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

OF COUNSEL  
URBAN A. LESTER

February 25, 2013

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 Amendment No. 2 to Master Lease Agreement, dated as of October 28, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement previously filed with the Board under Recordation Number 20565.

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

Lessor: Railcar Leasing, L.L.C.  
P.O. Box 98135  
Las Vegas, Nevada 89193

Lessee: Aardvark Railcar Associates, Inc.  
33 West Monroe Street, 24<sup>th</sup> Floor  
Chicago, Illinois 60603

Section Chief  
February 25, 2013  
Page 2

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

Railcars within the series ACFX 36012 – ACFX 99983 are RELEASED; and railcars EELX 60025, EELX 60030 and within the series ERLX 6102 – ERLX 6150 and NAHX 57846 – NAHX 94091 are ADDED as more particularly set forth in the attachment to the document.

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

Amendment No. 2 to Master Lease 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,

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

Edward M. Luria

EML/sem  
Enclosures

**AMENDMENT NO. 2 TO MASTER LEASE AGREEMENT DATED MARCH 7, 1997  
BY AND BETWEEN  
RAILCAR LEASING, L.L.C. AND AARDVARK RAILCAR ASSOCIATES, INC.**

October 28, 2005

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[Filed with the Service Transportation Board pursuant to 49 U.S.C. § 11303 on \_\_\_\_\_,  
2001, at \_\_\_\_\_ .M., recordation number \_\_\_\_\_.]

**AMENDMENT NO. 2 TO MASTER LEASE AGREEMENT DATED MARCH 7, 1997  
BY AND BETWEEN  
RAILCAR LEASING, L.L.C. AND AARDVARK RAILCAR ASSOCIATES, INC.**

This Amendment No. 2 (this "Amendment") to that certain Master Lease Agreement dated as of March 7, 1997, and amended by Amendment No. 1 to Master Lease Agreement ("Amendment No. 1 to Master Lease"), dated January 30, 2001 (the "Master Lease"; capitalized terms used but not defined herein shall have the meanings ascribed to them in the Master Lease), by and between Railcar Leasing, L.L.C., a Delaware limited liability company ("Lessor"), and Aardvark Railcar Associates, Inc., a Delaware corporation ("Lessee"), is made effective as of this 28<sup>th</sup> day of October, 2005.

**RECITALS**

2. Pursuant to the terms of the Master Lease, Lessor has leased the Railcars to Lessee.
2. Whereas, in connection with a sale or lease by Lessee of the Railcars listed on Schedule 1, Lessee and Lessor have agreed that such Railcars shall be released from the Master Lease and replaced with the Railcars listed on Schedule 2.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, the parties agree as follows:

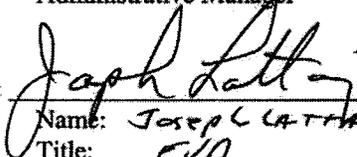
1. Amendment to Master Lease. Appendix A of the Master Lease is hereby amended by the deletion of the Railcars listed on Schedule 1 and the addition of the Railcars listed on Schedule 2.
2. Equivalent Fair Market Value. Lessee hereby represents and warrants that the aggregate Fair Market Value of the Railcars listed on Schedule 2 is equal to the aggregate Fair Market Value of the Railcars listed on Schedule 1.
3. Taxes. Lessee hereby represents that the exchange of Railcars pursuant to the Exchange Agreement No. 123 ACF between Railcar Leasing LLC and General Electric Railcar Services Corporation ("GE Railcar"), dated October 28, 2005, is intended to be treated as an exchange of property of a like kind within the meaning of Section 1031 of the Internal Revenue Code (the "Code") and that, GE Railcar will indemnify and hold Railcar LLC harmless in accordance with the provisions of Section 12(b) of the Exchange agreement.
4. Further Assurances. At any time after the date hereof, the parties agree to cooperate with each other, to execute and deliver such other documents and instruments and do all such further acts and things as reasonably may be required to carry out the intent of the parties hereunder.
5. Severability. Any term, condition or provision of this Amendment which is, or is deemed to be, void, prohibited or unenforceable in any jurisdiction is, as to such jurisdiction, severable herefrom, and is ineffective to the extent of such avoidance, prohibition and unenforceability without in any way invalidating the remaining terms, conditions and provisions hereof. Any such avoidance, prohibition, and unenforceability in any jurisdiction does not invalidate or render unenforceable such term, condition or provision in any other jurisdiction.

