

RECORDATION NO 21833-AA

FILED

September 28, 2012 05:00 PM

SURFACE TRANSPORTATION BOARD-A

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OF COUNSEL
URBAN A. LESTER

September 28, 2012

Chief of the 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 September 28, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2 being filed with the Board under Recordation Number 21833-Z.

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

Lessor: The Huntington National Bank
105 East Fourth Street, Suite 200C
Cincinnati, OH 45202

Lessee: The CIT Group/Corporate Aviation, Inc.
1 CIT Drive
Livingston, NJ 07039

Chief of the Section of Administration
September 28, 2012
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A description of the railroad equipment covered by the enclosed document is:

30 tank cars within the series DBUX 300388 – DBUX 300427 and 200 covered hopper railcars within the series CHTT 351002 – CHTT 352347 as more particularly set forth in the attachment to the document.

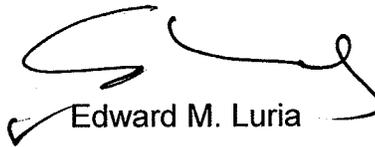
A short summary of the document to appear in the index is:

Memorandum of Security Interest.

Also enclosed is a check in the amount of \$42.00 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 September 28, 2012 (“Memorandum”) is between The CIT Group/Corporate Aviation, Inc., a Delaware corporation (“CITCA”) and The Huntington National Bank, a national banking association (“Huntington”).

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

A. CITCA, as lessor, is a party to certain lease agreements granting permission for the use of the railroad cars more particularly described on Schedule 1 attached hereto (the leases of such railroad cars identified on Annex A hereto and referred to herein as the “Subleases”).

B. CITCA and Huntington are parties to that certain Equipment Lease Agreement, as supplemented by that certain Lease Supplement No. 1 and Lease Supplement No. 2, each dated as of the date hereof, pursuant to which CITCA has granted and pledged to Huntington all of its right, title and interest in, to and under the Subleases and all proceeds thereof, whether now existing or hereafter acquired, as security for its obligations under such agreements.

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.

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ANNEX A

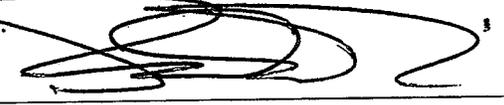
Subleases

1. Full Service Schedule No. 01 dated as of June 11, 2009 and effective as of May 1, 2009, as amended by Amendment No. 01 dated as of May 7, 2012 and effective as of May 1, 2012, between CITCA and Union Pacific Railroad Company, which Schedule incorporates the terms and conditions of that certain First Amended and Restated Master Railcar Lease dated as of June 1, 2010 between CITCA and Union Pacific Railroad Company.

2. Full Service Usage Agreement No. 02 dated as of October 3, 2011, between CITCA and the Union Pacific Railroad Company, which Schedule incorporates the terms and conditions of that certain First Amended and Restated Master Railcar Lease dated as of June 1, 2010 between CITCA and Union Pacific Railroad Company.

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

THE CIT GROUP/CORPORATE AVIATION,
INC.

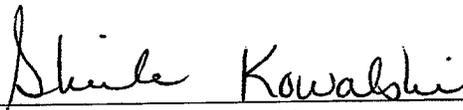
By: 

Name: Richard A. Rossi

Title: Director

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Memorandum of Security Interest was acknowledged before me, the undersigned Notary Public, in the County of Cook this 24th day of September, 2012 by Richard A. Rossi, as Director of THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation.



Notary Public

My commission expires: 2/28/15

[Notarial Seal]

OFFICIAL SEAL
Sheila Kowalski
Notary Public, State of Illinois
My Commission Expires 2/28/15

SCHEDULE 1

DESCRIPTION OF RAILCARS

Number	Description/Type	Mark and Numbers
30	30,000 gallon general service tank car, non-coiled, non-insulated	See Schedule 1-A
200	5,200c.u.f.t. food grade gravity covered hopper cars	See Schedule 1-B

Schedule 1-A

1	DBUX	300392
2	DBUX	300412
3	DBUX	300398
4	DBUX	300389
5	DBUX	300415
6	DBUX	300420
7	DBUX	300418
8	DBUX	300388
9	DBUX	300409
10	DBUX	300399
11	DBUX	300413
12	DBUX	300414
13	DBUX	300427
14	DBUX	300393
15	DBUX	300396
16	DBUX	300395
17	DBUX	300425
18	DBUX	300419
19	DBUX	300394
20	DBUX	300426
21	DBUX	300406
22	DBUX	300411
23	DBUX	300404
24	DBUX	300403
25	DBUX	300408
26	DBUX	300400
27	DBUX	300397
28	DBUX	300424
29	DBUX	300390
30	DBUX	300410

