

RECORDATION NO 30959-A FILED
December 12, 2013 04:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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December 12, 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 Assignment Agreement, dated as of October 30, 2013, secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Interest previously filed with the Board under Recordation Number 30959.

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

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

Assignee: CIT Rail LLC
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

Section Chief
December 12, 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.

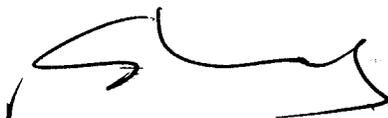
A short summary of the document to appear in the index is:

Memorandum of Assignment Agreement.

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,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF ASSIGNMENT AGREEMENT
(Surface Transportation Board)**

THIS MEMORANDUM OF SECURITY INTEREST dated as of October 30, 2013 ("Memorandum") is between CIT Bank, a Utah state banking association ("Assignor") and CIT Rail LLC, a Delaware limited liability company ("Assignee").

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

A. Assignor and Assignee are parties to that certain Assignment Agreement effective as of October 30, 2013, pursuant to which Assignor has sold and assigned to Assignee all right, title and interest in that certain Loan and Security Agreement ("Agreement"), dated October 24, 2013, pursuant to which AVF II, L.L.C. granted and pledged to Assignor 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 Agreement was duly filed and recorded with the Surface Transportation Board pursuant to, and in compliance with, the provisions of 49 U.S.C. Section 11301(a) and the regulations thereunder (the "Recordation Provisions") on October 24, 2013, at 4:25 p.m. and was assigned Recordation Number 30959.

C. 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.

D. 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.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

CIT RAIL LLC

By: [Signature]

Name: George Janes

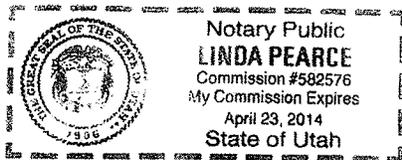
Title: Chief Credit Officer

STATE OF Utah)
) ss:
COUNTY OF Salt Lake

The foregoing Memorandum of Assignment Agreement was acknowledged before me, the undersigned Notary Public, in the County of Salt Lake this 11 day of November, 2013 by George Janes as Chief Credit Officer of CIT RAIL LLC.

[Signature]
Notary Public

My commission expires: 4/23/2014
[Notarial Seal]



SCHEDULE 1

DESCRIPTION OF RAILCARS

NUMBER OF RAILCARS	TYPE AND DESCRIPTION	MARKS
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: 12/12/13

Edward M Luria

Edward M. Luria