

March 22, 2013

RECORDATION NO. 29685-D
FILED March 22, 2013 04:00 PM
SURFACE TRANSPORTATION BOARD

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board (the "Board")
395 E Street, S.W.
Washington, DC 20423-0001

Re: Bank of Montreal-Watco Companies
Memorandum of Amended and Restated Equipment Description

Dear Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two (2) executed copies of the Memorandum of Amended and Restated of Equipment Description effective as of March 22, 2013 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Security Agreement dated March 22, 2013 by and among the Debtors and the Secured Party, a memorandum of which was recorded with the Surface Transportation Board on May 25, 2007 at 4:10 P.M. under recordation number 26985.

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

Debtors: WATCO COMPANIES, L.L.C.
WATCO TRANSPORTATION SERVICES, L.L.C.
EASTERN IDAHO RAILROAD, L.L.C.
SOUTH KANSAS AND OKLAHOMA RAILROAD, INC.
KANSAS & OKLAHOMA RAILROAD, L.L.C.
TIMBER ROCK RAILROAD, L.L.C.
PRCCR, INC.
PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C.
KAW RIVER RAILROAD, L.L.C.
ALABAMA SOUTHERN RAILROAD, L.L.C.
ARKANSAS SOUTHERN RAILROAD, L.L.C.
VICKSBURG SOUTHERN RAILROAD, L.L.C.
LOUISIANA SOUTHERN RAILROAD, L.L.C.
YELLOWSTONE VALLEY RAILROAD, L.L.C.
MISSISSIPPI SOUTHERN RAILROAD, L.L.C.

Chapman and Cutler LLP

MISSION MOUNTAIN RAILROAD, L.L.C.
PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C.
MILLENNIUM RAIL, INC.
MBF INDUSTRIES, INC.
DOME ACQUISITION CORP.
HOCKLEY RAIL CAR, INC.
MADONNA CORP.
WATCO TRANSPORTATION HOLDINGS, INC.
PACIFIC SUN RAILROAD, L.L.C.
AUSTIN WESTERN RAILROAD, L.L.C.
FITZGERALD RAILCAR SERVICES, INC.
RAILCAR SERVICES AND LOGISTICS CORPORATION
RELOAD EXPRESS, INC.
WATCO MECHANICAL SERVICES, L.L.C.
WATCO MECHANICAL CORP.
KANSAS CITY SWITCHING COMPANY, L.L.C.
ALABAMA WARRIOR RAILWAY, L.L.C.
GRAND ELK RAILROAD, INC.
BOISE VALLEY RAILROAD, L.L.C.
WATCO DOCK & RAIL, L.L.C.
WATCO TRANSLOADING, L.L.C.
CAF, L.L.C.
WATCO RAILROAD COMPANY HOLDINGS, INC.
GREAT NORTHWEST RAILROAD, L.L.C.
WATCO WA RAIL PTY LTD
WATCO WA TRANSPORTATION SERVICES PTY LTD
WATCO INTERNATIONAL PTY LTD
WATCO TRANSLOADING CA ULC
WATCO TRANSPORTATION COMPANIES CA ULC
WATCO HOLDINGS, INC.
BATON ROUGE SOUTHERN RAILROAD, L.L.C.
AUTAUGA NORTHERN RAILROAD, L.L.C.
SWAN RANCH RAILROAD, L.L.C.
BIRMINGHAM TERMINAL RAILWAY, L.L.C.
WATCO DOCK & RAIL II, L.L.C.
WISCONSIN & SOUTHERN RAILROAD, L.L.C.
WATCO-CUDAHY MECHANICAL SERVICES, L.L.C.
WATCO COMPLIANCE SERVICES, L.L.C.
WATCO INTERNATIONAL HOLDINGS, L.L.C.
PECOS VALLEY PERMIAN RAILROAD, L.L.C.
SAN ANTONIO CENTRAL RAILROAD, L.L.C.
WATCO ALABAMA PORT SERVICES, L.L.C.
ANN ARBOR RAILROAD, INC.
WATCO FINANCE CORP.
C/O WATCO COMPANIES, L.L.C.
315 West 3rd Street

Chapman and Cutler LLP

Pittsburg, KS 66762

Secured Party: BANK OF MONTREAL
 111 West Monroe Street
 Chicago, IL 60603

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated of Equipment Description consists of the following:

24 80 Ton Gondola Cars bearing the reporting marks within the series WAMX 15219 through WAMX 15529;

25 Ballast Cars bearing the reporting marks within the series KO 143 through KO 1008, SEKR 140 through SEKR 148, SKOL 31124, WAMX 3401 through WAMX 3418 and WSOR 401 through WSOR 201771;

6 Bi-Level Passenger Cars bearing the reporting marks within the series WSOR 11 through WSOR 7726;

93 Box Cars bearing the reporting marks within the series SKOL 713956 through SKOL 714436 and WSOR 101494 through WSOR 505008;

98 Box Cars-RBL's bearing the reporting marks within the series WSOR 503024 through 503251;

13 Cement Hopper Cars bearing the reporting marks within the series SKOL 1023 through SKOL 1113;

300 Covered Hopper Cars bearing the reporting marks within the series KO 3030 through KO 800538, NAHX 475080 through NAHX 486549, PCC 1002 through PCC 801091, SKOL 36 through SKOL 8140, WAMX 7912 through WAMX 489319, WSOR 12105 through WSOR 501127 and RHYX 460621;

2 MOW Flat Cars bearing the reporting marks WSOX 103 and WSOX 104;

26 Modified Covered Hopper Cars bearing the reporting marks within the series KO 3036 through KO 6408, SKOL 1003 through SKOL 68053 and PCC 800340;

76 Open Top Bottom Dump Cars bearing the reporting marks within the series SKOL 57402 through SKOL 57434 and WSOR 107 through WSOR 249;

Chapman and Cutler LLP

84 Rapid Discharge Cars bearing the reporting marks within the series SKOL 57403 through SKOL 57432 and WSOR 8000 through WSOR 504760;

2 Safety Box Cars bearing the reporting marks WSOR 1 and WICT 3;

2 Rotary Dumper Cars bearing the reporting marks WAMX 60 and WAMX 70;

19 GP-7 Locomotives bearing the reporting marks within the series WAMX 1004 through WAMX 7030 and WSOR 702;

1 GP-8 Locomotive bearing the reporting mark WAMX 8002;

2 GP-9 Locomotives bearing the reporting marks WAMX 9003 and WAMX 9004;

4 GP-20 Locomotives bearing the reporting marks within the series WAMX 2001 through WAMX 2005;

2 GP-30 Locomotives bearing the reporting marks WAMX 3006 and WAMX 3023;

1 GP-30M Locomotive bearing the reporting mark WAMX 3021;

8 GP-35 Locomotives bearing the reporting marks within the series WAMX 3503 through WAMX 3530;

4 GP-35-3 Locomotives bearing the reporting marks within the series WAMX 3520 through WAMX 3529;

8 GP-35L Locomotives bearing the reporting marks within the series WAMX 3501 through WAMX 3513;

2 GP-35M Locomotives bearing the reporting marks WAMX 3531 and WAMX 3532;

15 GP-35R Locomotives bearing the reporting marks within the series WAMX 3839 through WAMX 3857;

29 GP-38 Locomotives bearing the reporting marks within the series WAMX 3801 through WAMX 3879, WSOR 3801 through WSOR 3809, inclusive, and AARR 7802;

9 GP-38-2 Locomotives bearing the reporting marks within the series WAMX 3875 through WAMX 3878, inclusive, and WSOR 3809 through WSOR 3813, inclusive;

Chapman and Cutler LLP

18 GP-38-3 Locomotives bearing the reporting marks within the series WAMX 3821 through WAMX 3874;

3 GP-39-2 Locomotives bearing the reporting marks within the series AARR 2368 through AARR 2370 and WAMX 3925 through WAMX 3927;

32 GP-40-2 LW Locomotives bearing the reporting marks within the series WAMX 4001 through WAMX 4032, inclusive;

15 GP-40-3 Locomotives bearing the reporting marks within the series WAMX 4033 through WAMX 4049, inclusive and AARR 1337;

13 GP-50 Locomotives bearing the reporting marks within the series WAMX 5001 through WAMX 5013, inclusive;

6 MP 15 Locomotives bearing the reporting marks WAMX 1504 through WAMX 1593;

6 MP15AC Locomotives bearing the reporting marks within the series WSOR 1501 through WSOR 1506, inclusive and WAMX 1594 through WAMX 1599, inclusive;

