RECORDATION NO. 24574-K
FILED December 17, 2012 09:30 AM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 17, 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 December 14, 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, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4 being filed with the Board under Recordation Number 30550-A, 30161-B and 24574-J.

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

Lessee: Banc of America Leasing & Capital, LLC
555 California Street
San Francisco, CA 94104

Lessor: The CIT Group/Corporate Aviation, Inc..
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is:

268 railcars: CEFX 75678 – CEFX 75697, CEFX 313204 – CEFX 313295, CEFX 398150 – CEFX 398224 and within the series CEFX 75656 – CEFX 75677 and CEFX 77045 – CEFX 77132 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

RECORDATION NO. 24574-K
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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SECURITY INTEREST
(Surface Transportation Board)

THIS MEMORANDUM OF SECURITY INTEREST dated as of December 14, 2012 ("Memorandum") is between THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation ("CITCA") and BANC OF AMERICA LEASING & CAPITAL, LLC, a limited liability company ("BALC").

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 BALC are parties to that certain Equipment Lease Agreement, as supplemented by that certain Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3 and Lease Supplement No. 4, each dated as of the date hereof, pursuant to which CITCA has granted and pledged to BALC 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.

[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.

THE CIT GROUP/CORPORATE AVIATION, INC.

By: _____

Name: Richard A. Rossi

Title: Director

STATE OF)
) ss:
COUNTY OF)

The foregoing Memorandum of Security Interest was acknowledged before me, the undersigned Notary Public, in the County of Cook this 12 day of December, 2012 by Richard A. Rossi, as Director of THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation.

Sheila Kowalski
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

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

BANC OF AMERICA LEASING & CAPITAL, LLC

By:_____

Name: Sonia T Delen

Title: Senior Vice President

STATE OF_____)
) ss:
COUNTY OF_____)

The foregoing Memorandum of Security Interest was acknowledged before me, the undersigned Notary Public, in the County of _____ this ___ day of December, 2012 by Sonia T Delen, as Senior Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, a Delaware limited liability company.

_____
Notary Public

My commission expires:_____

[Notarial Seal]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

State of California
County of San Francisco

On Dec. 11, 2012 (Date) before me, Lori Kerfus, Notary Public (Here Insert Name and Title of the Officer),

personally appeared Sonia T. Dalan (Name(s) of Signer(s)),

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

LORI KERFUS
Commission # 1967569
Notary Public - California
San Francisco County
My Comm. Expires Jan 27, 2016

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Lori Kerfus (Signature of Notary Public)

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Memo of Security Interest

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____	Signer's Name: _____
☐ Corporate Officer — Title(s): _____	☐ Corporate Officer — Title(s): _____
☐ Individual	☐ Individual
☐ Partner — ☐ Limited ☐ General	☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact	☐ Attorney in Fact
☐ Trustee	☐ Trustee
☐ Guardian or Conservator	☐ Guardian or Conservator
☐ Other: _____	☐ Other: _____
Signer Is Representing: _____	Signer Is Representing: _____
RIGHT THUMBPRINT OF SIGNER — Top of thumb here	RIGHT THUMBPRINT OF SIGNER — Top of thumb here

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Item #5907

ANNEX A

Subleases

1. Schedule No. 03, dated as of November 21, 2011, between CITCA and Poet Nutrition Inc., which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of March 31, 2008 between CITCA and Poet Nutrition Inc.

2. Schedule No. 02, dated as of July 8, 2011, as amended by Amendment No. 01 dated as of September 19, 2011 and effective as of July 8, 2011, and Amendment No. 02, dated as of December 15, 2011, between CITCA and the Baker Hughes Oilfield Operations, Inc., as successor by merger to BJ Services Company, U.S.A., which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of June 23, 2011 between CITCA and Baker Hughes Oilfield Operations, Inc., as successor by merger to BJ Services Company, U.S.A.

3. Schedule No. 06, dated as of March 28, 2002, between CITCA and Horizon Milling, LLC, as extended by the Extension to Lease Schedule No. 06 dated as of January 1, 2004 and effective as of January 1, 2004, and by the Extension to Lease Schedule No. 06 dated as of January 2, 2007 and effective as of September 1, 2006, and as amended by Amendment No. 01 dated as of June 28, 2012 and effective as of July 1, 2011, which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of July 15, 2003 between CITCA and Horizon Milling, LLC.

