

RECORDATION NO 30959 FILED  
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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

October 24, 2013

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

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Security Interest, dated as of October 24, 2013, primary document as defined in the Board's Rules for the Recordation of Documents.

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

Secured Party: CIT Bank  
30 South Wacker Drive, Suite 2900  
Chicago, IL 60606

Debtor: AVF II, L.L.C.  
70 West Madison Street, Suite 2340  
Chicago, IL 60602

Section Chief  
October 24, 2013  
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A description of the railroad equipment covered by the enclosed document is:

150 tank cars: TILX 198405 - TILX 198457; TILX 198459 - TILX 198464;  
TILX 198466 - TILX 198554, TILX 198619 and TILX 198620.

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

Memorandum of Security Interest.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem  
Enclosures

**MEMORANDUM OF SECURITY INTEREST  
(Surface Transportation Board)**

THIS MEMORANDUM OF SECURITY INTEREST dated as of October 24, 2013 ("Memorandum") is between CIT Bank., a Utah state banking association ("CIT") and AVF II, L.L.C., an Illinois limited liability company ("AVF").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. CIT and AVF are parties to that certain Loan and Security Agreement ("Agreement"), dated as of the date hereof, pursuant to which AVF has granted and pledged to CIT all of its right, title and interest in, to and under the Agreement with respect to: (i) certain railroad cars more particularly described on Schedule 1 attached hereto (the "Railcars"); and (ii) that certain Rider Fifteen (15) to Railroad Car Lease Agreement, effective January 2, 2008, as amended by Amendment No. 1 to Rider Fifteen (15) effective December 29, 2008, Amendment No. 2 to Rider Fifteen (15) effective May 1, 2009, Amendment No. 3 to Rider Fifteen (15) effective June 1, 2009 (collectively the "Rider"), which Rider incorporates the terms and conditions of that certain Trinity Industries Leasing Company Railroad Car Lease Agreement dated April 25, 2001.

B. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

C. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]





**SCHEDULE 1**

**DESCRIPTION OF RAILCARS**

<b>NUMBER OF RAILCARS</b>	<b>TYPE AND DESCRIPTION</b>	<b>MARKS</b>
150	Trinity Industries, DOT111A100W1 non-coiled, non-insulated tank cars	TILX 198405 through and including TILX 198457; TILX 198459 through and including TILX 198464; TILX 198466 through and including TILX 198554; TILX 198619, and TILX 198620

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: 10/24/13

Edward M Luria  
Edward M. Luria