4 NW 2 Locomotives bearing the reporting marks within the series WAMX 203 through WAMX 404 and PSWR 431;

2 Remote Locomotives bearing the reporting marks WAMX 301 and WAMX 303;

3 SD-9 Locomotives bearing the reporting marks WAMX 9629 through WAMX 9661.

3 SD-18 Locomotives bearing the reporting marks WAMX 1801 through WAMX 1804;

1 SD-20 Locomotive bearing the reporting mark WSOR 2056;

1 SD-38-2 Locomotive bearing the reporting mark WAMX 3899;

55 SD-40-2 Locomotives bearing the reporting marks within the series WAMX 4115 through WAMX 4169 and WSOR 4001 through WSOR 4079;

4 Slug Locomotives bearing the reporting marks within the series WAMX 501 through WAMX 705;

2 SW 1 Locomotives bearing the reporting marks WAMX 101 and WAMX 107;

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3 SW 2 Locomotives bearing the reporting marks within the series WAMX 105 through WAMX 109;

2 SW 8 Locomotives bearing the reporting marks WAMX 802 and WAMX 805;

14 SW 9 Locomotives bearing the reporting marks within the series WAMX 909 through WAMX 929;

1 SW 10 Locomotive bearing the reporting mark WAMX 1102;

2 SW 12 Locomotives bearing the reporting marks WAMX 1208 and WAMX 1211;

3 SW 900 Locomotives bearing the reporting marks PSWR 1200, PSWR 1215 and WAMX 950;

5 SW 1000 Locomotives bearing the reporting marks WAMX 1701 through WAMX 1705, inclusive;

5 SW 1200 Locomotives bearing the reporting marks within the series WAMX 1205 through WAMX 1214;

19 SW 1500 Locomotives bearing the reporting marks within the series WAMX 1500 through WAMX 1534;

3 E9A/B Locomotives bearing the reporting marks WSOR 101 through WSOR 103, inclusive;

1 GE 25 TON Locomotive bearing the reporting mark WAMX N-16;

1 GE 35 TON Locomotive bearing the reporting mark WAMX H-1;

8 GE 45 TON Locomotives bearing the reporting marks WAMX H-2, WAMX S-3, WAMX Z-10, WAMX J-9, WAMX W-2, WAMX N-14, WAMX N-15 and WAMX F-1;

1 GE 55 TON Locomotive bearing the reporting mark WAMX W-1;

2 65 TON Locomotives bearing the reporting marks WAMX S-6 and WAMX J-8;

1 EMD SW1 Locomotive bearing the reporting mark WAMX 107;

2 EMD SW2 Locomotives bearing the reporting marks WAMX 105 and WAMX 106;

Chapman and Cutler LLP

1 EMD NW2 Locomotive bearing the reporting mark WAMX 9448;

1 Plymouth 10 TON Locomotive bearing the reporting mark WAMX H-3;

and

2 Plymouth 15 TON Locomotives bearing the reporting marks within the series of WAMX J-1 and WAMX J-2.

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

Memorandum of Amended and Restated Equipment Description.

A fee of forty-two dollars (42.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Ed Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

Michael D. Robson: Charles C. Calloway
Enclosure

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION

Memorandum of Amended and Restated Equipment Description, effective as of March 22, 2013, by and among Watco Companies, L.L.C., Watco Transportation Services, L.L.C., Eastern Idaho Railroad, L.L.C., South Kansas and Oklahoma Railroad, Inc., Kansas & Oklahoma Railroad, L.L.C., Timber Rock Railroad, L.L.C., PRCCR, Inc., Pennsylvania Southwestern Railroad, L.L.C., Kaw River Railroad, L.L.C., Alabama Southern Railroad, L.L.C., Arkansas Southern Railroad, L.L.C., Vicksburg Southern Railroad, L.L.C., Louisiana Southern Railroad, L.L.C., Yellowstone Valley Railroad, L.L.C., Mississippi Southern Railroad, L.L.C., Mission Mountain Railroad, L.L.C., Palouse River and Coulee City Railroad, L.L.C., Millennium Rail, Inc., MBF Industries, Inc., Dome Acquisition Corp., Hockley Rail Car, Inc., Madonna Corp., Watco Transportation Holdings, Inc., Pacific Sun Railroad, L.L.C., Austin Western Railroad, L.L.C., Fitzgerald Railcar Services, Inc., Railcar Services and Logistics Corporation, Reload Express, Inc., Watco Mechanical Services, L.L.C., Watco Mechanical Corp., Kansas City Switching Company, L.L.C., Alabama Warrior Railway, L.L.C., Grand Elk Railroad, Inc., Boise Valley Railroad, L.L.C., Watco Dock & Rail, L.L.C., Watco Transloading, L.L.C., CAF, L.L.C., Watco Railroad Company Holdings, Inc., Great Northwest Railroad, L.L.C., Watco WA Rail Pty Ltd, Watco WA Transportation Services Pty Ltd, Watco International Pty Ltd, Watco Transloading CA ULC, Watco Transportation Companies CA ULC, Watco Holdings, Inc., Baton Rouge Southern Railroad, L.L.C., Autauga Northern Railroad, L.L.C., Swan Ranch Railroad, L.L.C., Birmingham Terminal Railway, L.L.C., Watco Dock & Rail II, L.L.C., Wisconsin & Southern Railroad, L.L.C., Watco-Cudahy Mechanical Services, L.L.C., Watco Compliance Services, L.L.C., Watco International Holdings, L.L.C., Pecos Valley Permian Railroad, L.L.C., San Antonio Central Railroad, L.L.C., Watco Alabama Port Services, L.L.C., Ann Arbor Railroad, Inc. and Watco Finance Corp. (collectively referred to herein as the "*Debtors*" and each individually as a "*Debtor*") and Bank of Montreal, a chartered bank of Canada, acting through its Chicago branch, as secured party ("*Secured Party*").

WITNESSETH:

1. The undersigned have entered into that certain Amended and Restated Security Agreement, dated as of March 22, 2013 (the "*Security Agreement*"), by which each Debtor has granted to Secured Party a security interest in certain railroad equipment bearing reporting marks as listed on Schedule G attached to the Security Agreement in order to secure such Debtor's performance of its obligations as described in the Security Agreement.
2. The Security Agreement (or a memorandum thereof) was recorded with Surface Transportation Board on May 25, 2007 at 4:10 P.M. under recordation number 26985 pursuant to Section 11301 of Title 49 of the United States Code.
3. The undersigned have reaffirmed their obligations under, among other things, the Security Agreement pursuant to the Third General Reaffirmation Agreement dated as of March 22, 2013 among the undersigned, Watco Companies, Inc. and the Secured Party.
4. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Security Agreement (the "*Equipment*"), the reporting marks

and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Security Agreements and the reporting marks and the road numbers of said equipment.

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.

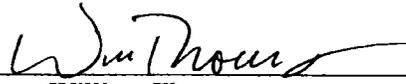
WATCO COMPANIES, L.L.C.
WATCO TRANSPORTATION SERVICES, L.L.C.
EASTERN IDAHO RAILROAD, L.L.C.
SOUTH KANSAS AND OKLAHOMA RAILROAD, INC.
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AUSTIN WESTERN RAILROAD, L.L.C.
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ALABAMA WARRIOR RAILWAY, L.L.C.
GRAND ELK RAILROAD, INC.
BOISE VALLEY RAILROAD, L.L.C.
WATCO DOCK & RAIL, L.L.C.
WATCO TRANSLOADING, L.L.C.
CAF, L.L.C.
WATCO RAILROAD COMPANY HOLDINGS, INC.
GREAT NORTHWEST RAILROAD, L.L.C.
WATCO WA RAIL PTY LTD
WATCO WA TRANSPORTATION SERVICES PTY LTD
WATCO INTERNATIONAL PTY LTD
WATCO TRANSLOADING CA ULC

GREAT NORTHWEST RAILROAD, L.L.C.
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LTD
WATCO INTERNATIONAL PTY LTD
WATCO TRANSLOADING CA ULC
WATCO TRANSPORTATION COMPANIES CA ULC
WATCO HOLDINGS, INC.
BATON ROUGE SOUTHERN RAILROAD, L.L.C.
AUTAUGA NORTHERN RAILROAD, L.L.C.
SWAN RANCH RAILROAD, L.L.C.
BIRMINGHAM TERMINAL RAILWAY, L.L.C.
WATCO DOCK & RAIL II, L.L.C.
WISCONSIN & SOUTHERN RAILROAD, L.L.C.
WATCO-CUDAHY MECHANICAL SERVICES,
L.L.C.
WATCO COMPLIANCE SERVICES, L.L.C.
WATCO INTERNATIONAL HOLDINGS, L.L.C.
PECOS VALLEY PERMIAN RAILROAD, L.L.C.
SAN ANTONIO CENTRAL RAILROAD, L.L.C.
WATCO ALABAMA PORT SERVICES, L.L.C.
ANN ARBOR RAILROAD, INC.
WATCO FINANCE CORP.

