

RECORDATION NO. 30161-C
FILED December 17, 2012 09:30 AM
SURFACE TRANSPORTATION BOARD

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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

Chief of the Section of Administration
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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.

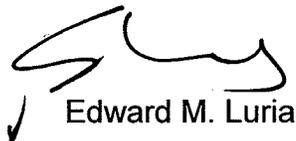
A short summary of the document to appear in the index is:

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

**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.

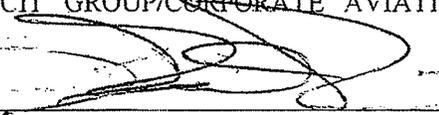
C. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

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.



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

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	38	CEFX	398187
1	CEFX	398150	39	CEFX	398188
2	CEFX	398151	40	CEFX	398189
3	CEFX	398152	41	CEFX	398190
4	CEFX	398153	42	CEFX	398191
5	CEFX	398154	43	CEFX	398192
6	CEFX	398155	44	CEFX	398193
7	CEFX	398156	45	CEFX	398194
8	CEFX	398157	46	CEFX	398195
9	CEFX	398158	47	CEFX	398196
10	CEFX	398159	48	CEFX	398197
11	CEFX	398160	49	CEFX	398198
12	CEFX	398161	50	CEFX	398199
13	CEFX	398162	51	CEFX	398200
14	CEFX	398163	52	CEFX	398201
15	CEFX	398164	53	CEFX	398202
16	CEFX	398165	54	CEFX	398203
17	CEFX	398166	55	CEFX	398204
18	CEFX	398167	56	CEFX	398205
19	CEFX	398168	57	CEFX	398206
20	CEFX	398169	58	CEFX	398207
21	CEFX	398170	59	CEFX	398208
22	CEFX	398171	60	CEFX	398209
23	CEFX	398172	61	CEFX	398210
24	CEFX	398173	62	CEFX	398211
25	CEFX	398174	63	CEFX	398212
26	CEFX	398175	64	CEFX	398213
27	CEFX	398176	65	CEFX	398214
28	CEFX	398177	66	CEFX	398215
29	CEFX	398178	67	CEFX	398216
30	CEFX	398179	68	CEFX	398217
31	CEFX	398180	69	CEFX	398218
32	CEFX	398181	70	CEFX	398219
33	CEFX	398182	71	CEFX	398220
34	CEFX	398183	72	CEFX	398221
35	CEFX	398184	73	CEFX	398222
36	CEFX	398185	74	CEFX	398223
37	CEFX	398186	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			
			32	CEFX	77086
1	CEFX	77045	33	CEFX	77087
2	CEFX	77046	34	CEFX	77088
3	CEFX	77047	35	CEFX	77089
4	CEFX	77048	36	CEFX	77090
5	CEFX	77049	37	CEFX	77093
6	CEFX	77050	38	CEFX	77094
7	CEFX	77051	39	CEFX	77095
8	CEFX	77052	40	CEFX	77096
9	CEFX	77053	41	CEFX	77097
10	CEFX	77054	42	CEFX	77098
11	CEFX	77055	43	CEFX	77099
12	CEFX	77056	44	CEFX	77100
13	CEFX	77057	45	CEFX	77101
14	CEFX	77058	46	CEFX	77102
15	CEFX	77059	47	CEFX	77103
16	CEFX	77060	48	CEFX	77104
17	CEFX	77061	49	CEFX	77105
18	CEFX	77062	50	CEFX	77106
19	CEFX	77073	51	CEFX	77107
20	CEFX	77074	52	CEFX	77108
21	CEFX	77075	53	CEFX	77109
22	CEFX	77076	54	CEFX	77110
23	CEFX	77077	55	CEFX	77111
24	CEFX	77078	56	CEFX	77112
25	CEFX	77079	57	CEFX	77127
26	CEFX	77080	58	CEFX	77128
27	CEFX	77081	59	CEFX	77129
28	CEFX	77082	60	CEFX	77130
29	CEFX	77083	61	CEFX	77131
30	CEFX	77084	62	CEFX	77132
31	CEFX	77085			

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