

December 21, 2012 03:30 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 21, 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 Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2, dated as of December 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment Agreements being filed with the Board under Recordation Numbers 30571.

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

Lessor: Manufacturers and Traders Trust Company
One Fountain Plaza
Buffalo, NY 14303

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

Chief of the Section of Administration

December 21, 2012

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

129 railcars: NS 471320 – NS 471449 (excluding NS471410) AND 85 railcars: KCS 759106, KCS 759210, KCS 759211, KCS 759225 and within the series KCS 759000 – KCS 759084 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 Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2.

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 EQUIPMENT LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1 AND LEASE SUPPLEMENT NO. 2
(Surface Transportation Board)

This MEMORANDUM OF EQUIPMENT LEASE AGREEMENT, LEASE SUPPLEMENT NO. 1 AND LEASE SUPPLEMENT NO. 2 dated as of December 21, 2012, is between MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation (the "Lessor") and THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation (the "Lessee").

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

A. The Lessee has leased from Lessor certain railcars identified on Schedules 1 and 2 attached hereto under Lease Supplement No. 1 and Lease Supplement No. 2 to that certain Equipment Lease Agreement, each dated as of December 21, 2012 (hereinafter together as amended, modified, supplemented and or replaced from time to time as the "Lease").

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]

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

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Lessor

By: 

Name: Christopher J. Oliver

Title: Vice President

STATE OF New York
) ss:
COUNTY OF Monroe

The foregoing Memorandum of Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2 was acknowledged before me, the undersigned Notary Public, in the County of Monroe this 18th day of December, 2012 by Christopher J. Oliver, as Vice President of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation.



Notary Public

My commission expires: October 12, 2013

[Notarial Seal]

ROSEMARIE NUCCI
NOTARY PUBLIC, STATE OF NEW YORK
No. 01NU6031718
Qualified in Monroe County
My Commission Expires October 12, 2013

SCHEDULE 1

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Number	Description/Type	Mark and Numbers
129	60' Plate G boxcars with 8' double plug doors	See Schedule 1-A attached hereto

Schedule 1-A

Count	Initial	Number	41	NS	471360	82	NS	471401
1	NS	471320	42	NS	471361	83	NS	471402
2	NS	471321	43	NS	471362	84	NS	471403
3	NS	471322	44	NS	471363	85	NS	471404
4	NS	471323	45	NS	471364	86	NS	471405
5	NS	471324	46	NS	471365	87	NS	471406
6	NS	471325	47	NS	471366	88	NS	471407
7	NS	471326	48	NS	471367	89	NS	471408
8	NS	471327	49	NS	471368	90	NS	471409
9	NS	471328	50	NS	471369	91	NS	471411
10	NS	471329	51	NS	471370	92	NS	471412
11	NS	471330	52	NS	471371	93	NS	471413
12	NS	471331	53	NS	471372	94	NS	471414
13	NS	471332	54	NS	471373	95	NS	471415
14	NS	471333	55	NS	471374	96	NS	471416
15	NS	471334	56	NS	471375	97	NS	471417
16	NS	471335	57	NS	471376	98	NS	471418
17	NS	471336	58	NS	471377	99	NS	471419
18	NS	471337	59	NS	471378	100	NS	471420
19	NS	471338	60	NS	471379	101	NS	471421
20	NS	471339	61	NS	471380	102	NS	471422
21	NS	471340	62	NS	471381	103	NS	471423
22	NS	471341	63	NS	471382	104	NS	471424
23	NS	471342	64	NS	471383	105	NS	471425
24	NS	471343	65	NS	471384	106	NS	471426
25	NS	471344	66	NS	471385	107	NS	471427
26	NS	471345	67	NS	471386	108	NS	471428
27	NS	471346	68	NS	471387	109	NS	471429
28	NS	471347	69	NS	471388	110	NS	471430
29	NS	471348	70	NS	471389	111	NS	471431
30	NS	471349	71	NS	471390	112	NS	471432
31	NS	471350	72	NS	471391	113	NS	471433
32	NS	471351	73	NS	471392	114	NS	471434
33	NS	471352	74	NS	471393	115	NS	471435
34	NS	471353	75	NS	471394	116	NS	471436
35	NS	471354	76	NS	471395	117	NS	471437
36	NS	471355	77	NS	471396	118	NS	471438
37	NS	471356	78	NS	471397	119	NS	471439
38	NS	471357	79	NS	471398	120	NS	471440
39	NS	471358	80	NS	471399	121	NS	471441
40	NS	471359	81	NS	471400	122	NS	471442

123	NS	471443	126	NS	471446	129	NS	471449
124	NS	471444	127	NS	471447			
125	NS	471445	128	NS	471448			

SCHEDULE 2

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 2

Number	Description/Type	Mark and Numbers
85	60' Plate F, 100 ton boxcars, equipped with two 8' plug doors	See Schedule 1-B attached hereto

Schedule 2-A

Count	Initial	Number						
			29	KCS	759028	58	KCS	759058
1	KCS	759000	30	KCS	759029	59	KCS	759059
2	KCS	759001	31	KCS	759030	60	KCS	759060
3	KCS	759002	32	KCS	759031	61	KCS	759061
4	KCS	759003	33	KCS	759032	62	KCS	759062
5	KCS	759004	34	KCS	759033	63	KCS	759064
6	KCS	759005	35	KCS	759034	64	KCS	759065
7	KCS	759006	36	KCS	759035	65	KCS	759066
8	KCS	759007	37	KCS	759036	66	KCS	759067
9	KCS	759008	38	KCS	759037	67	KCS	759068
10	KCS	759009	39	KCS	759038	68	KCS	759069
11	KCS	759010	40	KCS	759039	69	KCS	759070
12	KCS	759011	41	KCS	759040	70	KCS	759071
13	KCS	759012	42	KCS	759041	71	KCS	759073
14	KCS	759013	43	KCS	759042	72	KCS	759074
15	KCS	759014	44	KCS	759043	73	KCS	759076
16	KCS	759015	45	KCS	759044	74	KCS	759077
17	KCS	759016	46	KCS	759045	75	KCS	759078
18	KCS	759017	47	KCS	759046	76	KCS	759079
19	KCS	759018	48	KCS	759047	77	KCS	759080
20	KCS	759019	49	KCS	759048	78	KCS	759081
21	KCS	759020	50	KCS	759049	79	KCS	759082
22	KCS	759021	51	KCS	759050	80	KCS	759083
23	KCS	759022	52	KCS	759051	81	KCS	759084
24	KCS	759023	53	KCS	759052	82	KCS	759106
25	KCS	759024	54	KCS	759053	83	KCS	759210
26	KCS	759025	55	KCS	759054	84	KCS	759211
27	KCS	759026	56	KCS	759056	85	KCS	759225
28	KCS	759027	57	KCS	759057			

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: 12/21/12

Edward M Luria
Edward M. Luria