By 
Name: Matt McKenzie
Title: Senior Vice-President of Finance and
Assistant Treasurer

Executed on this 22 day of March, 2013

BANK OF MONTREAL, as Agent

By 

Name: William Thomson

Title: Senior Vice President

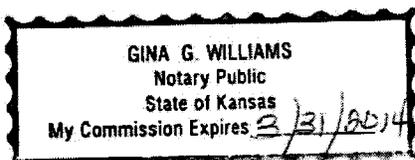
Executed on this 22 day of March, 2013

[Signature Page to Memorandum of Amended and Restated Equipment Description]

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of WATCO COMPANIES, L.L.C., WATCO TRANSPORTATION SERVICES, L.L.C., EASTERN IDAHO RAILROAD, L.L.C., KANSAS & OKLAHOMA RAILROAD, L.L.C., TIMBER ROCK RAILROAD, L.L.C., PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C., KAW RIVER RAILROAD, L.L.C., ALABAMA SOUTHERN RAILROAD, L.L.C., ARKANSAS SOUTHERN RAILROAD, L.L.C., VICKSBURG SOUTHERN RAILROAD, L.L.C., LOUISIANA SOUTHERN RAILROAD, L.L.C., YELLOWSTONE VALLEY RAILROAD, L.L.C., MISSISSIPPI SOUTHERN RAILROAD, L.L.C., MISSION MOUNTAIN RAILROAD, L.L.C., PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C., PACIFIC SUN RAILROAD, L.L.C., AUSTIN WESTERN RAILROAD, L.L.C., WATCO MECHANICAL SERVICES, L.L.C., KANSAS CITY SWITCHING COMPANY, L.L.C., ALABAMA WARRIOR RAILWAY, L.L.C., BOISE VALLEY RAILROAD, L.L.C., WATCO DOCK & RAIL, L.L.C., WATCO TRANSLOADING, L.L.C., CAF, L.L.C., GREAT NORTHWEST RAILROAD, L.L.C., BATON ROUGE SOUTHERN RAILROAD, L.L.C., AUTAUGA NORTHERN RAILROAD, L.L.C., SWAN RANCH RAILROAD, L.L.C., BIRMINGHAM TERMINAL RAILWAY, L.L.C., WATCO DOCK & RAIL II, L.L.C., WISCONSIN & SOUTHERN RAILROAD, L.L.C., WATCO-CUDAHY MECHANICAL SERVICES, L.L.C., WATCO COMPLIANCE SERVICES, L.L.C., WATCO INTERNATIONAL HOLDINGS, L.L.C., PECOS VALLEY PERMIAN RAILROAD, L.L.C., SAN ANTONIO CENTRAL RAILROAD, L.L.C., WATCO ALABAMA PORT SERVICES, L.L.C., that said instrument was signed on March 22, 2013 on behalf of each such limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams

Name: Gina G. Williams
Notary Public

My Commission Expires: 3/31/2014

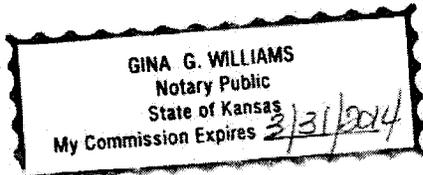
Residing in _____

(SEAL)

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of WATCO TRANSLOADING CA ULC and WATCO TRANSPORTATION COMPANIES CA ULC, that said instrument was signed on March 22, 2013 on behalf of each such unlimited liability corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said unlimited liability corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



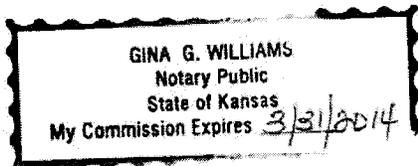
(SEAL)

Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in _____

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of SOUTH KANSAS AND OKLAHOMA RAILROAD, INC., PRCCR, INC., MILLENNIUM RAIL, INC., MBF INDUSTRIES, INC., DOME ACQUISITION CORP., HOCKLEY RAIL CAR, INC., MADONNA CORP., WATCO TRANSPORTATION HOLDINGS, INC., FITZGERALD RAILCAR SERVICES, INC., RAILCAR SERVICES AND LOGISTICS CORPORATION, RELOAD EXPRESS, INC., RELOAD, INC., WATCO MECHANICAL CORP., GRAND ELK RAILROAD, INC. and WATCO RAILROAD COMPANY HOLDINGS, INC., WATCO WA RAIL PTY LTD, WATCO WA TRANSPORTATION SERVICES PTY LTD, WATCO INTERNATIONAL PTY LTD, WATCO HOLDINGS, INC., ANN ARBOR RAILROAD, INC. and WATCO FINANCE CORP., that said instrument was signed on March 22, 2013 on behalf of each such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



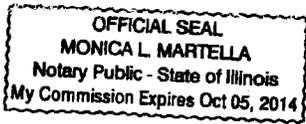
(SEAL)

Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in _____

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

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared William Thomson, who being by me duly sworn, says that he is a Senior Vice President of BANK OF MONTREAL, that said instrument was signed on March 22, 2013 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Monica Martella
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

EXHIBIT A

EQUIPMENT	UNITS QUANTITY	REPORTING MARKS
80 Ton Gondola Cars	24	WAMX 15219 WAMX 15236 WAMX 15280 WAMX 15287 WAMX 15313 WAMX 15314 WAMX 15318 WAMX 15329 WAMX 15335 WAMX 15363 WAMX 15367 WAMX 15374 WAMX 15385 WAMX 15394 WAMX 15430 WAMX 15443 WAMX 15446 WAMX 15456 WAMX 15459 WAMX 15470 WAMX 15476 WAMX 15478 WAMX 15479 WAMX 15529
Ballast Cars	25	KO 143 KO 149 KO 1006 KO 1008 SEKR 140 SEKR 148 SKOL 31124 WAMX 3401 WAMX 3403 through WAMX 3405, inclusive WAMX 3407

EQUIPMENT	QUANTITY	REPORTING MARKS
Bi-Level Passenger Car	6	WAMX 3409
		WAMX 3411
		WAMX 3414
		WAMX 3418
		WSOR 201771
		WSOR 401
Box Cars	93	WSOR 402
		WSOR 500 through
		WSOR 505, inclusive
		WSOR 11 through
		WSOR 13, inclusive
		WSOR 7718
		WSOR 7720
		WSOR 7726
		SKOL 713956
		SKOL 714436
		WSOR 101494 through
		WSOR 101504, inclusive
		WSOR 101506 through
		WSOR 101510, inclusive
		WSOR 101512 through
		WSOR 101521, inclusive
		WSOR 101523 through
		WSOR 101532, inclusive
		WSOR 101534 through
		WSOR 101550, inclusive
		WSOR 101552 through
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WSOR 101561, inclusive		
WSOR 101563 through		
WSOR 101565, inclusive		
WSOR 101567 through		
WSOR 101570, inclusive		
WSOR 101572		
WSOR 101601		
WSOR 101602		
WSOR 102001		
WSOR 102003 through		
WSOR 102011, inclusive		
WSOR 103001		

EQUIPMENT	QUANTITY	REPORTING MARKS
Box Cars - RBL's	98	WSOR 103002 WSOR 505001 through WSOR 505006, inclusive WSOR 505008
		WSOR503024
		WSOR503026
		WSOR503029
		WSOR503039
		WSOR503041
		WSOR503049 through
		WSOR503051, inclusive
		WSOR503054
		WSOR503066
		WSOR503072
		WSOR503084
		WSOR503085
		WSOR503087
		WSOR503088
		WSOR503109
		WSOR503113
		WSOR503116
		WSOR503121
		WSOR503124
		WSOR503127
		WSOR503128
		WSOR503133
		WSOR503135
WSOR503138		
WSOR503141		

EQUIPMENT

QUANTITY

REPORTING MARKS

WSOR503143

WSOR503144

WSOR503151

WSOR503153

WSOR503160

WSOR503163

WSOR503165

WSOR503168

WSOR503169

WSOR503172

WSOR503173

WSOR503175 through

WSOR503186, inclusive

WSOR503188

WSOR503189

WSOR503191

WSOR503193

WSOR503194

WSOR503196 through

WSOR503198, inclusive

WSOR503200 through

WSOR503202, inclusive

WSOR503204 through

WSOR503208, inclusive

WSOR503210 through

WSOR503215, inclusive

WSOR503217 through

WSOR503220, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
Cement Hopper Cars	13	WSOR503222 through WSOR503236, inclusive WSOR503238 through WSOR503241, inclusive WSOR503243 WSOR503249 WSOR503250 WSOR503251
Covered Hopper Cars	300	SKOL 1023 through SKOL 1029, inclusive SKOL 1032 through SKOL 1035, inclusive SKOL 1112 SKOL 1113 KO3030 KO4012 KO6107 KO6163 KO6202 KO6221 KO6400 KO6412 KO6413 KO20501 KO24207 KO24219 KO24230 KO24231 KO24232 KO24235 KO24238 KO24241 through KO24243, inclusive

