
 20 EMD GP 10
 21 GE U 23 B
 22 GE U 23 B
 23 GE U23 B
 24 GE B 23 7
 25 GE B 23 7
 26 EMD GP 10
 27 GE B 30 7
 29 GE B 30 7
 30 EMD NW 2
 53 LOCOMOTIVES
 59 LOCOMOTIVE
 000141 LOCOMOTIVE #1800
 000142 LOCOMOTIVE #1802
 000143 LOCOMOTIVE #1804
 171 LOCOMOTIVE UNIT #1701 (GP 9)
 212 LOCOMOTIVE #1701
 213 LOCOMOTIVE #2179
 214 LOCOMOTIVE #2173
 74 WELD KIT

 000001 2011 GMC SIERRA 1500 PICKUP
 000002 2011 SD F 350 4X4 CC-XLT DIESEL
 000003 2012 F 150 4X4 SS PU D25103
 000004 2012 F 150 4X4 SS PU D 89164
 000005 2012 HS-HD DUMP TRAILR
 000006 2012 F 150 4X4 SS PU E15049
 000036 1997 FORD SUPER DUTY- BUCKET TRUCK
 000007 DELL LAT E5520-ENGINEERING
 000008 DELL LAT EE5520-MB
 000009 DELL LAT E5520 & DOCKING STATION- JB
 000010 DELL LAT E5520 & DOCKING STATION - KB
 000011 DELL M6600 & DOCKING STATION - KL
 000012 DELL MONITOR 1KL
 000013 DELL MONITOR 2 -JB
 000014 DELL MONITOR 3 -KB
 000015 POWEREDGE T110 SM BUS SERVER
 000016 DELL COMPUTER & DOCKING STATION
 000017 HUSQVANA CUTOFF SAW K760
 000018 MULTIQUIP TAMPER MTX60
 000019 DERAILS & ASSOC TRACK TOOLS
 000020 RAIL EXPANDERS: PULLER & EXPANDER
 000021 DANSE VIBRATOR & ACCES.

000022 HAMMERHEAD MOLEW/ACCES.
000023 DANSE RAIL SAW
000024 LD-1PY-ECO GA DRILL W/ ACCES.
000025 BRIGGS & STRATTON GENERATOR
000030 ANALOG/ DIGITAL INSULATION TESTER