

RECORDATION NO 30160-B

FILED

September 28, 2012 03:20 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

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

OF COUNSEL  
URBAN A. LESTER

September 28, 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, and Lease Supplement No. 1, dated as of September 28, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents filed with the Board under Recordation Number 30160-A.

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

Lessor: Regions Commercial Equipment Finance, LLC  
1900 Fifth Ave N, 24th Floor  
Birmingham, Alabama 35203

Lessee: The CIT Group/Corporate Aviation, Inc.  
1 CIT Drive  
Livingston, NJ 07039

Chief of the Section of Administration  
September 28, 2012  
Page 2

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

282 covered hopper railcars: CEFX 311400 - CEFX 311549 and CEFX 312496 - CEFX 312627.

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

Memorandum of Equipment Lease Agreement, and Lease Supplement No. 1.

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  
AND LEASE SUPPLEMENT NO. 1  
(Surface Transportation Board)**

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT AND LEASE SUPPLEMENT NO. 1 dated as of September 28, 2012, is between REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company (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 Schedule 1 attached hereto under Lease Supplement No. 1 to that certain Equipment Lease Agreement, dated as of September 28, 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.

REGIONS COMMERCIAL EQUIPMENT  
FINANCE, LLC, as Lessor

By: *Dax Goforth*  
Name: **DAX GOFORTH**  
Title: **VICE PRESIDENT**

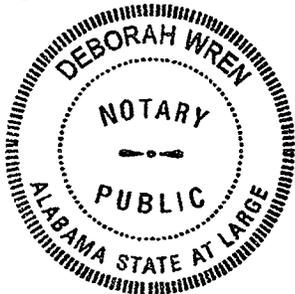
STATE OF *Alabama*  
COUNTY OF *Jefferson* ss:

The foregoing Memorandum of Equipment Lease Agreement and Lease Supplement No. 1 was acknowledged before me, the undersigned Notary Public, in the County of *Jefferson* this *28* day of September, 2012 by *Dax Goforth* as *Vice President* of REGIONS COMMERCIAL EQUIPMENT FINANCE, LLC, an Alabama limited liability company.

*Deborah Wren*  
Notary Public

My commission expires ~~on~~ **COMMISSION EXPIRES MAY 8, 2015**

[Notarial Seal]



**SCHEDULE 1**

DESCRIPTION OF EQUIPMENT UNDER LEASE SUPPLEMENT NO. 1

Number	Description/Type	Mark and Numbers
282	3,260 c.f. gravity covered hopper cars	See Schedule 1-A attached hereto

Schedule 1-A

1	CEFX	311400	49	CEFX	311450	97	CEFX	311495
2	CEFX	311401	50	CEFX	311451	98	CEFX	311496
3	CEFX	311402	51	CEFX	311452	99	CEFX	311497
4	CEFX	311403	52	CEFX	311453	100	CEFX	311498
5	CEFX	311404	53	CEFX	311454	101	CEFX	311499
6	CEFX	311405	54	CEFX	311455	102	CEFX	311500
7	CEFX	311406	55	CEFX	311456	103	CEFX	311501
8	CEFX	311407	56	CEFX	311457	104	CEFX	311502
9	CEFX	311410	57	CEFX	311458	105	CEFX	311503
10	CEFX	311412	58	CEFX	311459	106	CEFX	311504
11	CEFX	311408	59	CEFX	311460	107	CEFX	311505
12	CEFX	311409	60	CEFX	311461	108	CEFX	311508
13	CEFX	311411	61	CEFX	311462	109	CEFX	311509
14	CEFX	311413	62	CEFX	311463	110	CEFX	311510
15	CEFX	311414	63	CEFX	311464	111	CEFX	311511
16	CEFX	311415	64	CEFX	311465	112	CEFX	311512
17	CEFX	311416	65	CEFX	311466	113	CEFX	311513
18	CEFX	311419	66	CEFX	311467	114	CEFX	311514
19	CEFX	311420	67	CEFX	311468	115	CEFX	312498
20	CEFX	311421	68	CEFX	311469	116	CEFX	312499
21	CEFX	311422	69	CEFX	311470	117	CEFX	312500
22	CEFX	311423	70	CEFX	311471	118	CEFX	312501
23	CEFX	311424	71	CEFX	311472	119	CEFX	312502
24	CEFX	311425	72	CEFX	311473	120	CEFX	312503
25	CEFX	311426	73	CEFX	311474	121	CEFX	312504
26	CEFX	311427	74	CEFX	311475	122	CEFX	312505
27	CEFX	311429	75	CEFX	311476	123	CEFX	312506
28	CEFX	311430	76	CEFX	311477	124	CEFX	312507
29	CEFX	311431	77	CEFX	311478	125	CEFX	312508
30	CEFX	311432	78	CEFX	311479	126	CEFX	312509
31	CEFX	311433	79	CEFX	311480	127	CEFX	312510
32	CEFX	311434	80	CEFX	311481	128	CEFX	312511
33	CEFX	311435	81	CEFX	311482	129	CEFX	312512
34	CEFX	311436	82	CEFX	311483	130	CEFX	312513
35	CEFX	311437	83	CEFX	311484	131	CEFX	312514
36	CEFX	311438	84	CEFX	311485	132	CEFX	312515
37	CEFX	311439	85	CEFX	311486	133	CEFX	312516
38	CEFX	311440	86	CEFX	311487	134	CEFX	312517
39	CEFX	311441	87	CEFX	311488	135	CEFX	312518
40	CEFX	311442	88	CEFX	311489	136	CEFX	312519
41	CEFX	311443	89	CEFX	311490	137	CEFX	312520
42	CEFX	311428	90	CEFX	312497	138	CEFX	312521
43	CEFX	311444	91	CEFX	311417	139	CEFX	312522
44	CEFX	311445	92	CEFX	311418	140	CEFX	312523
45	CEFX	311446	93	CEFX	311491	141	CEFX	312524
46	CEFX	311447	94	CEFX	311492	142	CEFX	312525
47	CEFX	311448	95	CEFX	311493	143	CEFX	312526
48	CEFX	311449	96	CEFX	311494	144	CEFX	312527