EQUIPMENT

QUANTITY

REPORTING MARKS

KO24266

KO24267

KO24331

KO24335

KO24341

KO46715

KO49354

KO49491

KO50825

KO53864

KO53875

KO53933

KO55115

KO55320

KO55407

KO55595

KO55614

KO80222

KO475108

KO475364

KO476021

KO476313

KO476325

KO477161

KO477231

KO477252

KO479101

KO480080

KO480237

KO480248

KO480330

KO480354

KO480840

KO480917

KO480975

KO482100

KO482661

KO484984

EQUIPMENT

QUANTITY

REPORTING MARKS

KO487376
KO488391
KO490203
KO800421
KO800538
NAHX475080
NAHX486549
PCC1002
PCC1116
PCC1201
PCC1202
PCC1205
PCC1206
PCC1208
PCC1209
PCC1301
PCC11017
PCC15795
PCC46998
PCC53181
PCC53524
PCC54138
PCC55497
PCC55498
PCC55558
PCC55559
PCC55633
PCC55643
PCC63641
PCC476317
PCC476651
PCC478526
PCC478966
PCC479602
PCC483511
PCC487565
PCC487625
PCC488459

EQUIPMENT

QUANTITY

REPORTING MARKS

PCC488468

PCC488584

PCC488604

PCC488622

PCC801091

SKOL36

SKOL39

SKOL1001

SKOL1002

SKOL1044

SKOL1047

SKOL1049

SKOL1056

SKOL1069

SKOL1076

SKOL1087

SKOL1096

SKOL1102

SKOL1103

SKOL7904

SKOL7907

SKOL7911

SKOL7913

SKOL7915

SKOL7921

SKOL7923

SKOL7927

SKOL7928

SKOL8118

SKOL8140

WAMX7912

WAMX24208

WAMX34567

WAMX34568

WAMX34569

WAMX34571

WAMX34573

WAMX34576

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX34579
WAMX34582
WAMX46268
WAMX50952
WAMX52002
WAMX52003
WAMX52013
WAMX52158
WAMX52201
WAMX52290
WAMX52353
WAMX52492
WAMX52521
WAMX52828
WAMX52995
WAMX53092
WAMX53111
WAMX53231
WAMX53233
WAMX53282
WAMX53285
WAMX53460
WAMX53725
WAMX53726
WAMX53731 through
WAMX53733, inclusive
WAMX53758
WAMX53882
WAMX53906
WAMX54269
WAMX54349
WAMX54350
WAMX54398
WAMX54431
WAMX54450
WAMX54467
WAMX54574
WAMX54603

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX55520
WAMX63626
WAMX178603
WAMX178605
WAMX178606 through
WAMX178608, inclusive
WAMX178613 through
WAMX178617, inclusive
WAMX178619
WAMX178621 through
WAMX178624, inclusive
WAMX178628 through
WAMX178630, inclusive
WAMX178632 through
WAMX178635, inclusive
WAMX178639
WAMX178642
WAMX178645
WAMX178647
WAMX178648
WAMX178650 through
WAMX178654, inclusive
WAMX178656
WAMX178658
WAMX178660 through
WAMX178665, inclusive
WAMX178667
WAMX178669
WAMX178670
WAMX178672
WAMX178673
WAMX178675
WAMX178678 through
WAMX178680, inclusive
WAMX178683
WAMX178685
WAMX178691
WAMX178692

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX178694
WAMX178697
WAMX178698
WAMX178701
WAMX178703
WAMX178704
WAMX178705
WAMX178707
WAMX178709
WAMX178710
WAMX178711
WAMX178714
WAMX178718 through
WAMX178720, inclusive
WAMX178723
WAMX178724
WAMX178728
WAMX178730
WAMX178731 through
WAMX178736, inclusive
WAMX178739
WAMX178742
WAMX178744 through
WAMX178746, inclusive
WAMX178749
WAMX178752 through
WAMX178754, inclusive
WAMX178757
WAMX178759
WAMX178760 through
WAMX178763, inclusive
WAMX178765
WAMX475084
WAMX475536
WAMX476292
WAMX481127
WAMX489319
WSOR12105

EQUIPMENT

QUANTITY

REPORTING MARKS

		WSOR12505
		WSOR12506
		WSOR12545 through
		WSOR12548, inclusive
		WSOR15010
		WSOR16062
		WSOR16066
		WSOR16068
		WSOR16073
		WSOR16078
		WSOR16083
		WSOR501103
		WSOR501104
		WSOR501107
		WSOR501109
		WSOR501116
		WSOR501117
		WSOR501119
		WSOR501120
		WSOR501124
		WSOR501125
		WSOR501127
		RHYX460621
MOW Flat Cars	2	WSOX 103
		WSOX 104
Modified Covered Hopper Cars	26	KO3036
		KO3046
		KO3059
		KO3075
		KO3084
		KO3095
		KO3131
		KO6131
		KO6155
		KO6157
		KO6167

EQUIPMENT	QUANTITY	REPORTING MARKS
		KO6179
		KO6194
		KO6208
		KO6302
		KO6408
		PCC800340
		SKOL1003
		SKOL1041
		SKOL1062
		SKOL1106
		SKOL15085
		SKOL15091
		SKOL15104
		SKOL15114
		SKOL68053
Open Top Bottom Dump Cars	76	SKOL 57402
		SKOL 57404 through
		SKOL 57407, inclusive
		SKOL 57409
		SKOL 57412
		SKOL 57417
		SKOL 57420
		SKOL 57421
		SKOL 57423 through
		SKOL 57426, inclusive
		SKOL 57428 through
		SKOL 57431, inclusive
		SKOL 57433
		SKOL 57434
		WSOR 107
		WSOR 126
		WSOR 130 through
		WSOR 138, inclusive
		WSOR 142
		WSOR 150
		WSOR 157
		WSOR 161
		WSOR 180

EQUIPMENT

QUANTITY

REPORTING MARKS

Rapid Discharge Cars

84

WSOR 181
 WSOR 199
 WSOR 201 through
 WSOR 232, inclusive
 WSOR 234
 WSOR 235
 WSOR 237 through
 WSOR 239, inclusive
 WSOR 249

 SKOL 57403
 SKOL 57411
 SKOL 57415
 SKOL 57416
 SKOL 57418
 SKOL 57419
 SKOL 57422
 SKOL 57432
 WSOR 8000 through
 WSOR 8039, inclusive
 WSOR 504202
 WSOR 504203
 WSOR 504209
 WSOR 504216
 WSOR 504221
 WSOR 504234
 WSOR 504237
 WSOR 504240
 WSOR 504701 through
 WSOR 504703, inclusive
 WSOR 504705
 WSOR 504706
 WSOR 504708
 WSOR 504709
 WSOR 504713
 WSOR 504719
 WSOR 504723 through
 WSOR 504726, inclusive
 WSOR 504730

EQUIPMENT	QUANTITY	REPORTING MARKS
		WSOR 504732
		WSOR 504733
		WSOR 504736 through
		WSOR 504738, inclusive
		WSOR 504741
		WSOR 504742
		WSOR 504747
		WSOR 504750
		WSOR 504753
		WSOR 504755
		WSOR 504758 through
		WSOR 504760, inclusive
Safety Box Car	2	WSOR 1 WICT 3
Rotary Dumper Cars	2	WAMX 60 WAMX 70
GP-7 Locomotives	19	WAMX 1004 WAMX 7001 WAMX 7004 WAMX 7005 WAMX 7008 WAMX 7011 WAMX 7013 WAMX 7014 WAMX 7016 WAMX 7018 WAMX 7019 WAMX 7020 through WAMX 7025, inclusive WAMX 7028 WSOR 702/WAMX 7030
GP-8 Locomotives	1	WAMX 8002
GP-9 Locomotives	2	WAMX 9003 WAMX 9004
GP-20 Locomotives	4	WAMX 2001 through WAMX 2003, inclusive WAMX 2005
GP-30 Locomotives	2	WAMX 3006

