

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF ORGANIZATION  
OF  
BOATRIGHT RAILROAD PRODUCTS – CARBON HILL, LLC**

In accordance with the provisions of Section 10-12-11 of the Alabama Limited Liability Company Act, Boatright Railroad Products – Carbon Hill, LLC, an Alabama limited liability company, hereby adopts the following Articles of Amendment to the Articles of Organization of Boatright Railroad Products – Carbon Hill, LLC.

**First:** The name of the limited liability company is Boatright Railroad Products – Carbon Hill, LLC.

**Second:** The Articles of Organization of Boatright Railroad Products – Carbon Hill, LLC (the “Articles”) were filed with the Judge of Probate of Shelby County, Alabama on the 12<sup>th</sup> day of May, 2009.

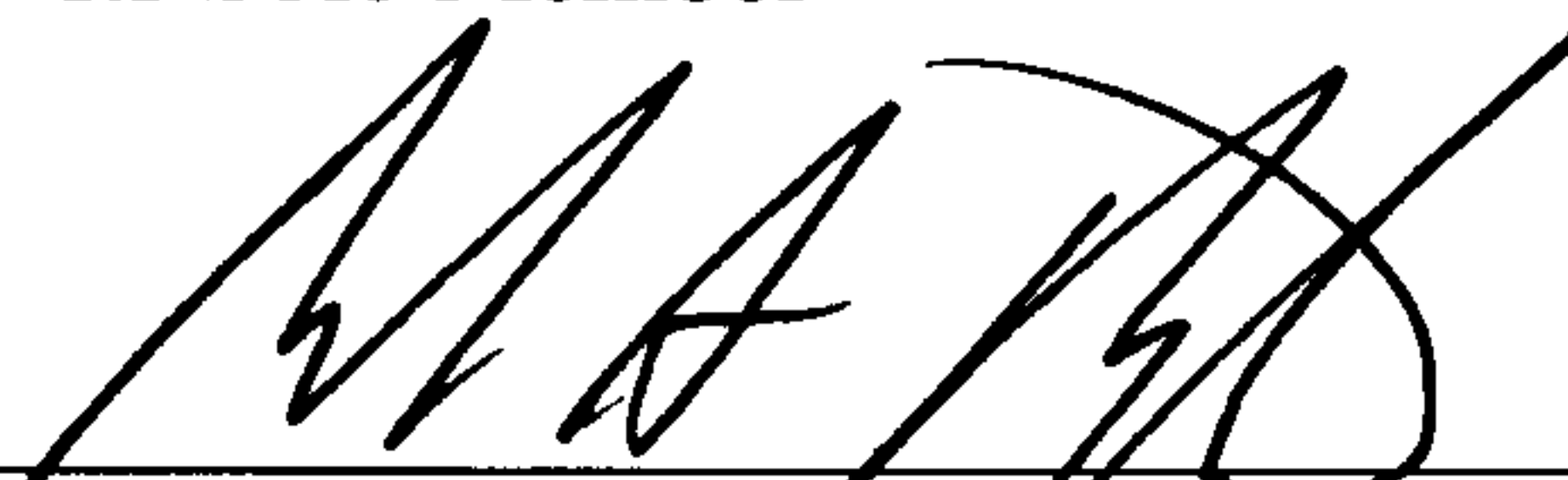
**Third:** The Articles are hereby amended to reflect that Boatright Railroad Products – Carbon Hill, LLC has changed its name to Boatright Railroad Products, LLC. Section 1 of the Articles is hereby amended in its entirety to read as follows:

“1. The name of the limited liability company is Boatright Railroad Products, LLC, hereinafter referred to in these Articles of Organization as the “Company.”

IN WITNESS WHEREOF, Boatright Railroad Products – Carbon Hill, LLC, an Alabama limited liability company, has duly caused these Articles of Amendment to the Articles of Organization of Boatright Railroad Products – Carbon Hill, LLC, to be executed by its sole member as of this 18<sup>th</sup> day of August, 2009.

BOATRIGHT RAILROAD PRODUCTS –  
CARBON HILL, LLC

By: Boatright Railroad Products, Inc.  
Its Sole Member

By:   
Rush Shane Boatright  
Its Chairman

Prepared by:  
C. Samuel Todd, Esq.  
Bradley Arant Boult Cummings LLP  
1819 5<sup>th</sup> Avenue North  
Birmingham, AL 35203