4. Schedule No. 07, dated as of March 28, 2002, between CITCA and Horizon Milling, LLC, as extended by the Extension to Lease Schedule No. 07 dated as of January 1, 2004 and effective as of January 1, 2004, and by the Extension to Lease Schedule No. 07 dated as of January 2, 2007 and effective as of September 1, 2006, and as amended by Amendment No. 01 dated as of June 28, 2012 and effective as of July 1, 2012, which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of July 15, 2003 between CITCA and Horizon Milling, LLC.

5. Schedule No. 09, dated as of September 25, 2007, between CITCA and Horizon Milling, LLC, as amended by Amendment No. 01 dated as of June 28, 2012 and effective as of July 1, 2012, which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of July 15, 2003 between CITCA and Horizon Milling, LLC.

SCHEDULE 1

DESCRIPTION OF RAILCARS

Number	Description/Type	Mark and Numbers
75	6,580 c.u.f.t. gravity food grade jumbo covered hopper cars	See Schedule 1-A attached hereto
92	3,260 c.f. covered hoppers-gravity gates	See Schedule 1-B attached hereto
19	5,660 c.f.p.d. covered hopper cars. Interior lined with Sigma 5476PC	See Schedule 1-C attached hereto
20	5,660 c.f.p.d. covered hopper cars. Interior lined with Sigma 5476PC	See Schedule 1-D attached hereto
62	5,660 c.f. pd covered hopper cars - lined	See Schedule 1-E attached hereto

Schedule 1-A

Count	Initial	Number			
1	CEFX	398150	38	CEFX	398187
2	CEFX	398151	39	CEFX	398188
3	CEFX	398152	40	CEFX	398189
4	CEFX	398153	41	CEFX	398190
5	CEFX	398154	42	CEFX	398191
6	CEFX	398155	43	CEFX	398192
7	CEFX	398156	44	CEFX	398193
8	CEFX	398157	45	CEFX	398194
9	CEFX	398158	46	CEFX	398195
10	CEFX	398159	47	CEFX	398196
11	CEFX	398160	48	CEFX	398197
12	CEFX	398161	49	CEFX	398198
13	CEFX	398162	50	CEFX	398199
14	CEFX	398163	51	CEFX	398200
15	CEFX	398164	52	CEFX	398201
16	CEFX	398165	53	CEFX	398202
17	CEFX	398166	54	CEFX	398203
18	CEFX	398167	55	CEFX	398204
19	CEFX	398168	56	CEFX	398205
20	CEFX	398169	57	CEFX	398206
21	CEFX	398170	58	CEFX	398207
22	CEFX	398171	59	CEFX	398208
23	CEFX	398172	60	CEFX	398209
24	CEFX	398173	61	CEFX	398210
25	CEFX	398174	62	CEFX	398211
26	CEFX	398175	63	CEFX	398212
27	CEFX	398176	64	CEFX	398213
28	CEFX	398177	65	CEFX	398214
29	CEFX	398178	66	CEFX	398215
30	CEFX	398179	67	CEFX	398216
31	CEFX	398180	68	CEFX	398217
32	CEFX	398181	69	CEFX	398218
33	CEFX	398182	70	CEFX	398219
34	CEFX	398183	71	CEFX	398220
35	CEFX	398184	72	CEFX	398221
36	CEFX	398185	73	CEFX	398222
37	CEFX	398186	74	CEFX	398223
			75	CEFX	398224

