

RECORDATION NO. 23660 -C
FILED

SEP 16 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1864)

September 16, 2010

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amended and Restated Security Agreement, dated as of September 14, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete restatement of the Security Agreement which was previously filed with the Board under Recordation Number 23660.

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

Secured Party:	Bank of America, N.A. 101 North Tyron Street Charlotte, NC 28255
Debtor:	Feld Entertainment, Inc. 8607 Westwood Center Drive Vienna, VA 22182

Chief
Section of Administration
September 16, 2010
Page 2

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

150 railcars consisting of:

Blue Unit - 61 cars within the series RBBX 40006 - RBBX 85704;
Red Unit - 59 cars within the series RBBX 40001 - RBBX 85701;
Palmetto Recycle - 23 cars within the series RBBX 41303 - RBBX 64712; and
7 additional railcars within the series RBBX 40009 - RBBX 84719 as more particularly set forth in the attachment to the document

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

Amended and Restated Security Agreement.

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,



Robert W. Alvord

RWA/sem
Enclosures

SEP 16 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT

Memorandum of Amended and Restated Security Agreement, made and entered into as of September 14, 2010, by and between Feld Entertainment, Inc., a Delaware corporation with its principal place of business in Vienna, Virginia (the "Debtor"), and Bank of America, N.A., a national banking association organized under the laws of the United States ("Bank of America"), as agent for the Secured Parties (as defined in that certain Fourth Amended and Restated Credit Agreement dated as of September 14, 2010, by and among the Debtor, Bank of America, as the agent and as a lender, and certain other financial institutions from time to time party thereto (the "Credit Agreement").

WITNESETH

The Debtor, Bank of America, as agent, and certain subsidiaries of the Debtor have entered into that certain Amended and Restated Rolling Stock Security Agreement dated as of September 14, 2010 (the "Security Agreement"), pursuant to which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to Bank of America, for itself and as agent, in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FELD ENTERTAINMENT, INC.

By: 
Name: Michael G. Shannon
Title: President and Chief Operating Officer

BANK OF AMERICA, N.A., as Agent

By: _____
Name: _____
Title: _____

MEMORANDUM OF AMENDED AND RESTATED SECURITY AGREEMENT

Memorandum of Amended and Restated Security Agreement, made and entered into as of September 14, 2010, by and between Feld Entertainment, Inc., a Delaware corporation with its principal place of business in Vienna, Virginia (the "Debtor"), and Bank of America, N.A., a national banking association organized under the laws of the United States ("Bank of America"), as agent for the Secured Parties (as defined in that certain Fourth Amended and Restated Credit Agreement dated as of September 14, 2010, by and among the Debtor, Bank of America, as the agent and as a lender, and certain other financial institutions from time to time party thereto (the "Credit Agreement").

WITNESETH

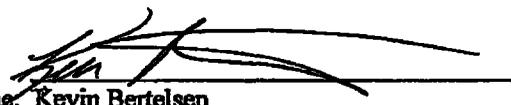
The Debtor, Bank of America, as agent, and certain subsidiaries of the Debtor have entered into that certain Amended and Restated Rolling Stock Security Agreement dated as of September 14, 2010 (the "Security Agreement"), pursuant to which the Debtor has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to Bank of America, for itself and as agent, in order to secure the Debtor's performance of its obligations as described in the Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FELD ENTERTAINMENT, INC.

By: _____
Name: _____
Title: _____

BANK OF AMERICA, N.A., as Agent

By: 
Name: Kevin Bertelsen
Title: Senior Vice President

STATE OF VIRGINIA)
) ss.
COUNTY OF FAIRFAX)

On this 13th day of September, 2010, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Michael Shannon, to me known personally, and who, being by me duly sworn, deposes and says that he is the President + CEO of Feld Entertainment, Inc. (the "Corporation") and that the foregoing instrument was signed and sealed on behalf of the Corporation by authority of its Board of Directors, and said Marsha Gervasi acknowledged the execution of the foregoing instrument to be the free act and deed of the Corporation.

[NOTARY SEAL]

Marsha Gervasi
Notary Public
My commission expires:



EXHIBIT A
(to Memorandum of Amended and Restated Security Agreement)

This is a complete restatement of the equipment which is subject to the Amended and Restated Rolling Stock Security Agreement.