6. Counterparts. This Amendment may be executed in any number of counterparts, but all of such counterparts shall constitute one and the same agreement. Delivery of an executed signature page to this Amendment by facsimile transmission shall be effective as delivery of a manually executed counterpart hereof.
7. Other Provisions. All other provisions of the Master Lease are unaffected by this Amendment and remain in full force and effect.
8. Master Lease, as Amended. Upon effectiveness of this Amendment, each reference in the Master Lease and in other documents describing or referencing the Master Lease to "this Lease," "the Master Lease," "hereunder," "hereof," "herein" or words of like import referring to the Master Lease, shall mean and be a reference to the Master Lease, as amended by Amendment No. 1 to Master Lease, and as further amended hereby.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Amendment as of the day and year first hereinabove set forth.

**RAILCAR LEASING, L.L.C., as Lessor**

By: AARDVARK RAILCAR, INC.,  
solely in its capacity as  
Administrative Manager

By:   
Name: Joseph Lattanzio  
Title: CEO

**AARDVARK RAILCAR ASSOCIATES, INC., as Lessee**

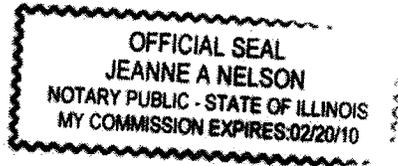
By:   
Name:  
Title:

STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK     )

On the 16<sup>th</sup> day of December, before me personally came Joseph A. Lattanzio, known to me to be the Vice President of Aardvark Railcar, Inc., the Administrative Manager of Railcar Leasing, L.L.C., a Delaware limited liability company; who, being by me duly sworn, says that said instrument was signed on behalf of said limited liability company pursuant to the terms of the limited liability company agreement; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

  
\_\_\_\_\_  
Notary Public, Jeanne A. Nelson

My commission expires: February 20, 2010



STATE OF ILLINOIS     )  
  ) ss.:  
COUNTY OF COOK        )

On the 2<sup>nd</sup> day of January 2006 before me personally came Eugene T. Henneberry, duly sworn that he is the Vice President of Aardvark Railcar Associates, Inc, the corporation that executed the foregoing instrument, who acknowledged himself to be a duly authorized officer of Aardvark Railcar Associates, Inc and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

  
\_\_\_\_\_  
Notary Public, Jeanne A. Nelson

My commission expires: February 20, 2010



## EXHIBIT A

### Car Marks

ACFX 36150	ACFX 99403	ACFX 96885	ACFX 99126	ACFX 98722
ACFX 96133	ACFX 99402	ACFX 97238	ACFX 99133	ACFX 98718
ACFX 96615	ACFX 99401	ACFX 97247	ACFX 99134	ACFX 98717
ACFX 96622	ACFX 99399	ACFX 97249	ACFX 99136	ACFX 98715
ACFX 96664	ACFX 99398	ACFX 97272	ACFX 99138	ACFX 98711
ACFX 96666	ACFX 99397	ACFX 97273	ACFX 99222	ACFX 98710
ACFX 96670	ACFX 99394	ACFX 97288	ACFX 99237	ACFX 98709
ACFX 96674	ACFX 99354	ACFX 97289	ACFX 99238	ACFX 98705
ACFX 96677	ACFX 99349	ACFX 97290	ACFX 99245	ACFX 98702
ACFX 96684	ACFX 99348	ACFX 97310	ACFX 99247	ACFX 98699
ACFX 96685	ACFX 99347	ACFX 97367	ACFX 99249	ACFX 98697
ACFX 96686	ACFX 99124	ACFX 97374	ACFX 99250	ACFX 98695
ACFX 96690	ACFX 99115	ACFX 97377	ACFX 99251	ACFX 98694
ACFX 96692	ACFX 99108	ACFX 97382	ACFX 99253	ACFX 98692
ACFX 96694	ACFX 98764	ACFX 97383	ACFX 99255	ACFX 98690
ACFX 96698	ACFX 98748	ACFX 97384	ACFX 99256	ACFX 98686
ACFX 97126	ACFX 98719	ACFX 97385	ACFX 99257	ACFX 98679
ACFX 97301	ACFX 98534	ACFX 97388	ACFX 99262	ACFX 98678
ACFX 97558	ACFX 98532	ACFX 97391	ACFX 99270	ACFX 98424
ACFX 97895	ACFX 98527	ACFX 97396	ACFX 99416	ACFX 98202
ACFX 99428	ACFX 98525	ACFX 97397	ACFX 99269	ACFX 98165
ACFX 99429	ACFX 98516	ACFX 97567	ACFX 99268	ACFX 97841
ACFX 99431	ACFX 98487	ACFX 97733	ACFX 99266	ACFX 97682
ACFX 99434	ACFX 98465	ACFX 98163	ACFX 99265	ACFX 97680
ACFX 99437	ACFX 98437	ACFX 98173	ACFX 99263	ACFX 97386
ACFX 99444	ACFX 98429	ACFX 98174	ACFX 99259	ACFX 97313
ACFX 99448	ACFX 98419	ACFX 98175	ACFX 99258	ACFX 97265
ACFX 99449	ACFX 98413	ACFX 98176	ACFX 99252	ACFX 97264
ACFX 99456	ACFX 98408	ACFX 98178	ACFX 99248	ACFX 97259
ACFX 99458	ACFX 98402	ACFX 98185	ACFX 99244	ACFX 97255
ACFX 99462	ACFX 98330	ACFX 98290	ACFX 99243	ACFX 97246
ACFX 99464	ACFX 98308	ACFX 98315	ACFX 99241	ACFX 97236
ACFX 99470	ACFX 98299	ACFX 98414	ACFX 99240	ACFX 97231
ACFX 99473	ACFX 36034	ACFX 98461	ACFX 99234	ACFX 97036
ACFX 99475	ACFX 36172	ACFX 98727	ACFX 99233	ACFX 97022
ACFX 99983	ACFX 36494	ACFX 98812	ACFX 99232	ACFX 97019
ACFX 99558	ACFX 36804	ACFX 98937	ACFX 99231	ACFX 97006
ACFX 99554	ACFX 36826	ACFX 98939	ACFX 99229	ACFX 97002
ACFX 99549	ACFX 37973	ACFX 99099	ACFX 99228	ACFX 96988
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ACFX 99422	ACFX 38433	ACFX 99113	ACFX 99224	ACFX 96972
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ACFX 99406	ACFX 96817	ACFX 99119	ACFX 99120	ACFX 96879
ACFX 99404	ACFX 96883	ACFX 99125	ACFX 99116	ACFX 96849