Schedule 1-B

Count	Initial	Number	31	CEFX	313234	62	CEFX	313265
1	CEFX	313204	32	CEFX	313235	63	CEFX	313266
2	CEFX	313205	33	CEFX	313236	64	CEFX	313267
3	CEFX	313206	34	CEFX	313237	65	CEFX	313268
4	CEFX	313207	35	CEFX	313238	66	CEFX	313269
5	CEFX	313208	36	CEFX	313239	67	CEFX	313270
6	CEFX	313209	37	CEFX	313240	68	CEFX	313271
7	CEFX	313210	38	CEFX	313241	69	CEFX	313272
8	CEFX	313211	39	CEFX	313242	70	CEFX	313273
9	CEFX	313212	40	CEFX	313243	71	CEFX	313274
10	CEFX	313213	41	CEFX	313244	72	CEFX	313275
11	CEFX	313214	42	CEFX	313245	73	CEFX	313276
12	CEFX	313215	43	CEFX	313246	74	CEFX	313277
13	CEFX	313216	44	CEFX	313247	75	CEFX	313278
14	CEFX	313217	45	CEFX	313248	76	CEFX	313279
15	CEFX	313218	46	CEFX	313249	77	CEFX	313280
16	CEFX	313219	47	CEFX	313250	78	CEFX	313281
17	CEFX	313220	48	CEFX	313251	79	CEFX	313282
18	CEFX	313221	49	CEFX	313252	80	CEFX	313283
19	CEFX	313222	50	CEFX	313253	81	CEFX	313284
20	CEFX	313223	51	CEFX	313254	82	CEFX	313285
21	CEFX	313224	52	CEFX	313255	83	CEFX	313286
22	CEFX	313225	53	CEFX	313256	84	CEFX	313287
23	CEFX	313226	54	CEFX	313257	85	CEFX	313288
24	CEFX	313227	55	CEFX	313258	86	CEFX	313289
25	CEFX	313228	56	CEFX	313259	87	CEFX	313290
26	CEFX	313229	57	CEFX	313260	88	CEFX	313291
27	CEFX	313230	58	CEFX	313261	89	CEFX	313292
28	CEFX	313231	59	CEFX	313262	90	CEFX	313293
29	CEFX	313232	60	CEFX	313263	91	CEFX	313294
30	CEFX	313233	61	CEFX	313264	92	CEFX	313295

Schedule 1-C

Count	Initial	Number
1	CEFX	75656
2	CEFX	75657
3	CEFX	75659
4	CEFX	75661
5	CEFX	75662
6	CEFX	75663
7	CEFX	75664
8	CEFX	75665
9	CEFX	75666
10	CEFX	75668
11	CEFX	75669
12	CEFX	75670
13	CEFX	75671
14	CEFX	75672
15	CEFX	75673
16	CEFX	75674
17	CEFX	75675
18	CEFX	75676
19	CEFX	75677

Schedule 1-D

Count	Initial	Number
1	CEFX	75678
2	CEFX	75679
3	CEFX	75680
4	CEFX	75681
5	CEFX	75682
6	CEFX	75683
7	CEFX	75684
8	CEFX	75685
9	CEFX	75686
10	CEFX	75687
11	CEFX	75688
12	CEFX	75689
13	CEFX	75690
14	CEFX	75691
15	CEFX	75692
16	CEFX	75693
17	CEFX	75694
18	CEFX	75695
19	CEFX	75696
20	CEFX	75697

Schedule 1-E

Count	Initial	Number
1	CEFX	77045
2	CEFX	77046
3	CEFX	77047
4	CEFX	77048
5	CEFX	77049
6	CEFX	77050
7	CEFX	77051
8	CEFX	77052
9	CEFX	77053
10	CEFX	77054
11	CEFX	77055
12	CEFX	77056
13	CEFX	77057
14	CEFX	77058
15	CEFX	77059
16	CEFX	77060
17	CEFX	77061
18	CEFX	77062
19	CEFX	77073
20	CEFX	77074
21	CEFX	77075
22	CEFX	77076
23	CEFX	77077
24	CEFX	77078
25	CEFX	77079
26	CEFX	77080
27	CEFX	77081
28	CEFX	77082
29	CEFX	77083
30	CEFX	77084
31	CEFX	77085
32	CEFX	77086
33	CEFX	77087
34	CEFX	77088
35	CEFX	77089
36	CEFX	77090
37	CEFX	77093
38	CEFX	77094
39	CEFX	77095
40	CEFX	77096
41	CEFX	77097
42	CEFX	77098
43	CEFX	77099
44	CEFX	77100
45	CEFX	77101
46	CEFX	77102
47	CEFX	77103
48	CEFX	77104
49	CEFX	77105
50	CEFX	77106
51	CEFX	77107
52	CEFX	77108
53	CEFX	77109
54	CEFX	77110
55	CEFX	77111
56	CEFX	77112
57	CEFX	77127
58	CEFX	77128
59	CEFX	77129
60	CEFX	77130
61	CEFX	77131
62	CEFX	77132

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: 12/17/12

Edward M Luria

Edward M. Luria