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SURFACE TRANSPORTATION BOARD

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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 Termination and Release of Security Interest and Memorandum of Lease, 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 Memoranda of Equipment Lease Agreement and Lease Supplement No. 1 and Security Interest previously filed with the Board under Recordation Numbers 29977 and 29977-A, respectively.

The name and address of the party to the enclosed document are:

Lessor: BB&T Equipment Finance Corporation
600 Washington Avenue, Suite 201
Towson, Maryland 21204

[Lessee: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, Illinois 60606]

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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:

Termination and Release of Security Interest and Memorandum of Lease.

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

RECORDATION NO. 29977-1 FILED

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TERMINATION AND RELEASE OF SECURITY INTEREST
AND MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, BB&T EQUIPMENT FINANCE CORPORATION ("Lessor") does hereby terminate, release and discharge the security interest held by it on that certain Schedule No. 9 dated as of April 6, 2011 (the "Schedule"), between The CIT Group/Equipment Financing, Inc ("Lessee"), as lessor, and Carbo Ceramics, Inc., as lessee ("Sublessee"), which Schedule incorporates the terms and conditions of that certain Master Railcar Lease dated as of April 17, 2006 (the "Master"), between Lessee and the Sublessee (such Schedule, incorporating the terms of the Master, being hereinafter referred to as the "Sublease") and all proceeds thereof.

Such security interest was granted pursuant to that certain Equipment Lease Agreement, as supplemented by that certain Lease Supplement No. 1, each dated as of November 3, 2011 and between Lessor and Lessee. A Memorandum of such security interest was recorded with the Surface Transportation Board under Recordation No. 29977-A.

The Lessor does hereby also terminate the Memorandum of Equipment Lease Agreement and Lease Supplement No. 1 recorded with the Surface Transportation Board under Recordation No. 29977.

This instrument shall be governed by, and construed in accordance with, the law of the State of New York.

In addition to the foregoing, Lessor authorizes the Lessee to file such UCC-3 termination statements as may be required in connection with the release of any security interest granted under the Lease by Lessee in favor of the Lessor.

[Signature pages follow]

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 Luna