RECORDATION NO. 30401-B
FILED October 5, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

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

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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 30401-B
FILED October 5, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

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 herby 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 2nd day of October, 2012, by Eugene T. Henneberry, as Chief Executive Officer of FLAGSHIP RAIL SERVICES, LLC.

Therese M. Callahan
Notary Public

My commission expires: 06/17/2014

"OFFICIAL SEAL"
THERESE M. CALLAHAN
Notary Public, State of Illinois
My Commission Expires 06/17/14

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: _____
Name: Jason Farr
Title: AVP

State of Texas)
) ss
County of Dallas)

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.

_____
Notary Public

My commission expires: 7/3/16

Jennifer S. Nester
Commission Expires
07-03-2016

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

ADDITIONAL RAILCARS

CAR MARK	LESSEE	RIDER NUMBER
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

CAR MARK	LESSEE	RIDER NUMBER
TILX 254851	NUSTAR MARKETING, LLC	6
TILX 254852	NUSTAR MARKETING, LLC	6
TILX 254853	NUSTAR MARKETING, LLC	6
TILX 254854	NUSTAR MARKETING, LLC	6
TILX 254855	NUSTAR MARKETING, LLC	6
TILX 254856	NUSTAR MARKETING, LLC	6
TILX 254857	NUSTAR MARKETING, LLC	6
TILX 254858	NUSTAR MARKETING, LLC	6
TILX 254859	NUSTAR MARKETING, LLC	6
TILX 254860	NUSTAR MARKETING, LLC	6
TILX 254861	NUSTAR MARKETING, LLC	6
TILX 254862	NUSTAR MARKETING, LLC	6
TILX 254863	NUSTAR MARKETING, LLC	6
TILX 254864	NUSTAR MARKETING, LLC	6
TILX 254865	NUSTAR MARKETING, LLC	6
TILX 254866	NUSTAR MARKETING, LLC	6
TILX 254867	NUSTAR MARKETING, LLC	6
TILX 254868	NUSTAR MARKETING, LLC	6
TILX 254869	NUSTAR MARKETING, LLC	6
TILX 254870	NUSTAR MARKETING, LLC	6
TILX 254871	NUSTAR MARKETING, LLC	6
TILX 254872	NUSTAR MARKETING, LLC	6
TILX 254873	NUSTAR MARKETING, LLC	6
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TILX 254875	NUSTAR MARKETING, LLC	6
TILX 254876	NUSTAR MARKETING, LLC	6
TILX 254877	NUSTAR MARKETING, LLC	6
TILX 254878	NUSTAR MARKETING, LLC	6
TILX 254879	NUSTAR MARKETING, LLC	6
TILX 254880	NUSTAR MARKETING, LLC	6
TILX 254881	NUSTAR MARKETING, LLC	6
TILX 254882	NUSTAR MARKETING, LLC	6
TILX 254883	NUSTAR MARKETING, LLC	6
TILX 254884	NUSTAR MARKETING, LLC	6
TILX 254885	NUSTAR MARKETING, LLC	6
TILX 254886	NUSTAR MARKETING, LLC	6
TILX 254887	NUSTAR MARKETING, LLC	6
TILX 254888	NUSTAR MARKETING, LLC	6
TILX 254889	NUSTAR MARKETING, LLC	6