ACFX 96796	ACFX 37758	ACFX 96854	ACFX 97322
ACFX 96792	ACFX 37709	ACFX 96916	ACFX 97326
ACFX 96788	ACFX 37693	ACFX 96923	ACFX 97375
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ACFX 96781	ACFX 37685	ACFX 96943	ACFX 97394
ACFX 96780	ACFX 37677	ACFX 96964	ACFX 97454
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ACFX 96768	ACFX 36507	ACFX 96982	ACFX 97566
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ACFX 96752	ACFX 36151	ACFX 97015	ACFX 97645
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ACFX 96647	ACFX 36402	ACFX 97100	ACFX 97700
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ACFX 96619	ACFX 37755	ACFX 97103	ACFX 97804
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ACFX 96613	ACFX 38406	ACFX 97230	ACFX 97888
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ACFX 96610	ACFX 96102	ACFX 97234	ACFX 98090
ACFX 96606	ACFX 96125	ACFX 97239	ACFX 98099
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ACFX 96600	ACFX 96155	ACFX 97251	ACFX 98177
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ACFX 96159	ACFX 96250	ACFX 97263	ACFX 98282
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ACFX 96153	ACFX 96578	ACFX 97271	
ACFX 96145	ACFX 96582	ACFX 97275	
ACFX 96137	ACFX 96609	ACFX 97276	
ACFX 96124	ACFX 96659	ACFX 97287	
ACFX 96114	ACFX 96665	ACFX 97297	
ACFX 96113	ACFX 96708	ACFX 97308	
ACFX 96112	ACFX 96751	ACFX 97315	
ACFX 96110	ACFX 96826	ACFX 97316	
ACFX 38431	ACFX 96852	ACFX 97318	