Rolling Stock Collateral

See attached.

FELD ENTERTAINMENT, INC.
RINGLING BROS. and BARNUM BAILEY COMBINED SHOWS INC.
 Domestic Transportation Department
 2010 Circus Train Consist

Railcar detail

RBXX CAR NUMBER	BUILT DATE	ACQUIRED BY	CAR BODY	RBXX CAR BODY	USE / STATUS	RECYCLE DATE	PREVIOUS RECYCLE DATA	BRAKE VALVE TYPE	HOUSE NO.	LOC. NO.	LOC. NO.	ORIGINAL REPORTING MARKS	PURCHASED REPORTING MARKS	BUILDER LT WT
BLUE UNIT		BY RBXX	TYPE	TYPE						2009	2009			
SORTED BY RBXX NUMBER														
1	40008	1883	ACF	AL	COACH	11/18/1908		ABDXL 172	BLUE	172	BLUE	UP	5489	138580
2	40010	1884	ACF	AL	COACH	11/22/2007	12/30/1989	ABDXL 187	BLUE	187	BLUE	UP	4883	143530
3	40011	1884	ACF	AL	COACH	11/14/2003	12/30/1982	ABDXL 180	BLUE	180	BLUE	UP	5950	149530
4	40013	1885	ACF	AL	COACH	12/30/1986		ABDXL 193	BLUE	193	BLUE	UP	1102	154560
5	40014	1885	ACF	AL	COACH	12/30/1986		ABDXL 198	BLUE	198	BLUE	UP	1103	154560
6	40016	1884	ACF	AL	COACH	12/30/1986		ABDXL 167	BLUE	167	BLUE	UP	5461	154560
7	41301	1948	BUDD	SS	COACH	12/30/1985		ABDXL 188	BLUE	188	BLUE	PRR	8242	138580
8	41304	1948	BUDD	SS	COACH	11/17/2008	12/30/1991	ABDXL 184	BLUE	184	BLUE	PRR	8257	138580
9	41307	1948	BUDD	SS	COACH	11/14/2003	12/30/1982	ABDXL 188	BLUE	188	BLUE	PRR	8267	138600
10	41308	1948	BUDD	SS	COACH	11/22/2007	12/30/1983	ABDXL 174	BLUE	174	BLUE	PRR	8288	138580
11	41309	1880	BUDD	SS	COACH	11/14/2003	12/30/1982	ABDXL 178	BLUE	178	BLUE	PRR	1487	5403
12	41310	1948	BUDD	SS	COACH	11/14/2003		ABDXL 183.5	BLUE	183.5	BLUE	PRR	1493	5421
13	41312	1881	BUDD	SS	COACH	12/30/1986		ABDXL 191	BLUE	191	BLUE	UP	5513	
14	41316	1948	BUDD	SS	COACH	11/30/1986		ABDXL 188	BLUE	188	BLUE	PRR	8260	
15	41317	1948	BUDD	SS	COACH	12/28/2004		ABDXL 185	BLUE	185	BLUE	PRR	1549	
16	41402	1984	BUDD	SS	COACH	12/28/2004		ABDXL 194	BLUE	194	BLUE	B&O	7103	138400
17	41404	1885	BUDD	SS	COACH	12/30/1985		ABDXL 190	BLUE	190	BLUE	SCL	6408	
18	41405	1956	BUDD	SS	COACH	12/30/1985		ABDXL 170	BLUE	169	BLUE	SCL	8404	
19	42001	1880	Pullman	AL	COACH	11/17/2005	12/30/1980	ABDXL 183	BLUE	183	BLUE	UP	8401	128840
20	42005	1880	Pullman	AL	COACH	11/22/2007		ABDXL 198	BLUE	198	BLUE	UP	5407	128840
21	42008	1880	Pullman	AL	COACH	12/30/1986		ABDXL 196	BLUE	196	BLUE	UP	5410	128840
22	42009	1880	Pullman	AL	COACH	12/30/1986		ABDXL 197	BLUE	197	BLUE	UP	4808	128840
23	42010	1880	Pullman	AL	COACH	11/17/2005		ABDXL 176	BLUE	176	BLUE	UP	4810	128840
24	42011	1880	Pullman	AL	COACH	12/28/2004		ABDXL 195	BLUE	195	BLUE	UP	4611	128840
25	42013	1880	Pullman	AL	COACH	11/17/2005		ABDXL 189	BLUE	189	BLUE	UP	5425	128840
26	42015	1880	Pullman	AL	COACH	11/18/2001		ABDXL 179	BLUE	179	BLUE	UP	5432	128840
27	42016	1880	Pullman	AL	COACH	11/18/2001		ABDXL 178	BLUE	178	BLUE	UP	5433	128840
28	42103	1880	Pullman	AL	COACH	11/30/1984	2008	ABDXL 189	BLUE	170	BLUE	GN	1230	133340
29	43003	1880	STL CAR	AL	COACH	9/11/989		ABDXL 177	BLUE	177	BLUE	UP	5907	4808
30	43007	1884	STL CAR	AL	COACH	12/30/1984		ABDXL 171	BLUE	171	BLUE	UP	5540	4808
31	43008	1880	STL CAR	AL	COACH	12/4/1986		ABDXL 173	BLUE	173	BLUE	UP	5488	4847
32	43012	1884	STL CAR	AL	COACH	11/10/1987		ABDXL 192	BLUE	192	BLUE	UP	5541	4818

