

2520130090538

RAILPROS, INC.
1 Ada Street, Suite 200
Irvine, CA 92618

February 4, 2013

Sent via Certified Mail

United States Department of Labor
Employee Benefits Security Administration
Top Hat Plan Exemption
200 Constitution Avenue, N.W., Suite N-1513
Washington, D.C. 20210

2013 MAR -4 PM 4:33
USA/PROBATION/MAIL

RE: RailPros, Inc. Restricted Stock & RSU Plan

Dear Ladies & Gentlemen:

RailPros, Inc., a corporation organized under the laws of California (the "Sponsor"), maintains and sponsors the RAILPROS, INC., RESTRICTED STOCK & RSU PLAN (the "Plan").

To the extent that the Plan may be considered an "employee pension benefit" as defined by the Employee Retirement Income Security Act of 1974, as amended from time to time ("ERISA"), this letter is intended to serve as the alternative method of compliance with the reporting and disclosure requirements of Part I of Title I of ERISA for an employee pension benefit plan for a select group of management or highly compensated employees.

The Sponsor's address is 1 ADA STREET, SUITE 200, IRVINE, CA 92618.

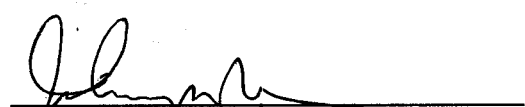
The Sponsor's employer identification number as assigned by the Internal Revenue Service is 33-0905680.

The Sponsor declares it maintains the Plan primarily for the purposes of providing compensation for a select group of management or highly compensated employees. Currently, there is one employee participating in the Plan.

Sincerely,

RAILPROS, INC.


Eric Hankinson, President


Johnny Johnson, Vice President



HALLSTROM, KLEIN & WARD LLP
15615 ALTON PKWY, STE 175, IRVINE, CA 92618

CERTIFIED MAIL



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