145	CEFX	312528	195	CEFX	311541	245	CEFX	312599
146	CEFX	312529	196	CEFX	311542	246	CEFX	312600
147	CEFX	312530	197	CEFX	311546	247	CEFX	312601
148	CEFX	312531	198	CEFX	311547	248	CEFX	312602
149	CEFX	312532	199	CEFX	311548	249	CEFX	312603
150	CEFX	312533	200	CEFX	311549	250	CEFX	312604
151	CEFX	312534	201	CEFX	312496	251	CEFX	312606
152	CEFX	312535	202	CEFX	312539	252	CEFX	312607
153	CEFX	312536	203	CEFX	312540	253	CEFX	312608
154	CEFX	312537	204	CEFX	312547	254	CEFX	312609
155	CEFX	312538	205	CEFX	312548	255	CEFX	312610
156	CEFX	312541	206	CEFX	312557	256	CEFX	312611
157	CEFX	312542	207	CEFX	312558	257	CEFX	312613
158	CEFX	312543	208	CEFX	312559	258	CEFX	311524
159	CEFX	312545	209	CEFX	312560	259	CEFX	312566
160	CEFX	312546	210	CEFX	312561	260	CEFX	312573
161	CEFX	312549	211	CEFX	312562	261	CEFX	312605
162	CEFX	312550	212	CEFX	312563	262	CEFX	312614
163	CEFX	312551	213	CEFX	312564	263	CEFX	312615
164	CEFX	312552	214	CEFX	312565	264	CEFX	312616
165	CEFX	312553	215	CEFX	312567	265	CEFX	312617
166	CEFX	312554	216	CEFX	312568	266	CEFX	312618
167	CEFX	312555	217	CEFX	312569	267	CEFX	312619
168	CEFX	312556	218	CEFX	312570	268	CEFX	312620
169	CEFX	311506	219	CEFX	312571	269	CEFX	312621
170	CEFX	311507	220	CEFX	312574	270	CEFX	312623
171	CEFX	311515	221	CEFX	312575	271	CEFX	312624
172	CEFX	311516	222	CEFX	312576	272	CEFX	312625
173	CEFX	311517	223	CEFX	312577	273	CEFX	312626
174	CEFX	311518	224	CEFX	312578	274	CEFX	311543
175	CEFX	311519	225	CEFX	312579	275	CEFX	312544
176	CEFX	311521	226	CEFX	312580	276	CEFX	312572
177	CEFX	311522	227	CEFX	312581	277	CEFX	312612
178	CEFX	311523	228	CEFX	312582	278	CEFX	312622
179	CEFX	311525	229	CEFX	312583	279	CEFX	312627
180	CEFX	311526	230	CEFX	312584	280	CEFX	311520
181	CEFX	311527	231	CEFX	312585	281	CEFX	311544
182	CEFX	311528	232	CEFX	312586	282	CEFX	311545
183	CEFX	311529	233	CEFX	312587			
184	CEFX	311530	234	CEFX	312588			
185	CEFX	311531	235	CEFX	312589			
186	CEFX	311532	236	CEFX	312590			
187	CEFX	311533	237	CEFX	312591			
188	CEFX	311534	238	CEFX	312592			
189	CEFX	311535	239	CEFX	312593			
190	CEFX	311536	240	CEFX	312594			
191	CEFX	311537	241	CEFX	312595			
192	CEFX	311538	242	CEFX	312596			
193	CEFX	311539	243	CEFX	312597			
194	CEFX	311540	244	CEFX	312598			

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: 9/28/12

Edward M Luria  
Edward M. Luria