FELD ENTERTAINMENT, INC.
RINGLING BROS. and BARNUM BAILEY COMBINED SHOWS INC.

Domestic Transportation Department
 2010 Circus Train Consist

REBX CAR Number	BUILT DATE	ACQUIRED BY	CAR BODY	REBX	USE / STATUS	RECYCLE DATE	PREVIOUS RECYCLE DATE	BRAKE VALVE	HOUSE NO.	LOC. 2010	LOC. 2009	ORIGINAL REPORTING MARKS	PURCHASED REPORTING MARKS	BUILDER LT WT
RED UNIT	89 Cars		TYPE					TYPE	No.	2010	2009			
1	40001	1953	ACF	AL	COACH	11/15/2002		ABDXL 35	35	RED	RED	UP	5450	135990
2	40002	1953	ACF	AL	COACH	12/10/1998		ABDXL 49	49	RED	RED	UP	5451	135900
3	40003	1953	ACF	AL	COACH	12/30/1998		ABDXL 57	57	RED	RED	UP	5453	135900
4	40004	1960	Pullman	AL	COACH	11/23/2008	12/30/1990	ABDXL 45	46	RED	RED	UP	5457	135980
5	40005	1953	ACF	AL	COACH	11/23/2008		ABDXL 41	41	RED	RED	UP	5458	135980
6	40007	1954	ACF	AL	COACH	11/15/2002	12/30/1987	ABDXL 38	38	RED	RED	UP	5465	135980
7	40012	1954	ACF	AL	COACH	11/16/2000		ABDXL 33	33	RED	RED	UP	5554	135980
8	40015	1954	ACF	AL	COACH	12/1/1998		ABDXL 51	51	RED	RED	UP	5480	143530
9	40017	1954	ACF	AL	COACH	11/10/1997		ABDXL 59	59	RED	RED	UP	5484	4803
10	41302	1949	BUDO	SS	COACH	11/23/2008		ABDXL 42	42	RED	RED	PRR	8246	4808
11	41306	1949	BUDO	SS	COACH	11/16/2000	12/30/1981	ABDXL 34	34	RED	RED	PRR	3284	5415
12	41311	1950	BUDO	SS	COACH	12/30/1992	2009 - 10 ?	ABDXL 32	32	RED	RED	PRR	1482	5427
13	41313	1961	BUDO	SS	COACH	12/30/1998		ABDXL 36	36	RED	RED	UP	5526	5402
14	41315	1949	BUDO	SS	COACH	2/24/2000		ABDXL 40	40	RED	RED	PRR	1520	109
15	41408	1950	BUDO	SS	COACH	12/30/1998		ABDXL 39	39	RED	RED	SP	2385	4018
16	42007	1950	Pullman	AL	COACH	11/23/2008	12/30/1989	ABDXL 60	60	RED	RED	UP	5474	128840
17	42017	1950	Pullman	AL	COACH	12/30/1998		ABDXL 29	29	RED	RED	UP	4873	
18	42018	1950	Pullman	AL	COACH	12/30/1998		ABDXL 30	30	RED	RED	UP	4814	
19	42019	1950	Pullman	AL	COACH	6/7/1989		ABDXL 28	28	RED	RED	UP	4815	
20	42020	1950	Pullman	AL	COACH	11/16/2000		ABDXL 58	58	RED	RED	UP	4816	
21	42021	1950	Pullman	AL	COACH	12/28/2004		ABDXL 54	54	RED	RED	UP	4817	
22	42022	1950	Pullman	AL	COACH	11/16/2002	12/30/1989	ABDXL 51	51	RED	RED	UP	5444	
23	43001	1956	STL CAR	AL	COACH	11/20/2008	12/30/1987	ABDXL 37	37	RED	RED	UP	5483	126840
24	43002	1954	STL CAR	AL	COACH	12/30/1998		ABDXL 43	43	RED	RED	UP	5828	135480
25	43004	1954	STL CAR	AL	COACH	11/10/1997		ABDXL 47	47	RED	RED	UP	5833	4628
26	43005	1954	STL CAR	AL	COACH	12/1/1998		ABDXL 55	55	RED	RED	UP	5835	4615
27	43008	1954	STL CAR	AL	COACH	12/1/1998		ABDXL 53	53	RED	RED	UP	5838	4611
28	43009	1954	STL CAR	AL	COACH	12/1/1998		ABDXL 50	50	RED	RED	UP	5842	4617
29	43010	1954	STL CAR	AL	COACH	11/10/1997		ABDXL 52	52	RED	RED	UP	5489	4650
30	43011	1954	STL CAR	AL	COACH	11/10/1997		ABDXL 48	48	RED	RED	UP	5537	4604