Schedule 1-B

1	CHTT	351424	42	CHTT	352274	83	CHTT	351060
2	CHTT	352343	43	CHTT	351355	84	CHTT	352336
3	CHTT	352296	44	CHTT	351078	85	CHTT	352345
4	CHTT	351377	45	CHTT	352259	86	CHTT	352295
5	CHTT	352265	46	CHTT	351383	87	CHTT	351882
6	CHTT	351426	47	CHTT	351849	88	CHTT	351362
7	CHTT	352325	48	CHTT	351071	89	CHTT	352298
8	CHTT	352277	49	CHTT	351059	90	CHTT	352340
9	CHTT	352268	50	CHTT	352271	91	CHTT	352318
10	CHTT	351404	51	CHTT	351062	92	CHTT	351084
11	CHTT	351811	52	CHTT	351046	93	CHTT	351068
12	CHTT	352319	53	CHTT	352278	94	CHTT	351388
13	CHTT	352347	54	CHTT	352254	95	CHTT	351924
14	CHTT	352281	55	CHTT	352313	96	CHTT	352297
15	CHTT	351831	56	CHTT	351056	97	CHTT	351827
16	CHTT	352311	57	CHTT	351049	98	CHTT	352316
17	CHTT	351380	58	CHTT	351373	99	CHTT	352304
18	CHTT	352286	59	CHTT	351406	100	CHTT	352305
19	CHTT	351371	60	CHTT	351073	101	CHTT	352260
20	CHTT	351944	61	CHTT	351866	102	CHTT	351051
21	CHTT	352256	62	CHTT	352339	103	CHTT	352284
22	CHTT	351363	63	CHTT	351369	104	CHTT	351897
23	CHTT	351899	64	CHTT	352329	105	CHTT	351045
24	CHTT	351844	65	CHTT	352317	106	CHTT	351095
25	CHTT	352321	66	CHTT	352282	107	CHTT	351923
26	CHTT	351304	67	CHTT	351796	108	CHTT	351878
27	CHTT	352258	68	CHTT	351083	109	CHTT	352331
28	CHTT	352269	69	CHTT	352323	110	CHTT	352333
29	CHTT	351074	70	CHTT	351898	111	CHTT	352299
30	CHTT	351807	71	CHTT	351930	112	CHTT	352322
31	CHTT	351801	72	CHTT	352257	113	CHTT	352273
32	CHTT	351389	73	CHTT	352337	114	CHTT	352306
33	CHTT	352275	74	CHTT	352272	115	CHTT	352314
34	CHTT	351869	75	CHTT	352320	116	CHTT	351357
35	CHTT	352288	76	CHTT	352303	117	CHTT	351821
36	CHTT	351401	77	CHTT	351839	118	CHTT	352342
37	CHTT	352344	78	CHTT	352283	119	CHTT	351037
38	CHTT	351874	79	CHTT	352287	120	CHTT	351432
39	CHTT	352294	80	CHTT	351002	121	CHTT	352334
40	CHTT	352341	81	CHTT	351847	122	CHTT	351896
41	CHTT	351951	82	CHTT	351929	123	CHTT	351047

124	CHTT	351065	150	CHTT	351398	176	CHTT	351080
125	CHTT	352301	151	CHTT	352315	177	CHTT	351064
126	CHTT	351921	152	CHTT	351050	178	CHTT	351415
127	CHTT	351880	153	CHTT	351819	179	CHTT	352338
128	CHTT	351069	154	CHTT	351413	180	CHTT	352310
129	CHTT	352266	155	CHTT	351040	181	CHTT	351076
130	CHTT	351070	156	CHTT	352270	182	CHTT	352263
131	CHTT	351356	157	CHTT	351410	183	CHTT	351834
132	CHTT	352280	158	CHTT	351365	184	CHTT	351061
133	CHTT	351386	159	CHTT	351053	185	CHTT	352330
134	CHTT	352328	160	CHTT	352308	186	CHTT	352262
135	CHTT	351854	161	CHTT	351372	187	CHTT	352285
136	CHTT	351904	162	CHTT	351864	188	CHTT	352267
137	CHTT	352307	163	CHTT	352300	189	CHTT	351870
138	CHTT	352255	164	CHTT	351837	190	CHTT	352327
139	CHTT	351804	165	CHTT	351360	191	CHTT	352302
140	CHTT	351835	166	CHTT	351043	192	CHTT	352261
141	CHTT	352312	167	CHTT	352309	193	CHTT	352264
142	CHTT	351422	168	CHTT	352324	194	CHTT	352332
143	CHTT	352326	169	CHTT	352276	195	CHTT	351079
144	CHTT	351036	170	CHTT	351115	196	CHTT	352279
145	CHTT	351390	171	CHTT	351816	197	CHTT	351385
146	CHTT	351008	172	CHTT	351077	198	CHTT	351428
147	CHTT	351871	173	CHTT	352346	199	CHTT	351032
148	CHTT	352335	174	CHTT	351391	200	CHTT	351830
149	CHTT	351920	175	CHTT	351067			

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: 9/28/12

Edward M Luria
Edward M. Luria