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SURFACE TRANSPORTATION BOARD

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**OF COUNSEL
URBAN A. LESTER**

December 23, 2011

**Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423**

Dear Ms. Brown:

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 23, 2011, 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 and Lease Supplement No. 1 being filed with the Board under Recordation Number 29977-B.

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

Secured Party:	BB&T Equipment Finance Corporation 600 Washington Avenue, Suite 201 Towson, Maryland 21204
Pledgor:	The CIT Group/Corporate Aviation, Inc. 1 CIT Drive Livingston, NJ 07039

Ms. Cynthia T. Brown
December 23, 2011
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A description of the railroad equipment covered by the enclosed document
is:

150 railcars: CEFX 304300 - CEFX 304449.

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 \$41.00 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

DEC 23 '11 -12 1 0 PM

**MEMORANDUM OF SECURITY INTEREST
(Surface Transportation Board)**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF SECURITY INTEREST dated as of December 23, 2011 ("Memorandum") is between The CIT Group/Corporate Aviation, Inc., a Delaware corporation ("CITCA") and BB&T Equipment Finance Corporation, a North Carolina corporation ("BB&T").

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

A. CITCA, as lessor (as successor by assignment to The CIT Group/Equipment Financing, Inc. ("CITEF")), has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Railcars") to Carbo Ceramics, Inc., as lessee ("Sublessee") pursuant to that Schedule No. 9 dated as of April 6, 2011 (the "Schedule"), between Lessee and Sublessee, which Schedule incorporates the terms and conditions of that certain Master Railcar Lease dated as of April 17, 2006 (the "Master"), between CITEF and the Sublessee (such Schedule, incorporating the terms of the Master, being hereinafter referred to as the "Sublease").

B. CITCA and BB&T are parties to that certain Equipment Lease Agreement, as supplemented by that certain Lease Supplement No. 1, each dated as of the date hereof, pursuant to which CITCA has granted and pledged to BB&T all of its right, title and interest in, to and under the Sublease with respect to the Railcars 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: [Signature]

Name: Richard Rossi

Title: Director

STATE OF IL)
) ss:
COUNTY OF Cook

The foregoing Memorandum of Security Interest was acknowledged before me, the undersigned Notary Public, in the County of Cook this 20 day of December, 2011 by Richard Rossi, as [Signature] 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

SCHEDULE 1

DESCRIPTION OF RAILCARS

Number	Description/Type	Mark and Numbers
150	3,260 c.f. gravity covered hopper cars	See Schedule 1-A attached hereto

Schedule 1-A

CAR MARK	CAR NUMBER	CEFX	CEFX	CEFX	CEFX
CEFX	304303	CEFX	304339	CEFX	304378
CEFX	304301	CEFX	304340	CEFX	304364
CEFX	304300	CEFX	304342	CEFX	304362
CEFX	304336	CEFX	304338	CEFX	304376
CEFX	304320	CEFX	304310	CEFX	304384
CEFX	304325	CEFX	304348	CEFX	304371
CEFX	304330	CEFX	304346	CEFX	304370
CEFX	304323	CEFX	304344	CEFX	304385
CEFX	304321	CEFX	304353	CEFX	304396
CEFX	304304	CEFX	304351	CEFX	304392
CEFX	304335	CEFX	304349	CEFX	304388
CEFX	304312	CEFX	304350	CEFX	304395
CEFX	304317	CEFX	304360	CEFX	304391
CEFX	304306	CEFX	304359	CEFX	304398
CEFX	304318	CEFX	304345	CEFX	304393
CEFX	304324	CEFX	304375	CEFX	304397
CEFX	304309	CEFX	304383	CEFX	304394
CEFX	304322	CEFX	304381	CEFX	304390
CEFX	304331	CEFX	304352	CEFX	304400
CEFX	304313	CEFX	304382	CEFX	304399
CEFX	304311	CEFX	304372	CEFX	304389
CEFX	304308	CEFX	304368	CEFX	304402
CEFX	304314	CEFX	304379	CEFX	304401
CEFX	304332	CEFX	304369	CEFX	304408
CEFX	304307	CEFX	304361	CEFX	304409
CEFX	304305	CEFX	304380	CEFX	304406
CEFX	304327	CEFX	304355	CEFX	304403
CEFX	304334	CEFX	304367	CEFX	304407
CEFX	304326	CEFX	304347	CEFX	304404
CEFX	304319	CEFX	304354	CEFX	304405
CEFX	304316	CEFX	304366	CEFX	304410
CEFX	304337	CEFX	304363	CEFX	304411
CEFX	304328	CEFX	304358	CEFX	304412
CEFX	304302	CEFX	304377	CEFX	304415
CEFX	304333	CEFX	304373	CEFX	304422
CEFX	304315	CEFX	304387	CEFX	304420
CEFX	304329	CEFX	304374	CEFX	304423
CEFX	304341	CEFX	304386	CEFX	304424
CEFX	304343	CEFX	304365	CEFX	304416
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		CEFX	304357	CEFX	304414

CEFX 304419
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CEFX 304449

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 12/23/11

Edward M Luria
Edward M Luria