SORTED BY REBX NUMBER

FELD ENTERTAINMENT, INC.
RINGLING BROS. and BARNUM BAILEY COMBINED SHOWS INC.
 Domestic Transportation Department

2010 Circus Train Consist

REBX CAR Number	BUILT DATE	BUILDER	Acquired BY	CAR Body	RIBB Metal	RIBB TYPE	USE / STATUS	RECYCLE DATE	LAST Recycle	Previous Recycle	BRAKE VALVE TYPE	House No.	LOC. 2010	House No.	LOC. 2009	ORIGINAL REPORTING MARKS	PURCHASED REPORTING MARKS	Builder LT WT	
31	80002	ACF	1982	AL	STOCK	Horse-Genetal-Vestibule	1/1/1989				ABDXL A	A	RED	A	RED	UP	5755	904280	126000
32	80011	ACF	1972	AL	COACH	480V (2) GENSETS	12/30/1985				ABDXL 45	182	RED	182	BLUE	UP	6319		124180
33	80012	ACF	1972	AL	COACH	PIE CAR	12/30/1989				ABDXL 44	44	RED	44	RED	UP	6322		124180
34	83002	STL CAR	1972	AL	COACH	SHOP	12/30/1988				ABDXL 58	58	RED	58	RED	UP	6328		127380
35	83004	STL CAR	1984	AL	STOCK	Elephants-4-RoadLo-Fit	2/4/1988				ABDXL C	C	RED	C	RED	UP	5784	904701	
36	83008	STL CAR	1988	AL	STOCK	Horse-Crew Room	8/10/2003				ABDXL B	B	RED	B	RED	UP	5747	904818	
37	83008	STL CAR	1988	AL	COACH	1-Genetal Porters	3/1/2004				ABDXL 61	61	RED	61	RED	UP	5776	904700	
38	83011	STL CAR	1988	AL	STOCK	Elephants-Vestibule	2/1/2003			12/30/1984	ABDXL D	D	RED	D	RED	UP			
39	80701	ACF	1988	CS	FLAT	old EOCC	12/30/1989				ABDXL		RED		RED	GTW	303108		
40	80706	ACF	1988	CS	FLAT		12/30/1987				ABDXL		RED		RED	GTW	303122		
41	80708	ACF	1988	CS	FLAT	TMX-RAMP-GENSET	12/30/1987				ABDXL		RED		RED	NEW		1	
42	80714	ACF	1989	CS	FLAT	TMX	1/13/2000				ABDXL		RED		RED	NEW			
43	80715	ACF	1989	CS	FLAT	TMX	12/30/1988				ABDXL		RED		RED	NEW			
44	80716	ACF	1989	CS	FLAT	TMX	12/30/1988				ABDXL		RED		RED	NEW			
45	80717	ACF	1989	CS	FLAT	TMX	5/25/2007			12/30/1986	ABDXL		RED		RED	NEW			
46	80718	ACF	2008	CS	FLAT	TMX-RAMP-GENSET NEW 3-2008	1/28/2009				ABDXL		RED		RED	FEC	4183		
47	84702	Bethlern	1988	CS	FLAT	old EOCC	10/1/2006			12/30/1980	ABDXL		RED		RED	GTW	303074		
48	84703	Bethlern	1988	CS	FLAT		4/1/2004				ABDXL		RED		RED	GTW	303080		
49	84705	Bethlern	1989	CS	FLAT		4/28/2006				ABDXL		RED		RED	GTW	303078		
50	84708	Bethlern	1987	CS	FLAT	BH-LEVEL	10/1/2007			12/30/1984	ABDXL		RED		RED	GTW	303063		
51	84708	Bethlern	1988	CS	FLAT		2/20/2007			12/30/1988	ABDXL		RED		RED	GTW	303062		
52	84710	Bethlern	1987	CS	FLAT		12/30/1988				ABDXL		RED		RED	GTW	303062		
53	84711	Bethlern	1988	CS	FLAT	old EOCC	12/30/1988				ABDXL		RED		RED	GTW	303062		
54	84714	Bethlern	1988	CS	FLAT	old EOCC	9/13/2004			12/30/1987	ABDXL		RED		RED	GTW	303062	JTTX	911818
55	84718	Bethlern	1986	CS	FLAT	old EOCC	12/30/1988				ABDXL		RED		RED	GTW	303062	JTTX	911820
56	84718	Bethlern	1986	CS	FLAT	old EOCC	12/30/1988				ABDXL		RED		RED	GTW	303062	JTTX	930182
57	84803	Bethlern	1974	CS	FLAT	old EOCC	12/30/1988				ABDXL		RED		RED	MCLX	8900		
58	84804	Bethlern	1989	CS	FLAT	FCP CONTAINER	12/30/1980				ABDXL		RED		RED	GTW	303081		
59	85701	MAXSON	1988	CS	FLAT	FCP CONTAINER TMX	10/20/2002				ABDXL		RED		RED	GTW	303072		

FELD ENTERTAINMENT, INC.
RINGLING BROS. and BARNUM BAILEY COMBINED SHOWS INC.
 Domestic Transportation Department
 2010 Circus Train Consist

