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RECORDATION NO. 31513 FILED
 December 10, 2014 03:14 PM
 SURFACE TRANSPORTATION BOARD

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FOUNDED 1866

December 10, 2014

By Hand Delivery

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

Re: Memorandum of Security Agreement dated as of December 2, 2014, by and between FTAI Railcar Holdings LLC (“FTAIRH”) (“Grantor”) and Morgan Stanley Senior Funding, Inc., (“Administrative Agent”)

Dear Ms. Brown:

I have enclosed an original and one counterpart of the document described below, to be recorded pursuant to Section 11301(a) of Title 49 of the U.S. Code.

The document is a Memorandum of Security Agreement dated as of December 2, 2014, a primary document, as defined in the Board’s Rules for the Recordation of Documents at 49 C.F.R. § 1177.1(b). This Memorandum of Security Agreement relates to those Railcars bearing the identification marks and numbers listed in Attachment 1 to the Memorandum of Security Agreement, and all accessories used on the Railcars.

The name and address of the parties to the enclosed document is as follows:

ADMINISTRATIVE AGENT:	Morgan Staley Senior Funding, Inc. 1 New York Plaza, 41st Floor New York, NY 10004 Tel: (917) 260-5329
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GRANTORS:	FTAI c/o Fortress Investment Group LLC 1345 Avenue of the Americas New York, NY 10105 Tel: (212) 798-6110
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MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT (this "Memorandum") is made and entered into as of December 2, 2014, by and among the Grantor listed on the signature pages hereto (the "Grantor"), and Morgan Stanley Senior Funding, Inc., in its capacity as administrative agent ("Administrative Agent") as defined in that certain Security Agreement dated as of August 27, 2014 (the "Security Agreement"), among the Grantor and the Administrative Agent to secure, *inter alia*, certain rail equipment.

The Grantor and the Administrative Agent hereby affirm and acknowledge that the Grantor has entered into the Security Agreement and has agreed to grant the Administrative Agent a security interest in the rail cars, locomotives or other rolling stock, or accessories used on such railroad cars, locomotive or other rolling stock (including superstructures and racks) ("Rail Equipment") of the Grantor as set forth in Attachment 1 to this Memorandum. The security interest granted by the Grantor covers all Rail Equipment owned by such Grantor as of the date of the Security Agreement or thereafter acquired by such Grantor.

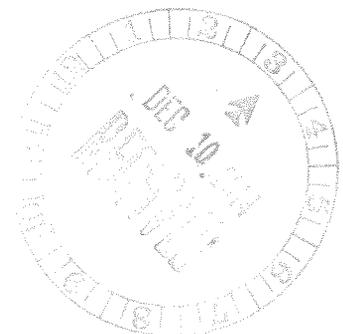
The Security Agreement is effective as of August 27, 2014, and the use of the Rail Equipment shall be subject to the terms and conditions set forth in the Security Agreement.

This Memorandum is being executed for the purpose of being recorded with the Surface Transportation Board.

Memorandum may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

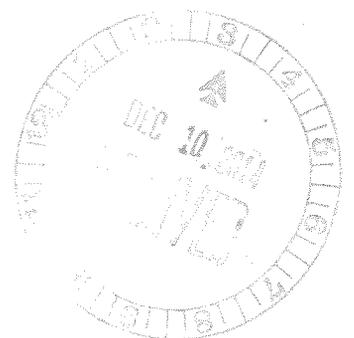
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Security Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

[signature pages follow]



FTAI Railcar Holdings LLC

By: *John Morrissey*
Name: John Morrissey – Authorized Signatory
Title:



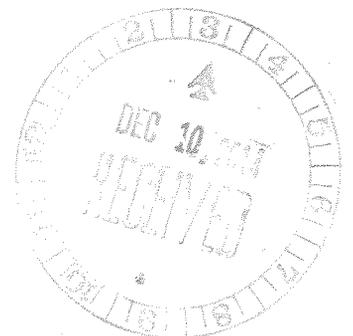
STATE OF NEW YORK)
) SS.:
CITY OF NEW YORK)

On this 2nd day of December, 2014, before me personally appeared John Morrissey, to me personally known, who, by me being duly sworn, says that he is an Authorized Signatory of FTAI Railcar Holdings LLC, that the foregoing instrument was signed on behalf of said limited liability company, by authority of its sole member, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

Rosario Rutzy Lualhati
Notary Public

My commission expires: May 16, 2015

ROSARIO RUTZY LUALHATI
NOTARY PUBLIC-STATE OF NEW YORK
No. 01LU6241290
Qualified in New York County
My Commission Expires May 16, 2015



ACKNOWLEDGEMENTS

MORGAN STANLEY SENIOR FUNDING, INC.,
as Administrative Agent

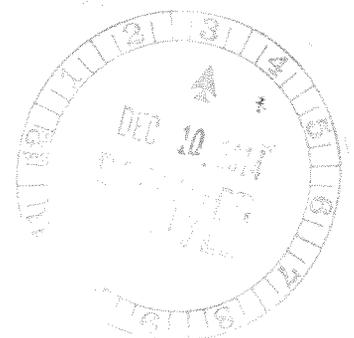
By: _____

Name: Stephen B. King

Title: Vice President



KIMBERLY MARIE SAVAGE
Notary Public, State of New York
No. 01SA6303623
Qualified in New York County
Commission Expires May 19, 2018



ATTACHMENT 1

LIST OF RAIL EQUIPMENT

Owned by FTAI Railcar Holdings LLC: National Steel Car Limited General Purpose 31,800
Gallon Tank Cars bearing marks JRTX 11001 through JRTX 11300.