

RECORDATION NO. 29771-U
FILED October 5, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

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

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

October 5, 2012

Chief of the 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 a Memorandum of Security Agreement Supplement No. 12, dated as of October 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Board under Recordation Numbers 29771, 30401, 30402 and 30404.

The names and addresses of the parties 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
October 5, 2012
Page 2

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

310 railcars: TILX 638283 – TILX – 638472 and TILX 254820 – TILX 254939.

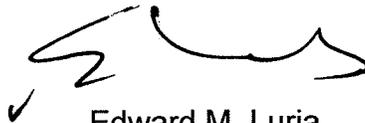
A short summary of the document to appear in the index is:

Memorandum of Security Agreement Supplement No. 12.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'E. M. Luria', with a checkmark to the left of the first letter.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF SECURITY AGREEMENT
SUPPLEMENT NO. 12**

This MEMORANDUM OF SECURITY AGREEMENT SUPPLEMENT NO. 12 ("Memorandum") dated as of October 5, 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. 12, 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.

WELLS FARGO CAPITAL
FINANCE, LLC, as Collateral Agent

By: [Signature]
Name: Jason Farr
Title: AVP

State of Texas)
County of Dallas) SS

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, this 2 day of October, 2012, by Jason Farr, as AVP of WELLS FARGO CAPITAL FINANCE, LLC.

[Signature]
Notary Public

My commission expires: 7/3/16



**SCHEDULE A
TO THE
MEMORANDUM OF SECURITY AGREEMENT
SUPPLEMENT NO. 12**

ADDITIONAL RAILCARS

| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
|-----------------|-----------------------|---------------------|
| TILX 254820 | NUSTAR MARKETING, LLC | 6 |
| TILX 254821 | NUSTAR MARKETING, LLC | 6 |
| TILX 254822 | NUSTAR MARKETING, LLC | 6 |
| TILX 254823 | NUSTAR MARKETING, LLC | 6 |
| TILX 254824 | NUSTAR MARKETING, LLC | 6 |
| TILX 254825 | NUSTAR MARKETING, LLC | 6 |
| TILX 254826 | NUSTAR MARKETING, LLC | 6 |
| TILX 254827 | NUSTAR MARKETING, LLC | 6 |
| TILX 254828 | NUSTAR MARKETING, LLC | 6 |
| TILX 254829 | NUSTAR MARKETING, LLC | 6 |
| TILX 254830 | NUSTAR MARKETING, LLC | 6 |
| TILX 254831 | NUSTAR MARKETING, LLC | 6 |
| TILX 254832 | NUSTAR MARKETING, LLC | 6 |
| TILX 254833 | NUSTAR MARKETING, LLC | 6 |
| TILX 254834 | NUSTAR MARKETING, LLC | 6 |
| TILX 254835 | NUSTAR MARKETING, LLC | 6 |
| TILX 254836 | NUSTAR MARKETING, LLC | 6 |
| TILX 254837 | NUSTAR MARKETING, LLC | 6 |
| TILX 254838 | NUSTAR MARKETING, LLC | 6 |
| TILX 254839 | NUSTAR MARKETING, LLC | 6 |
| TILX 254840 | NUSTAR MARKETING, LLC | 6 |
| TILX 254841 | NUSTAR MARKETING, LLC | 6 |
| TILX 254842 | NUSTAR MARKETING, LLC | 6 |
| TILX 254843 | NUSTAR MARKETING, LLC | 6 |
| TILX 254844 | NUSTAR MARKETING, LLC | 6 |
| TILX 254845 | NUSTAR MARKETING, LLC | 6 |
| TILX 254846 | NUSTAR MARKETING, LLC | 6 |
| TILX 254847 | NUSTAR MARKETING, LLC | 6 |
| TILX 254848 | NUSTAR MARKETING, LLC | 6 |
| TILX 254849 | NUSTAR MARKETING, LLC | 6 |
| TILX 254850 | NUSTAR MARKETING, LLC | 6 |

| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
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| TILX 254851 | NUSTAR MARKETING, LLC | 6 |
| TILX 254852 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254862 | NUSTAR MARKETING, LLC | 6 |
| TILX 254863 | NUSTAR MARKETING, LLC | 6 |
| TILX 254864 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254867 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254869 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254874 | NUSTAR MARKETING, LLC | 6 |
| TILX 254875 | NUSTAR MARKETING, LLC | 6 |
| TILX 254876 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254882 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254889 | NUSTAR MARKETING, LLC | 6 |

| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
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| TILX 254914 | NUSTAR MARKETING, LLC | 6 |
| TILX 254915 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254917 | NUSTAR MARKETING, LLC | 6 |
| TILX 254918 | NUSTAR MARKETING, LLC | 6 |
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| TILX 254920 | NUSTAR MARKETING, LLC | 6 |
| TILX 254921 | NUSTAR MARKETING, LLC | 6 |
| TILX 254922 | NUSTAR MARKETING, LLC | 6 |
| TILX 254923 | NUSTAR MARKETING, LLC | 6 |
| TILX 254924 | NUSTAR MARKETING, LLC | 6 |
| TILX 254925 | NUSTAR MARKETING, LLC | 6 |
| TILX 254926 | NUSTAR MARKETING, LLC | 6 |
| TILX 254927 | NUSTAR MARKETING, LLC | 6 |
| TILX 254928 | NUSTAR MARKETING, LLC | 6 |

| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
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| TILX 254938 | NUSTAR MARKETING, LLC | 6 |
| TILX 254939 | NUSTAR MARKETING, LLC | 6 |
| TILX 638283 | POET NUTRITION, INC. | 14 |
| TILX 638284 | POET NUTRITION, INC. | 14 |
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| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
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| TILX 638387 | POET NUTRITION, INC. | 14 |
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| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
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| TILX 638426 | POET NUTRITION, INC. | 14 |
| TILX 638427 | POET NUTRITION, INC. | 14 |

| <u>CAR MARK</u> | <u>LESSEE</u> | <u>RIDER NUMBER</u> |
|-----------------|----------------------|---------------------|
| TILX 638428 | POET NUTRITION, INC. | 14 |
| TILX 638429 | POET NUTRITION, INC. | 14 |
| TILX 638430 | POET NUTRITION, INC. | 14 |
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| TILX 638461 | POET NUTRITION, INC. | 14 |
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| TILX 638464 | POET NUTRITION, INC. | 14 |
| TILX 638465 | POET NUTRITION, INC. | 14 |
| TILX 638466 | POET NUTRITION, INC. | 14 |

CAR MARK

TILX 638467
TILX 638468
TILX 638469
TILX 638470
TILX 638471
TILX 638472

LESSEE

POET NUTRITION, INC.
POET NUTRITION, INC.

RIDER NUMBER

14
14
14
14
14
14

**SCHEDULE B
TO THE
MEMORANDUM OF SECURITY AGREEMENT
SUPPLEMENT NO. 12**

ADDITIONAL LEASES

1. One Hundred (120) units as identified on Schedule A hereto and leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of August 26, 2009 between Trinity Industries Leasing Company and NuStar Marketing, LLC.

2. One Hundred Ninety (190) units as identified on Schedule A hereto and leased pursuant to Rider Fourteen (14) to that certain Railroad Car Lease Agreement dated July 11, 2002 between Trinity Industries Leasing Company and Poet Nutrition, Inc. (as assignee of Broin Enterprises, Inc.).

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: 10/5/12

Edward M Luria
Edward M. Luria