RBBX CAR Number	BUILT DATE	BY	Acquired CAR	RBBX Body	RBBX Metal	TYPE	USE / STATUS	RECYCLE DATE	LAST Previous Recycle Data	BRAKE VALVE TYPE	House No.	LOC. 2010	House No.	LOC. 2009	ORIGINAL REPORTING MARKS	PURCHASED REPORTING MARKS	Builder LT WT
1	41903	1949	BUDD	SS	COACH	SF / QUARTERS	12/30/1992 out of blue 1108 ABDXL	23 CARS		ABDXL	PAL	PAL	PRR	8263	KBRX	5434	138500
2	41806	1948	BUDD	SS	COACH	To Palmmetto 1-2018	12/30/1998 2008 ABDXL			ABDXL	PAL	PAL	PRR	8263	KBRX	5431	138500
3	41914	1949	BUDD	SS	COACH	NEW Lantite	11/15/2001 SERVICABLE ABDXL			ABDXL	PAL	PAL	PFR	8272	MARC	102	
4	41401	1954	BUDD	SS	COACH	out-of-service 1998	12/30/1994 ABDXL			ABDXL	PAL	PAL	BO	7104	AUT	634	139400
5	41403	1955	BUDD	SS	COACH	RED-FIRE RBX 44	To Venice, FL 2011 or 7 ABDW			ABDXL	PAL	PAL	SCL	50	AUT	802	
6	41407	1949	BUDD	SS	COACH	NEW - To Mexico-97	NEW			ABDXL	PAL	PAL	UP	1445	AMTK	2882	
7	41409	1950	BUDD	SS	COACH	NEW				DZZ	PAL	PAL	UP	1425	AMTK	2439	
8	41409	1954	BUDD	SS	COACH	NEW				DZZ	PAL	PAL	UP	1425	AMTK	2439	
9	42002	1950	Pullman	AL	COACH	NEW	12/30/1990			ABDXL	PAL	PAL	8AO	7110	AMTK	2837	128540
10	42003	1950	Pullman	AL	COACH	NEW				ABDXL	PAL	PAL	UP	4808	MN	4908	128540
11	42005	1950	Pullman	AL	COACH	NEW				ABDXL	PAL	PAL	UP	5417			128540
12	42014	1950	Pullman	AL	COACH	NEW				ABDXL	PAL	PAL	UP	4812			
13	42023	1951	Pullman	AL	COACH	NEW - Alaska	12/30/1998			DZZ	PAL	PAL	UP	5443	SLOC	8443	
14	80003	1962	ACF	AL	STOCK	HORSE-GENTRANSF	12/30/1993 2 B SCRAP			ABDW	PAL	PAL	UP	5642	UP	904827	128000
15	80016	1954	ACF	AL	Baggage	NEW - CFM	To CEC-?			ABD	PAL	PAL	UP	5663	UP	904824	
16	80016	1954	ACF	AL	Baggage	NEW - CFM				ABD	PAL	PAL	UP	5663	UP	904824	
