

LAW OFFICES OF
LOUIS E. GITOMER, LLC

LOUIS E. GITOMER
Lou@lgraillaw.com

January 13, 2016

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgrailms.com
410-296-2205

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Security Agreement, a primary document, dated as of December 28, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Security Agreement are:

Secured Party:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Debtor:

Central Oceans America Holding LLC
698 Berkmar Circle
Charlottesville, VA 22901

A description of the equipment covered by the Memorandum of Security Agreement consists of one center flatcar numbered KRL 300382.

A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.com

Ms. Cynthia T. Brown
January 13, 2016
Page 2

A short summary of the document to appear in the index follows: a Memorandum of Security Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Central Oceans America Holding LLC, 698 Berkmar Circle, Charlottesville, VA 22901, covering one center flatcar numbered KRL 300382.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of December ²⁸ 2015 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and CENTRAL OCEANS AMERICAS HOLDING LLC, and its successors and permitted assigns ("Debtor").

WITNESSETH

1. Pursuant to a Master Rail Equipment Loan and Security Agreement No. 29444-70000 dated as of August 26, 2015 and Rail; Equipment Security Note Number 001 executed pursuant thereto dated as of December ²⁸ 2015 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtor's use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

3. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: P. Wesley Yount III
Name: P. Wesley Yount, III
Title: Senior Vice President

STATE OF Georgia)
) ss.
COUNTY OF DeKalb)

I HEREBY CERTIFY, that on this 28th day of December, 2015, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared P. Wesley Yount who acknowledged himself/herself to be the Senior Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC. known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized senior vice president of said company by signing the name of the company by himself/herself as the senior vice president

AS WITNESS my hand and notarial seal.

Miranda R Ryan
Notary Public

My commission expires: March 19, 2019

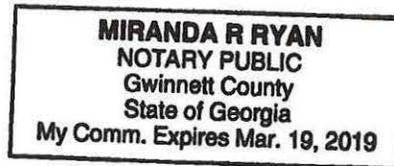


EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF December , 2015

1 New 2015 Kasgro 12-axle, 38-ft Loading Deck, 603,000 lbs capacity Depressed Center Flatcar Railcar with reporting mark KRL 300382