CAR MARK	LESSEE	RIDER NUMBER
TILX 254890	NUSTAR MARKETING, LLC	6
TILX 254891	NUSTAR MARKETING, LLC	6
TILX 254892	NUSTAR MARKETING, LLC	6
TILX 254893	NUSTAR MARKETING, LLC	6
TILX 254894	NUSTAR MARKETING, LLC	6
TILX 254895	NUSTAR MARKETING, LLC	6
TILX 254896	NUSTAR MARKETING, LLC	6
TILX 254897	NUSTAR MARKETING, LLC	6
TILX 254898	NUSTAR MARKETING, LLC	6
TILX 254899	NUSTAR MARKETING, LLC	6
TILX 254900	NUSTAR MARKETING, LLC	6
TILX 254901	NUSTAR MARKETING, LLC	6
TILX 254902	NUSTAR MARKETING, LLC	6
TILX 254903	NUSTAR MARKETING, LLC	6
TILX 254904	NUSTAR MARKETING, LLC	6
TILX 254905	NUSTAR MARKETING, LLC	6
TILX 254906	NUSTAR MARKETING, LLC	6
TILX 254907	NUSTAR MARKETING, LLC	6
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TILX 254911	NUSTAR MARKETING, LLC	6
TILX 254912	NUSTAR MARKETING, LLC	6
TILX 254913	NUSTAR MARKETING, LLC	6
TILX 254914	NUSTAR MARKETING, LLC	6
TILX 254915	NUSTAR MARKETING, LLC	6
TILX 254916	NUSTAR MARKETING, LLC	6
TILX 254917	NUSTAR MARKETING, LLC	6
TILX 254918	NUSTAR MARKETING, LLC	6
TILX 254919	NUSTAR MARKETING, LLC	6
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

CAR MARK	LESSEE	RIDER NUMBER
TILX 254929	NUSTAR MARKETING, LLC	6
TILX 254930	NUSTAR MARKETING, LLC	6
TILX 254931	NUSTAR MARKETING, LLC	6
TILX 254932	NUSTAR MARKETING, LLC	6
TILX 254933	NUSTAR MARKETING, LLC	6
TILX 254934	NUSTAR MARKETING, LLC	6
TILX 254935	NUSTAR MARKETING, LLC	6
TILX 254936	NUSTAR MARKETING, LLC	6
TILX 254937	NUSTAR MARKETING, LLC	6
TILX 254938	NUSTAR MARKETING, LLC	6
TILX 254939	NUSTAR MARKETING, LLC	6
TILX 638283	POET NUTRITION, INC.	14
TILX 638284	POET NUTRITION, INC.	14
TILX 638285	POET NUTRITION, INC.	14
TILX 638286	POET NUTRITION, INC.	14
TILX 638287	POET NUTRITION, INC.	14
TILX 638288	POET NUTRITION, INC.	14
TILX 638289	POET NUTRITION, INC.	14
TILX 638290	POET NUTRITION, INC.	14
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TILX 638293	POET NUTRITION, INC.	14
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TILX 638298	POET NUTRITION, INC.	14
TILX 638299	POET NUTRITION, INC.	14
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TILX 638301	POET NUTRITION, INC.	14
TILX 638302	POET NUTRITION, INC.	14
TILX 638303	POET NUTRITION, INC.	14
TILX 638304	POET NUTRITION, INC.	14
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TILX 638307	POET NUTRITION, INC.	14
TILX 638308	POET NUTRITION, INC.	14
TILX 638309	POET NUTRITION, INC.	14
TILX 638310	POET NUTRITION, INC.	14

CAR MARK	LESSEE	RIDER NUMBER
TILX 638311	POET NUTRITION, INC.	14
TILX 638312	POET NUTRITION, INC.	14
TILX 638313	POET NUTRITION, INC.	14
TILX 638314	POET NUTRITION, INC.	14
TILX 638315	POET NUTRITION, INC.	14
TILX 638316	POET NUTRITION, INC.	14
TILX 638317	POET NUTRITION, INC.	14
TILX 638318	POET NUTRITION, INC.	14
TILX 638319	POET NUTRITION, INC.	14
TILX 638320	POET NUTRITION, INC.	14
TILX 638321	POET NUTRITION, INC.	14
TILX 638322	POET NUTRITION, INC.	14
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TILX 638347	POET NUTRITION, INC.	14
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TILX 638349	POET NUTRITION, INC.	14

CAR MARK	LESSEE	RIDER NUMBER
TILX 638350	POET NUTRITION, INC.	14
TILX 638351	POET NUTRITION, INC.	14
TILX 638352	POET NUTRITION, INC.	14
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TILX 638387	POET NUTRITION, INC.	14
TILX 638388	POET NUTRITION, INC.	14