## EXHIBIT B

### Car Marks

EELX 60025	NAHX 93677	NAHX 93459	NAHX 93423	NAHX 93381
EELX 60030	NAHX 93678	NAHX 93455	NAHX 93422	NAHX 93380
ERLX 6102	NAHX 93679	NAHX 93454	NAHX 93421	NAHX 93375
ERLX 6104	NAHX 93948	NAHX 93453	NAHX 93420	NAHX 93371
ERLX 6103	NAHX 93949	NAHX 93451	NAHX 93418	NAHX 93369
ERLX 6100	NAHX 93538	NAHX 93450	NAHX 93414	NAHX 93368
ERLX 6101	NAHX 93669	NAHX 93449	NAHX 93411	NAHX 93367
ERLX 6106	NAHX 93535	NAHX 93448	NAHX 93410	NAHX 93366
ERLX 6150	NAHX 93675	NAHX 93447	NAHX 93409	NAHX 93364
NAHX 59886	NAHX 93674	NAHX 93445	NAHX 93407	NAHX 93363
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NAHX 58633	NAHX 93970	NAHX 93442	NAHX 93405	NAHX 93361
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NAHX 60145	NAHX 93522	NAHX 93439	NAHX 93400	NAHX 93356
NAHX 93790	NAHX 93510	NAHX 93438	NAHX 93399	NAHX 93354
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NAHX 93663	NAHX 93479	NAHX 93436	NAHX 93397	NAHX 93352
NAHX 93662	NAHX 93476	NAHX 93435	NAHX 93393	NAHX 93351
NAHX 94014	NAHX 93470	NAHX 93432	NAHX 93392	NAHX 93349
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NAHX 93664	NAHX 93468	NAHX 93429	NAHX 93390	NAHX 93345
NAHX 93683	NAHX 93467	NAHX 93428	NAHX 93389	NAHX 93340
NAHX 93670	NAHX 93466	NAHX 93427	NAHX 93388	NAHX 93334
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NAHX 93673	NAHX 93461	NAHX 93425	NAHX 93384	NAHX 93323
NAHX 93676	NAHX 93460	NAHX 93424	NAHX 93383	NAHX 93321
NAHX 93320	NAHX 93491	NAHX 93263	NAHX 93568	NAHX 93782
NAHX 93318	NAHX 93195	NAHX 93264	NAHX 93565	NAHX 93780
NAHX 93315	NAHX 93196	NAHX 93266	NAHX 93570	NAHX 93783
NAHX 93312	NAHX 93197	NAHX 93267	NAHX 93569	NAHX 93784
NAHX 93310	NAHX 93198	NAHX 93268	NAHX 93566	NAHX 93702
NAHX 93307	NAHX 93199	NAHX 93269	NAHX 93838	NAHX 93690
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NAHX 93298	NAHX 93204	NAHX 93273	NAHX 93846	NAHX 93721
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NAHX 93292	NAHX 93206	NAHX 93907	NAHX 93632	NAHX 93509
NAHX 93284	NAHX 93207	NAHX 93904	NAHX 93630	NAHX 93505
NAHX 93283	NAHX 93211	NAHX 93896	NAHX 93625	NAHX 93503
NAHX 93281	NAHX 93212	NAHX 93860	NAHX 93801	NAHX 93508
NAHX 93280	NAHX 93214	NAHX 93854	NAHX 93727	NAHX 93506

NAHX 93279	NAHX 93215	NAHX 93593	NAHX 93726	NAHX 93536
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NAHX 93515	NAHX 93236	NAHX 93629	NAHX 93774	NAHX 93553
NAHX 93525	NAHX 93237	NAHX 93871	NAHX 93772	NAHX 93546
NAHX 93481	NAHX 93238	NAHX 93736	NAHX 93773	NAHX 93648
NAHX 93482	NAHX 93239	NAHX 93571	NAHX 94084	NAHX 93920
NAHX 93517	NAHX 93240	NAHX 93574	NAHX 94091	NAHX 94013
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NAHX 93487	NAHX 93244	NAHX 93712	NAHX 94085	NAHX 94010
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NAHX 93465	NAHX 93246	NAHX 93833	NAHX 94082	NAHX 94008
NAHX 93492	NAHX 93247	NAHX 93844	NAHX 94083	NAHX 94012
NAHX 93526	NAHX 93253	NAHX 93626	NAHX 94087	NAHX 93665
NAHX 93512	NAHX 93254	NAHX 93840	NAHX 94088	NAHX 93652
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NAHX 57852	NAHX 57904	NAHX 60712	NAHX 57872	NAHX 58251
NAHX 57854	NAHX 57905	NAHX 60713	NAHX 57873	NAHX 58254
NAHX 57857	NAHX 57906	NAHX 60714	NAHX 57874	NAHX 58255
NAHX 57858	NAHX 57907	NAHX 60719	NAHX 57876	NAHX 58272
NAHX 57860	NAHX 57908	NAHX 60720	NAHX 57877	NAHX 58385
NAHX 57861	NAHX 57909	NAHX 60721	NAHX 57878	NAHX 58591
NAHX 57863	NAHX 57910	NAHX 60722	NAHX 57879	NAHX 58796
NAHX 57864	NAHX 57911	NAHX 60723	NAHX 57880	NAHX 58816
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NAHX 57866	NAHX 57913	NAHX 60725	NAHX 57883	NAHX 59176
NAHX 57867	NAHX 57915	NAHX 60726	NAHX 60501	NAHX 60477
NAHX 57868	NAHX 58218	NAHX 60727	NAHX 60536	NAHX 60484
NAHX 57870	NAHX 58221	NAHX 60728	NAHX 60552	NAHX 60492
NAHX 57871	NAHX 58232	NAHX 60729	NAHX 60553	NAHX 60498

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:

2/25/13

Edward M Luria

Edward M. Luria