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 3023
GP-30M Locomotives	1	WAMX 3021
GP-35 Locomotives	8	WAMX 3503 WAMX 3511 WAMX 3515 through WAMX 3517, inclusive WAMX 3523 WAMX 3524 WAMX 3530
GP-35-3 Locomotives	4	WAMX 3520 through WAMX 3522, inclusive WAMX 3529
GP-35L Locomotives	8	WAMX 3501 WAMX 3502 WAMX 3505 WAMX 3508 through WAMX 3510, inclusive WAMX 3512 WAMX 3513
GP-35M Locomotives	2	WAMX 3531 WAMX 3532
GP-35R Locomotives	15	WAMX 3839 WAMX 3841 WAMX 3842 WAMX 3844 through WAMX 3846 inclusive WAMX 3848 through WAMX 3853, inclusive WAMX 3855 through WAMX 3857, inclusive
GP-38 Locomotives	29	WAMX 3801 through WAMX 3809, inclusive WAMX 3811 through WAMX 3820, inclusive WAMX 3823 WSOR 3801/WAMX 3860 through WSOR 3809/WAMX 3867, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
		AARR 7802/WAMX 3879
GP-38-2 Locomotives	9	WAMX 3875 through WAMX 3878, inclusive WSOR 3809/WAMX 3868 through WSOR 3813/WAMX 3872, inclusive
GP-38-3 Locomotives	18	WAMX 3821 WAMX 3822 WAMX 3824 through WAMX 3836, inclusive WAMX 3838 WAMX 3873 WAMX 3874
GP-39-2 Locomotives	3	AARR 2368/WAMX 3925 AARR 2373/WAMX 3926 AARR 2370/WAMX 3927
GP-40-2 LW Locomotives	32	WAMX 4001 through WAMX 4032, inclusive
GP-40-3 Locomotives	15	WAMX 4033 through WAMX 4046, inclusive AARR 1337/WAMX 4049
GP-50 Locomotives	13	WAMX 5001 through WAMX 5013, inclusive
MP 15 Locomotives	6	WAMX 1504 WAMX 1589 WAMX 1590 through WAMX 1593, inclusive
MP15AC Locomotives	6	WSOR 1501/WAMX 1594 through WSOR 1506/WAMX 1599, inclusive
NW 2 Locomotives	4	PSWR 431 WAMX 203 WAMX 403 WAMX 404

EQUIPMENT	QUANTITY	REPORTING MARKS
Remote Locomotives	2	WAMX 301 WAMX 303
SD9	3	WAMX 9629 WAMX 9660 WAMX 9661
SD-18 Locomotives	3	WAMX 1801 WAMX 1802 WAMX 1804
SD20	1	WSOR 2056
SD-38-2 Locomotives	1	WAMX 3899
SD-40-2 Locomotives	55	WAMX 4115 through WAMX 4125, inclusive WAMX 4134 through WAMX 4155, inclusive WAMX 4168 WAMX 4169 WSOR 4001 through WSOR4011, inclusive WSOR 4013 WSOR 4025 WSOR 4030 WSOR 4050 through WSOR 4054, inclusive WSOR 4079
Slug Locomotives	4	WAMX 501 through WAMX 503, inclusive WAMX 705
SW 1 Locomotives	2	WAMX 101 WAMX 107
SW 2 Locomotives	3	WAMX 105 WAMX 106 WAMX 109
SW 8 Locomotives	2	WAMX 802 WAMX 805
SW 9 Locomotives	15	WAMX 909 WAMX 910

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 912 WAMX 913 WAMX 915 WAMX 916 WAMX 919 through WAMX 923, inclusive WAMX 925 WAMX 927 WAMX 929
SW 10 Locomotives	1	WAMX 1102
SW 12 Locomotives	2	WAMX 1208 WAMX 1211
SW 900 Locomotives	3	PSWR 1200 PSWR 1215 WAMX 950
SW 1000 Locomotives	5	WAMX 1701 through WAMX 1705, inclusive
SW 1200 Locomotives	5	WAMX 1205 WAMX 1206 WAMX 1209 WAMX 1213 WAMX 1214
SW 1500 Locomotives	19	WAMX 1500 through WAMX 1503, inclusive WAMX 1505 WAMX 1506 through WAMX 1516, inclusive WAMX 1532 through WAMX 1534, inclusive
E9A/B Locomotives	3	WSOR 101 WSOR 102 WSOR 103
GE 25 TON Locomotives	1	WAMX N-16
GE 35 TON Locomotives	1	WAMX H-1
GE 45 TON Locomotives	8	WAMX H-2

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX S-3
		WAMX Z-10
		WAMX J-9
		WAMX W-2
		WAMX N-14
		WAMX N-15
		WAMX F-1
GE 55 TON Locomotives	1	WAMX W-1
GE 65 TON Locomotives	2	WAMX S-6
		WAMX J-8
EMD SW1 Locomotives	1	WAMX 107
EMD SW2 Locomotives	2	WAMX 105
		WAMX 106
EMD NW2 Locomotives	1	WAMX 9448
Plymouth 10 TON Locomotives	1	WAMX H-3
Plymouth 15 TON Locomotives	2	WAMX J-1
		WAMX J-2

MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION

Memorandum of Amended and Restated Equipment Description, effective as of March 22, 2013, by and among Watco Companies, L.L.C., Watco Transportation Services, L.L.C., Eastern Idaho Railroad, L.L.C., South Kansas and Oklahoma Railroad, Inc., Kansas & Oklahoma Railroad, L.L.C., Timber Rock Railroad, L.L.C., PRCCR, Inc., Pennsylvania Southwestern Railroad, L.L.C., Kaw River Railroad, L.L.C., Alabama Southern Railroad, L.L.C., Arkansas Southern Railroad, L.L.C., Vicksburg Southern Railroad, L.L.C., Louisiana Southern Railroad, L.L.C., Yellowstone Valley Railroad, L.L.C., Mississippi Southern Railroad, L.L.C., Mission Mountain Railroad, L.L.C., Palouse River and Coulee City Railroad, L.L.C., Millennium Rail, Inc., MBF Industries, Inc., Dome Acquisition Corp., Hockley Rail Car, Inc., Madonna Corp., Watco Transportation Holdings, Inc., Pacific Sun Railroad, L.L.C., Austin Western Railroad, L.L.C., Fitzgerald Railcar Services, Inc., Railcar Services and Logistics Corporation, Reload Express, Inc., Watco Mechanical Services, L.L.C., Watco Mechanical Corp., Kansas City Switching Company, L.L.C., Alabama Warrior Railway, L.L.C., Grand Elk Railroad, Inc., Boise Valley Railroad, L.L.C., Watco Dock & Rail, L.L.C., Watco Transloading, L.L.C., CAF, L.L.C., Watco Railroad Company Holdings, Inc., Great Northwest Railroad, L.L.C., Watco WA Rail Pty Ltd, Watco WA Transportation Services Pty Ltd, Watco International Pty Ltd, Watco Transloading CA ULC, Watco Transportation Companies CA ULC, Watco Holdings, Inc., Baton Rouge Southern Railroad, L.L.C., Autauga Northern Railroad, L.L.C., Swan Ranch Railroad, L.L.C., Birmingham Terminal Railway, L.L.C., Watco Dock & Rail II, L.L.C., Wisconsin & Southern Railroad, L.L.C., Watco-Cudahy Mechanical Services, L.L.C., Watco Compliance Services, L.L.C., Watco International Holdings, L.L.C., Pecos Valley Permian Railroad, L.L.C., San Antonio Central Railroad, L.L.C., Watco Alabama Port Services, L.L.C., Ann Arbor Railroad, Inc. and Watco Finance Corp. (collectively referred to herein as the “Debtors” and each individually as a “Debtor”) and Bank of Montreal, a chartered bank of Canada, acting through its Chicago branch, as secured party (“Secured Party”).

WITNESSETH:

1. The undersigned have entered into that certain Amended and Restated Security Agreement, dated as of March 22, 2013 (the “Security Agreement”), by which each Debtor has granted to Secured Party a security interest in certain railroad equipment bearing reporting marks as listed on Schedule G attached to the Security Agreement in order to secure such Debtor’s performance of its obligations as described in the Security Agreement.

2. The Security Agreement (or a memorandum thereof) was recorded with Surface Transportation Board on May 25, 2007 at 4:10 P.M. under recordation number 26985 pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have reaffirmed their obligations under, among other things, the Security Agreement pursuant to the Third General Reaffirmation Agreement dated as of March 22, 2013 among the undersigned, Watco Companies, Inc. and the Secured Party.

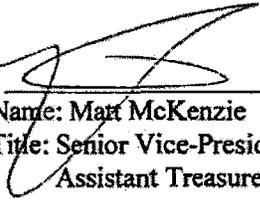
4. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Security Agreement (the “Equipment”), the reporting marks

and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Security Agreements and the reporting marks and the road numbers of said equipment.

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.