17	80018	1961	ACF	AL	Baggage	NEW				ABD	PAL	PAL	UP	904811	UP	904811	
18	80018	1961	ACF	AL	Baggage	NEW				ABD	PAL	PAL	UP	904811	UP	904811	
19	80020	1961	ACF	AL	Baggage	NEW				ABD	PAL	PAL	UP	904811	UP	904811	
20	63001	1961	STL CAR	AL	COACH	PIE CAR	12/30/1996			ABDXL	PAL	PAL	BLUE	UP	6327		127380
21	63012	1962	STL CAR	AL	COACH	NEW				ABDXL	PAL	PAL	UP	904823	UP	904823	
22	63013	1962	STL CAR	AL	COACH	NEW	2010 Generator Car ABDXL			ABDXL	PAL	PAL	UP	518180	UP	518180	
23	84712	1979	Bethlem	CS	FLAT	BI-Level - SERVICABLE	10/1/2006 12/30/1998 ABDXL			ABDXL	PAL	PAL	UP	904823	UP	904823	
ELLENTON, FL - STORAGE TRACK (west to east)																	
1	60004	1961	ACF	AL	STOCK	ELEPHANT	4 CARS										
2	60014	1961	ACF	AL	STOCK	ELEPHANT	12/30/1992 Out Mar 2004 ABDXL			ABDXL	ELL	ELL	UP	6300			124180
3	60009	1961	ACF	AL	STOCK	HORSE	12/30/1991			ABDXL	ELL	ELL	UP	6317			124180
4	63003	1962	STL CAR	AL	STOCK	ELEPHANT	12/30/1991 Out 1985			ABDXL	ELL	ELL	UP	6330			127380
PROGRESS RAILCAR REPAIR SHOP - D-COURSEY, KY																	
1	84718	1969	Bethlem	CS	FLAT		2 CARS										
2	84719	1969	Bethlem	CS	FLAT												
CEC ELEPHANT FARM																	
1	40009	1963	ACF	AL	COACH	SCHOOL CAR	1 CAR			ABDW	CEC	CEC	CEC	CNW	3481	AMTK	4468
PROGRESS RAILCAR REPAIR SHOP - D-COURSEY, KY																	
1	84718	1969	Bethlem	CS	FLAT		2 CARS										
2	84719	1969	Bethlem	CS	FLAT												
CEC ELEPHANT FARM																	
1	40009	1963	ACF	AL	COACH	SCHOOL CAR	1 CAR			ABDW	CEC	CEC	CEC	CNW	3481	AMTK	4468

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

9/16/10



Robert W. Alvord