CAR MARK	LESSEE	RIDER NUMBER
TILX 638389	POET NUTRITION, INC.	14
TILX 638390	POET NUTRITION, INC.	14
TILX 638391	POET NUTRITION, INC.	14
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TILX 638398	POET NUTRITION, INC.	14
TILX 638399	POET NUTRITION, INC.	14
TILX 638400	POET NUTRITION, INC.	14
TILX 638401	POET NUTRITION, INC.	14
TILX 638402	POET NUTRITION, INC.	14
TILX 638403	POET NUTRITION, INC.	14
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TILX 638406	POET NUTRITION, INC.	14
TILX 638407	POET NUTRITION, INC.	14
TILX 638408	POET NUTRITION, INC.	14
TILX 638409	POET NUTRITION, INC.	14
TILX 638410	POET NUTRITION, INC.	14
TILX 638411	POET NUTRITION, INC.	14
TILX 638412	POET NUTRITION, INC.	14
TILX 638413	POET NUTRITION, INC.	14
TILX 638414	POET NUTRITION, INC.	14
TILX 638415	POET NUTRITION, INC.	14
TILX 638416	POET NUTRITION, INC.	14
TILX 638417	POET NUTRITION, INC.	14
TILX 638418	POET NUTRITION, INC.	14
TILX 638419	POET NUTRITION, INC.	14
TILX 638420	POET NUTRITION, INC.	14
TILX 638421	POET NUTRITION, INC.	14
TILX 638422	POET NUTRITION, INC.	14
TILX 638423	POET NUTRITION, INC.	14
TILX 638424	POET NUTRITION, INC.	14
TILX 638425	POET NUTRITION, INC.	14
TILX 638426	POET NUTRITION, INC.	14
TILX 638427	POET NUTRITION, INC.	14

CAR MARK	LESSEE	RIDER NUMBER
TILX 638428	POET NUTRITION, INC.	14
TILX 638429	POET NUTRITION, INC.	14
TILX 638430	POET NUTRITION, INC.	14
TILX 638431	POET NUTRITION, INC.	14
TILX 638432	POET NUTRITION, INC.	14
TILX 638433	POET NUTRITION, INC.	14
TILX 638434	POET NUTRITION, INC.	14
TILX 638435	POET NUTRITION, INC.	14
TILX 638436	POET NUTRITION, INC.	14
TILX 638437	POET NUTRITION, INC.	14
TILX 638438	POET NUTRITION, INC.	14
TILX 638439	POET NUTRITION, INC.	14
TILX 638440	POET NUTRITION, INC.	14
TILX 638441	POET NUTRITION, INC.	14
TILX 638442	POET NUTRITION, INC.	14
TILX 638443	POET NUTRITION, INC.	14
TILX 638444	POET NUTRITION, INC.	14
TILX 638445	POET NUTRITION, INC.	14
TILX 638446	POET NUTRITION, INC.	14
TILX 638447	POET NUTRITION, INC.	14
TILX 638448	POET NUTRITION, INC.	14
TILX 638449	POET NUTRITION, INC.	14
TILX 638450	POET NUTRITION, INC.	14
TILX 638451	POET NUTRITION, INC.	14
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TILX 638456	POET NUTRITION, INC.	14
TILX 638457	POET NUTRITION, INC.	14
TILX 638458	POET NUTRITION, INC.	14
TILX 638459	POET NUTRITION, INC.	14
TILX 638460	POET NUTRITION, INC.	14
TILX 638461	POET NUTRITION, INC.	14
TILX 638462	POET NUTRITION, INC.	14
TILX 638463	POET NUTRITION, INC.	14
TILX 638464	POET NUTRITION, INC.	14
TILX 638465	POET NUTRITION, INC.	14
TILX 638466	POET NUTRITION, INC.	14

CAR MARK	LESSEE	RIDER NUMBER
TILX 638467	POET NUTRITION, INC.	14
TILX 638468	POET NUTRITION, INC.	14
TILX 638469	POET NUTRITION, INC.	14
TILX 638470	POET NUTRITION, INC.	14
TILX 638471	POET NUTRITION, INC.	14
TILX 638472	POET NUTRITION, INC.	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