WATCO COMPANIES, L.L.C.
WATCO TRANSPORTATION SERVICES, L.L.C.
EASTERN IDAHO RAILROAD, L.L.C.
SOUTH KANSAS AND OKLAHOMA RAILROAD, INC.
KANSAS & OKLAHOMA RAILROAD, L.L.C.
TIMBER ROCK RAILROAD, L.L.C.
PRCCR, INC.
PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C.
KAW RIVER RAILROAD, L.L.C.
ALABAMA SOUTHERN RAILROAD, L.L.C.
ARKANSAS SOUTHERN RAILROAD, L.L.C.
VICKSBURG SOUTHERN RAILROAD, L.L.C.
LOUISIANA SOUTHERN RAILROAD, L.L.C.
YELLOWSTONE VALLEY RAILROAD, L.L.C.
MISSISSIPPI SOUTHERN RAILROAD, L.L.C.
MISSION MOUNTAIN RAILROAD, L.L.C.
PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C.
MILLENNIUM RAIL, INC.
MBF INDUSTRIES, INC.
DOME ACQUISITION CORP.
HOCKLEY RAIL CAR, INC.
MADONNA CORP.
WATCO TRANSPORTATION HOLDINGS, INC.
PACIFIC SUN RAILROAD, L.L.C.
AUSTIN WESTERN RAILROAD, L.L.C.
FITZGERALD RAILCAR SERVICES, INC.
RAILCAR SERVICES AND LOGISTICS CORPORATION
RELOAD EXPRESS, INC.
WATCO MECHANICAL SERVICES, L.L.C.
WATCO MECHANICAL CORP.
KANSAS CITY SWITCHING COMPANY, L.L.C.
ALABAMA WARRIOR RAILWAY, L.L.C.
GRAND ELK RAILROAD, INC.
BOISE VALLEY RAILROAD, L.L.C.
WATCO DOCK & RAIL, L.L.C.
WATCO TRANSLOADING, L.L.C.
CAF, L.L.C.
WATCO RAILROAD COMPANY HOLDINGS, INC.
GREAT NORTHWEST RAILROAD, L.L.C.
WATCO WA RAIL PTY LTD
WATCO WA TRANSPORTATION SERVICES PTY LTD
WATCO INTERNATIONAL PTY LTD
WATCO TRANSLOADING CA ULC

GREAT NORTHWEST RAILROAD, L.L.C.
WATCO WA RAIL PTY LTD
WATCO WA TRANSPORTATION SERVICES PTY
LTD
WATCO INTERNATIONAL PTY LTD
WATCO TRANSLOADING CA ULC
WATCO TRANSPORTATION COMPANIES CA ULC
WATCO HOLDINGS, INC.
BATON ROUGE SOUTHERN RAILROAD, L.L.C.
AUTAUGA NORTHERN RAILROAD, L.L.C.
SWAN RANCH RAILROAD, L.L.C.
BIRMINGHAM TERMINAL RAILWAY, L.L.C.
WATCO DOCK & RAIL II, L.L.C.
WISCONSIN & SOUTHERN RAILROAD, L.L.C.
WATCO-CUDAHY MECHANICAL SERVICES,
L.L.C.
WATCO COMPLIANCE SERVICES, L.L.C.
WATCO INTERNATIONAL HOLDINGS, L.L.C.
PECOS VALLEY PERMIAN RAILROAD, L.L.C.
SAN ANTONIO CENTRAL RAILROAD, L.L.C.
WATCO ALABAMA PORT SERVICES, L.L.C.
ANN ARBOR RAILROAD, INC.
WATCO FINANCE CORP.

By 

Name: Matt McKenzie

Title: Senior Vice-President of Finance and
Assistant Treasurer

Executed on this 22 day of March, 2013

[Signature Page to Memorandum of Amended and Restated Equipment Description]

BANK OF MONTREAL, as Agent

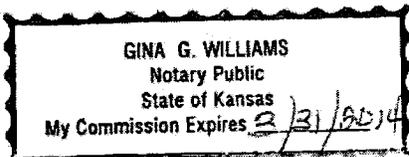
By 
Name: William Thomson
Title: Senior Vice President

Executed on this 22 day of March, 2013

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of WATCO COMPANIES, L.L.C., WATCO TRANSPORTATION SERVICES, L.L.C., EASTERN IDAHO RAILROAD, L.L.C., KANSAS & OKLAHOMA RAILROAD, L.L.C., TIMBER ROCK RAILROAD, L.L.C., PENNSYLVANIA SOUTHWESTERN RAILROAD, L.L.C., KAW RIVER RAILROAD, L.L.C., ALABAMA SOUTHERN RAILROAD, L.L.C., ARKANSAS SOUTHERN RAILROAD, L.L.C., VICKSBURG SOUTHERN RAILROAD, L.L.C., LOUISIANA SOUTHERN RAILROAD, L.L.C., YELLOWSTONE VALLEY RAILROAD, L.L.C., MISSISSIPPI SOUTHERN RAILROAD, L.L.C., MISSION MOUNTAIN RAILROAD, L.L.C., PALOUSE RIVER AND COULEE CITY RAILROAD, L.L.C., PACIFIC SUN RAILROAD, L.L.C., AUSTIN WESTERN RAILROAD, L.L.C., WATCO MECHANICAL SERVICES, L.L.C., KANSAS CITY SWITCHING COMPANY, L.L.C., ALABAMA WARRIOR RAILWAY, L.L.C., BOISE VALLEY RAILROAD, L.L.C., WATCO DOCK & RAIL, L.L.C., WATCO TRANSLOADING, L.L.C., CAF, L.L.C., GREAT NORTHWEST RAILROAD, L.L.C., BATON ROUGE SOUTHERN RAILROAD, L.L.C., AUTAUGA NORTHERN RAILROAD, L.L.C., SWAN RANCH RAILROAD, L.L.C., BIRMINGHAM TERMINAL RAILWAY, L.L.C., WATCO DOCK & RAIL II, L.L.C., WISCONSIN & SOUTHERN RAILROAD, L.L.C., WATCO-CUDAHY MECHANICAL SERVICES, L.L.C., WATCO COMPLIANCE SERVICES, L.L.C., WATCO INTERNATIONAL HOLDINGS, L.L.C., PECOS VALLEY PERMIAN RAILROAD, L.L.C., SAN ANTONIO CENTRAL RAILROAD, L.L.C., WATCO ALABAMA PORT SERVICES, L.L.C., that said instrument was signed on March 22, 2013 on behalf of each such limited liability company by authority of its Board of Managers, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Gina G. Williams

Name: Gina G. Williams
Notary Public

My Commission Expires: 3/31/2014

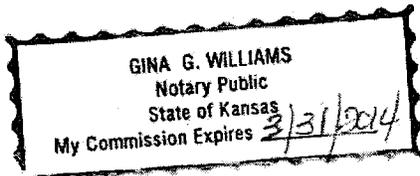
Residing in _____

(SEAL)

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of WATCO TRANSLOADING CA ULC and WATCO TRANSPORTATION COMPANIES CA ULC, that said instrument was signed on March 22, 2013 on behalf of each such unlimited liability corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said unlimited liability corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



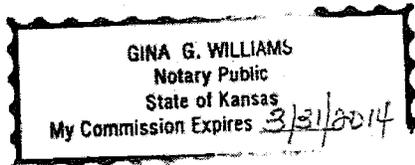
Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in _____

(SEAL)

STATE OF KANSAS)
) SS.:
COUNTY OF CRAWFORD)

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared Matt McKenzie, who being by me duly sworn, says that he is the Senior Vice-President of Finance and Assistant Treasurer of each of SOUTH KANSAS AND OKLAHOMA RAILROAD, INC., PRCCR, INC., MILLENNIUM RAIL, INC., MBF INDUSTRIES, INC., DOME ACQUISITION CORP., HOCKLEY RAIL CAR, INC., MADONNA CORP., WATCO TRANSPORTATION HOLDINGS, INC., FITZGERALD RAILCAR SERVICES, INC., RAILCAR SERVICES AND LOGISTICS CORPORATION, RELOAD EXPRESS, INC., RELOAD, INC., WATCO MECHANICAL CORP., GRAND ELK RAILROAD, INC. and WATCO RAILROAD COMPANY HOLDINGS, INC., WATCO WA RAIL PTY LTD, WATCO WA TRANSPORTATION SERVICES PTY LTD, WATCO INTERNATIONAL PTY LTD, WATCO HOLDINGS, INC., ANN ARBOR RAILROAD, INC. and WATCO FINANCE CORP., that said instrument was signed on March 22, 2013 on behalf of each such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



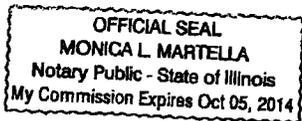
(SEAL)

Gina G. Williams
Name: Gina G. Williams
Notary Public
My Commission Expires: 3/31/2014
Residing in _____

