

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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](mailto:alvordlaw@aol.com)

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

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 Security Interest, 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 Memorandum of Equipment Lease Agreement, Lease Supplement No. 1 and Lease Supplement No. 2 being filed with the Board under Recordation Number 30571-B.

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

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

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:

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 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)**  
**(Surface Transportation Board)**

This MEMORANDUM OF SECURITY INTEREST dated as of December 21, 2012 ("Memorandum") is between THE CIT GROUP/CORPORATE AVIATION, INC., a Delaware corporation ("CITCA") and MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation ("M&T").

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 M&T 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 M&T 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.

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 Security Interest was acknowledged before me, the undersigned Notary Public, in the County of Monroe this 18<sup>th</sup> 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

## ANNEX A

### Subleases

1. Full Service Schedule No. 24 dated as of May 3, 2011, between CITCA and Norfolk Southern Railroad Company, which Schedule incorporates the terms and conditions of that certain Master Railcar Lease, dated as of October 8, 1998 between CITCA and Norfolk Southern Railroad Company, as amended by Amendment No. 1 dated as of January 26, 2009 between CITCA and Norfolk Southern Railroad Company.
2. Net Lease (Use Agreement) dated as of June 28, 2012 between CITCA and Kansas City Southern Railway Company.

**SCHEDULE 1**

**DESCRIPTION OF RAILCARS**

| Number | Description/Type  | Mark and Numbers                 |
|--------|---|----------------------------------|
| 129    | 60' Plate G boxcars with 8' double plug doors                 | See Schedule 1-A attached hereto |
| 85     | 60' Plate F, 100 ton boxcars, equipped with two 8' plug doors | See Schedule 1-B 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 1-B**

|       |         |        |    |     |        |    |     |        |
|-------|---------|--------|----|-----|--------|----|-----|--------|
| 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