

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

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

OF COUNSEL
URBAN A. LESTER

December 20, 2012

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 a Memorandum of Security Agreement, dated as of December 20, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

The document covers all rail equipment and leasehold interests therein of the Borrower now owned or hereafter acquired.

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

Borrower: Longtrain Leasing I, LLC
620 North Second Street
St. Charles, Missouri 63301

Secured Party: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, Ohio 45263

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

All railcars and other rolling stock of the Borrower, including any lease and sublease interests relating thereto, whether now owned or hereafter acquired, including without limitation the railcars within the series SHQX 1000 – SHQX 2096, SHQX 4000 - SHQX 4049 (inclusive), SHQX 5000 – SHQX 5379, SHQX 6000 – SHQX 6948, SHQX 8000 – SHQX 8024 (inclusive) and SHQX 222271 – SHQX 222300 (inclusive) as more particularly set forth in the attachment to the document

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

Memorandum of Security Agreement.

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

MEMORANDUM OF SECURITY AGREEMENT

This Memorandum of Security Agreement is made and entered into as of December 20, 2012, by and between LONGTRAIN LEASING I, LLC (hereinafter referred to as "Borrower"), and FIFTH THIRD BANK, acting both on its own behalf as Administrative Agent and as the agent for and representative of the Lenders (hereinafter referred to as "Secured Party"), respecting that certain Security Agreement dated as of December 20, 2012 (the "Security Agreement") among Borrower and Secured Party, and other documents referenced therein, including a certain Credit Agreement dated as of December 20, 2012 referred to in the Security Agreement, as the same may be amended, amended and restated, supplemented or otherwise modified from time to time.

Borrower and Secured Party hereby affirm and acknowledge Borrower has agreed to grant the Secured Party a first priority security interest in all railcars or accessories used on such railcars of Borrower, *whether now owned or hereafter acquired*, and including, but not limited to, the railcars and the leases related thereto listed in Exhibit A attached hereto, and all proceeds of each of the foregoing and accessions to, substitutions and replacements for, and rents, profits and products of or in respect of any of the foregoing, and any and all proceeds of any insurance, indemnity, warranty or guaranty payable to Borrower from time to time with respect to the foregoing effective as of the date of the Security Agreement and all as further described and set forth in, and subject to the terms defined in, the Security Agreement.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due company authority, has caused this Memorandum of Security Agreement to be duly executed in its company name by its officers, thereunto duly authorized, all as of the date first above written.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

I certify that I hold the title set forth below, that this instrument was signed on behalf of LONGTRAIN LEASING I, LLC by authority of its governing board of directors/managers and that I acknowledge that the execution of the foregoing instrument was the free act and deed of LONGTRAIN LEASING I, LLC. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

LONGTRAIN LEASING I, LLC, as Borrower

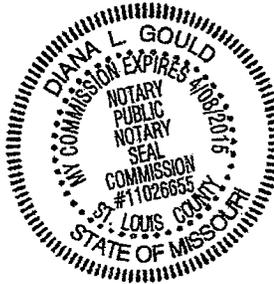
By: Dale C Davies

Name: Dale C Davies

Its: Sr. VP + CFO

Before me:

Diana L Gould
Notary Public
12/19/12



I certify that I hold the title set forth below, that this instrument was signed on behalf of FIFTH THIRD BANK by authority of its governing board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of FIFTH THIRD BANK. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

FIFTH THIRD BANK, as Secured Party

By: _____

Name: _____

THOMAS J. MERKLE
Vice President

Its: _____

Before me: *Thomas J. Merkle*

Paula D. McQueen

Notary Public



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

EXHIBIT A

[please see attached]

Lessee Code	Contract	REPT_MARK	CAR_NBR
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45	0089640001	SHQX	1002
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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: 12/20/12

Edward M Luria
Edward M. Luria