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

On this, the 22nd day of March, 2013, before me, a Notary Public in and for said County and State, personally appeared William Thomson, who being by me duly sworn, says that he is a Senior Vice President of BANK OF MONTREAL, that said instrument was signed on March 22, 2013 on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Monica Martella
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

EXHIBIT A

EQUIPMENT	UNITS QUANTITY	REPORTING MARKS
80 Ton Gondola Cars	24	WAMX 15219 WAMX 15236 WAMX 15280 WAMX 15287 WAMX 15313 WAMX 15314 WAMX 15318 WAMX 15329 WAMX 15335 WAMX 15363 WAMX 15367 WAMX 15374 WAMX 15385 WAMX 15394 WAMX 15430 WAMX 15443 WAMX 15446 WAMX 15456 WAMX 15459 WAMX 15470 WAMX 15476 WAMX 15478 WAMX 15479 WAMX 15529
Ballast Cars	25	KO 143 KO 149 KO 1006 KO 1008 SEKR 140 SEKR 148 SKOL 31124 WAMX 3401 WAMX 3403 through WAMX 3405, inclusive WAMX 3407

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 3409
		WAMX 3411
		WAMX 3414
		WAMX 3418
		WSOR 201771
		WSOR 401
		WSOR 402
		WSOR 500 through
		WSOR 505, inclusive
Bi-Level Passenger Car	6	WSOR 11 through
		WSOR 13, inclusive
		WSOR 7718
		WSOR 7720
		WSOR 7726
Box Cars	93	SKOL 713956
		SKOL 714436
		WSOR 101494 through
		WSOR 101504, inclusive
		WSOR 101506 through
		WSOR 101510, inclusive
		WSOR 101512 through
		WSOR 101521, inclusive
		WSOR 101523 through
		WSOR 101532, inclusive
		WSOR 101534 through
		WSOR 101550, inclusive
		WSOR 101552 through
		WSOR 101557, inclusive
		WSOR 101559 through
		WSOR 101561, inclusive
		WSOR 101563 through
		WSOR 101565, inclusive
		WSOR 101567 through
		WSOR 101570, inclusive
		WSOR 101572
		WSOR 101601
		WSOR 101602
		WSOR 102001
		WSOR 102003 through
		WSOR 102011, inclusive
		WSOR 103001

EQUIPMENT	QUANTITY	REPORTING MARKS
Box Cars - RBL's	98	WSOR 103002 WSOR 505001 through WSOR 505006, inclusive WSOR 505008 WSOR503024 WSOR503026 WSOR503029 WSOR503039 WSOR503041 WSOR503049 through WSOR503051, inclusive WSOR503054 WSOR503066 WSOR503072 WSOR503084 WSOR503085 WSOR503087 WSOR503088 WSOR503109 WSOR503113 WSOR503116 WSOR503121 WSOR503124 WSOR503127 WSOR503128 WSOR503133 WSOR503135 WSOR503138 WSOR503141

EQUIPMENT

QUANTITY

REPORTING MARKS

WSOR503143

WSOR503144

WSOR503151

WSOR503153

WSOR503160

WSOR503163

WSOR503165

WSOR503168

WSOR503169

WSOR503172

WSOR503173

WSOR503175 through

WSOR503186, inclusive

WSOR503188

WSOR503189

WSOR503191

WSOR503193

WSOR503194

WSOR503196 through

WSOR503198, inclusive

WSOR503200 through

WSOR503202, inclusive

WSOR503204 through

WSOR503208, inclusive

WSOR503210 through

WSOR503215, inclusive

WSOR503217 through

WSOR503220, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
Cement Hopper Cars	13	WSOR503222 through WSOR503236, inclusive WSOR503238 through WSOR503241, inclusive WSOR503243 WSOR503249 WSOR503250 WSOR503251
Covered Hopper Cars	300	SKOL 1023 through SKOL 1029, inclusive SKOL 1032 through SKOL 1035, inclusive SKOL 1112 SKOL 1113 KO3030 KO4012 KO6107 KO6163 KO6202 KO6221 KO6400 KO6412 KO6413 KO20501 KO24207 KO24219 KO24230 KO24231 KO24232 KO24235 KO24238 KO24241 through KO24243, inclusive

EQUIPMENT

QUANTITY

REPORTING MARKS

KO24266

KO24267

KO24331

KO24335

KO24341

KO46715

KO49354

KO49491

KO50825

KO53864

KO53875

KO53933

KO55115

KO55320

KO55407

KO55595

KO55614

KO80222

KO475108

KO475364

KO476021

KO476313

KO476325

KO477161

KO477231

KO477252

KO479101

KO480080

KO480237

KO480248

KO480330

KO480354

KO480840

KO480917

KO480975

KO482100

KO482661

KO484984

EQUIPMENT

QUANTITY

REPORTING MARKS

KO487376

KO488391

KO490203

KO800421

KO800538

NAHX475080

NAHX486549

PCC1002

PCC1116

PCC1201

PCC1202

PCC1205

PCC1206

PCC1208

PCC1209

PCC1301

PCC11017

PCC15795

PCC46998

PCC53181

PCC53524

PCC54138

PCC55497

PCC55498

PCC55558

PCC55559

PCC55633

PCC55643

PCC63641

PCC476317

PCC476651

PCC478526

PCC478966

PCC479602

PCC483511

PCC487565

PCC487625

PCC488459

EQUIPMENT

QUANTITY

REPORTING MARKS

PCC488468

PCC488584

PCC488604

PCC488622

PCC801091

SKOL36

SKOL39

SKOL1001

SKOL1002

SKOL1044

SKOL1047

SKOL1049

SKOL1056

SKOL1069

SKOL1076

SKOL1087

SKOL1096

SKOL1102

SKOL1103

SKOL7904

SKOL7907

SKOL7911

SKOL7913

SKOL7915

SKOL7921

SKOL7923

SKOL7927

SKOL7928

SKOL8118

SKOL8140

WAMX7912

WAMX24208

WAMX34567

WAMX34568

WAMX34569

WAMX34571

WAMX34573

WAMX34576

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX34579
WAMX34582
WAMX46268
WAMX50952
WAMX52002
WAMX52003
WAMX52013
WAMX52158
WAMX52201
WAMX52290
WAMX52353
WAMX52492
WAMX52521
WAMX52828
WAMX52995
WAMX53092
WAMX53111
WAMX53231
WAMX53233
WAMX53282
WAMX53285
WAMX53460
WAMX53725
WAMX53726
WAMX53731 through
WAMX53733, inclusive
WAMX53758
WAMX53882
WAMX53906
WAMX54269
WAMX54349
WAMX54350
WAMX54398
WAMX54431
WAMX54450
WAMX54467
WAMX54574
WAMX54603

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX55520
WAMX63626
WAMX178603
WAMX178605
WAMX178606 through
WAMX178608, inclusive
WAMX178613 through
WAMX178617, inclusive
WAMX178619
WAMX178621 through
WAMX178624, inclusive
WAMX178628 through
WAMX178630, inclusive
WAMX178632 through
WAMX178635, inclusive
WAMX178639
WAMX178642
WAMX178645
WAMX178647
WAMX178648
WAMX178650 through
WAMX178654, inclusive
WAMX178656
WAMX178658
WAMX178660 through
WAMX178665, inclusive
WAMX178667
WAMX178669
WAMX178670
WAMX178672
WAMX178673
WAMX178675
WAMX178678 through
WAMX178680, inclusive
WAMX178683
WAMX178685
WAMX178691
WAMX178692

EQUIPMENT

QUANTITY

REPORTING MARKS

WAMX178694
WAMX178697
WAMX178698
WAMX178701
WAMX178703
WAMX178704
WAMX178705
WAMX178707
WAMX178709
WAMX178710
WAMX178711
WAMX178714
WAMX178718 through
WAMX178720, inclusive
WAMX178723
WAMX178724
WAMX178728
WAMX178730
WAMX178731 through
WAMX178736, inclusive
WAMX178739
WAMX178742
WAMX178744 through
WAMX178746, inclusive
WAMX178749
WAMX178752 through
WAMX178754, inclusive
WAMX178757
WAMX178759
WAMX178760 through
WAMX178763, inclusive
WAMX178765
WAMX475084
WAMX475536
WAMX476292
WAMX481127
WAMX489319
WSOR12105

EQUIPMENT

QUANTITY

REPORTING MARKS

		WSOR12505
		WSOR12506
		WSOR12545 through
		WSOR12548, inclusive
		WSOR15010
		WSOR16062
		WSOR16066
		WSOR16068
		WSOR16073
		WSOR16078
		WSOR16083
		WSOR501103
		WSOR501104
		WSOR501107
		WSOR501109
		WSOR501116
		WSOR501117
		WSOR501119
		WSOR501120
		WSOR501124
		WSOR501125
		WSOR501127
		RHYX460621
MOW Flat Cars	2	WSOX 103
		WSOX 104
Modified Covered Hopper Cars	26	KO3036
		KO3046
		KO3059
		KO3075
		KO3084
		KO3095
		KO3131
		KO6131
		KO6155
		KO6157
		KO6167

EQUIPMENT

QUANTITY

REPORTING MARKS

Open Top Bottom Dump Cars

76

KO6179

KO6194

KO6208

KO6302

KO6408

PCC800340

SKOL1003

SKOL1041

SKOL1062

SKOL1106

SKOL15085

SKOL15091

SKOL15104

SKOL15114

SKOL68053

SKOL 57402

SKOL 57404 through

SKOL 57407, inclusive

SKOL 57409

SKOL 57412

SKOL 57417

SKOL 57420

SKOL 57421

SKOL 57423 through

SKOL 57426, inclusive

SKOL 57428 through

SKOL 57431, inclusive

SKOL 57433

SKOL 57434

WSOR 107

WSOR 126

WSOR 130 through

WSOR 138, inclusive

WSOR 142

WSOR 150

WSOR 157

WSOR 161

WSOR 180

EQUIPMENT

QUANTITY

REPORTING MARKS

Rapid Discharge Cars

84

WSOR 181
 WSOR 199
 WSOR 201 through
 WSOR 232, inclusive
 WSOR 234
 WSOR 235
 WSOR 237 through
 WSOR 239, inclusive
 WSOR 249

 SKOL 57403
 SKOL 57411
 SKOL 57415
 SKOL 57416
 SKOL 57418
 SKOL 57419
 SKOL 57422
 SKOL 57432
 WSOR 8000 through
 WSOR 8039, inclusive
 WSOR 504202
 WSOR 504203
 WSOR 504209
 WSOR 504216
 WSOR 504221
 WSOR 504234
 WSOR 504237
 WSOR 504240
 WSOR 504701 through
 WSOR 504703, inclusive
 WSOR 504705
 WSOR 504706
 WSOR 504708
 WSOR 504709
 WSOR 504713
 WSOR 504719
 WSOR 504723 through
 WSOR 504726, inclusive
 WSOR 504730

EQUIPMENT	QUANTITY	REPORTING MARKS
		WSOR 504732
		WSOR 504733
		WSOR 504736 through
		WSOR 504738, inclusive
		WSOR 504741
		WSOR 504742
		WSOR 504747
		WSOR 504750
		WSOR 504753
		WSOR 504755
		WSOR 504758 through
		WSOR 504760, inclusive
Safety Box Car	2	WSOR 1 WICT 3
Rotary Dumper Cars	2	WAMX 60 WAMX 70
GP-7 Locomotives	19	WAMX 1004 WAMX 7001 WAMX 7004 WAMX 7005 WAMX 7008 WAMX 7011 WAMX 7013 WAMX 7014 WAMX 7016 WAMX 7018 WAMX 7019 WAMX 7020 through WAMX 7025, inclusive WAMX 7028 WSOR 702/WAMX 7030
GP-8 Locomotives	1	WAMX 8002
GP-9 Locomotives	2	WAMX 9003 WAMX 9004
GP-20 Locomotives	4	WAMX 2001 through WAMX 2003, inclusive WAMX 2005
GP-30 Locomotives	2	WAMX 3006

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 3023
GP-30M Locomotives	1	WAMX 3021
GP-35 Locomotives	8	WAMX 3503 WAMX 3511 WAMX 3515 through WAMX 3517, inclusive WAMX 3523 WAMX 3524 WAMX 3530
GP-35-3 Locomotives	4	WAMX 3520 through WAMX 3522, inclusive WAMX 3529
GP-35L Locomotives	8	WAMX 3501 WAMX 3502 WAMX 3505 WAMX 3508 through WAMX 3510, inclusive WAMX 3512 WAMX 3513
GP-35M Locomotives	2	WAMX 3531 WAMX 3532
GP-35R Locomotives	15	WAMX 3839 WAMX 3841 WAMX 3842 WAMX 3844 through WAMX 3846 inclusive WAMX 3848 through WAMX 3853, inclusive WAMX 3855 through WAMX 3857, inclusive
GP-38 Locomotives	29	WAMX 3801 through WAMX 3809, inclusive WAMX 3811 through WAMX 3820, inclusive WAMX 3823 WSOR 3801/WAMX 3860 through WSOR 3809/WAMX 3867, inclusive

EQUIPMENT	QUANTITY	REPORTING MARKS
		AARR 7802/WAMX 3879
GP-38-2 Locomotives	9	WAMX 3875 through WAMX 3878, inclusive WSOR 3809/WAMX 3868 through WSOR 3813/WAMX 3872, inclusive
GP-38-3 Locomotives	18	WAMX 3821 WAMX 3822 WAMX 3824 through WAMX 3836, inclusive WAMX 3838 WAMX 3873 WAMX 3874
GP-39-2 Locomotives	3	AARR 2368/WAMX 3925 AARR 2373/WAMX 3926 AARR 2370/WAMX 3927
GP-40-2 LW Locomotives	32	WAMX 4001 through WAMX 4032, inclusive
GP-40-3 Locomotives	15	WAMX 4033 through WAMX 4046, inclusive AARR 1337/WAMX 4049
GP-50 Locomotives	13	WAMX 5001 through WAMX 5013, inclusive
MP 15 Locomotives	6	WAMX 1504 WAMX 1589 WAMX 1590 through WAMX 1593, inclusive
MP15AC Locomotives	6	WSOR 1501/WAMX 1594 through WSOR 1506/WAMX 1599, inclusive
NW 2 Locomotives	4	PSWR 431 WAMX 203 WAMX 403 WAMX 404

EQUIPMENT	QUANTITY	REPORTING MARKS
Remote Locomotives	2	WAMX 301 WAMX 303
SD9	3	WAMX 9629 WAMX 9660 WAMX 9661
SD-18 Locomotives	3	WAMX 1801 WAMX 1802 WAMX 1804
SD20	1	WSOR 2056
SD-38-2 Locomotives	1	WAMX 3899
SD-40-2 Locomotives	55	WAMX 4115 through WAMX 4125, inclusive WAMX 4134 through WAMX 4155, inclusive WAMX 4168 WAMX 4169 WSOR 4001 through WSOR4011, inclusive WSOR 4013 WSOR 4025 WSOR 4030 WSOR 4050 through WSOR 4054, inclusive WSOR 4079
Slug Locomotives	4	WAMX 501 through WAMX 503, inclusive WAMX 705
SW 1 Locomotives	2	WAMX 101 WAMX 107
SW 2 Locomotives	3	WAMX 105 WAMX 106 WAMX 109
SW 8 Locomotives	2	WAMX 802 WAMX 805
SW 9 Locomotives	15	WAMX 909 WAMX 910

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX 912 WAMX 913 WAMX 915 WAMX 916 WAMX 919 through WAMX 923, inclusive WAMX 925 WAMX 927 WAMX 929
SW 10 Locomotives	1	WAMX 1102
SW 12 Locomotives	2	WAMX 1208 WAMX 1211
SW 900 Locomotives	3	PSWR 1200 PSWR 1215 WAMX 950
SW 1000 Locomotives	5	WAMX 1701 through WAMX 1705, inclusive
SW 1200 Locomotives	5	WAMX 1205 WAMX 1206 WAMX 1209 WAMX 1213 WAMX 1214
SW 1500 Locomotives	19	WAMX 1500 through WAMX 1503, inclusive WAMX 1505 WAMX 1506 through WAMX 1516, inclusive WAMX 1532 through WAMX 1534, inclusive
E9A/B Locomotives	3	WSOR 101 WSOR 102 WSOR 103
GE 25 TON Locomotives	1	WAMX N-16
GE 35 TON Locomotives	1	WAMX H-1
GE 45 TON Locomotives	8	WAMX H-2

EQUIPMENT	QUANTITY	REPORTING MARKS
		WAMX S-3
		WAMX Z-10
		WAMX J-9
		WAMX W-2
		WAMX N-14
		WAMX N-15
		WAMX F-1
GE 55 TON Locomotives	1	WAMX W-1
GE 65 TON Locomotives	2	WAMX S-6
		WAMX J-8
EMD SW1 Locomotives	1	WAMX 107
EMD SW2 Locomotives	2	WAMX 105
		WAMX 106
EMD NW2 Locomotives	1	WAMX 9448
Plymouth 10 TON Locomotives	1	WAMX H-3
Plymouth 15 TON Locomotives	2	WAMX J-1
		WAMX J-2

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: 3-22-13

Edward M Luria
Edward M. Luria