

RECORDATION NO 30708 FILED  
April 30, 2013 4:30 PM  
SURFACE TRANSPORTATION BOARD

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

April 30, 2013

Chief  
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 Agreement, dated as of April 30, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Secured Party: Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4<sup>th</sup> Floor  
Tucker, GA 30084

Debtor: Rick J. Franklin and Bernice A. Franklin  
110 Industrial Way  
Lebanon, Oregon 97355

Chief  
Section of Administration  
April 30, 2013  
Page 2

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

20 railcars within the series GPSX 125 – GPSX 198 as more particularly set forth in the document.

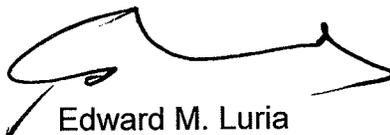
A short summary of the document to appear in the index is:

Memorandum of Security Agreement.

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

*Rec/STB Filings*

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MEMORANDUM OF SECURITY AGREEMENT

Dated as of April 30, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Secured Party

and

Rick J. Franklin and Bernice A. Franklin  
as Debtors

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on April 30, 2013 at 4:30 P.M.  
Recordation Number 30708.

**MEMORANDUM OF SECURITY AGREEMENT**

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of April 30, 2013 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and Rick J. Franklin and Bernice A. Franklin, and their permitted assigns ("Debtors").

WITNESSETH

Pursuant to a Security Agreement dated as of March 13, 2013 (the "Security Agreement"), Debtors have pledged to Secured Party a first priority security interest in Twenty (20) GPSX Railcars numbered 141; 150; 154; 194; 195; 142; 212; 181; 125; 135; 159; 167; 187; 189; 198; 127; 184; 197; 165; 162; (the "Railcars").

1. The Security Agreement shall be effective as of the date first set forth hereinabove and Debtors' use of the Railcars shall be subject to the terms and conditions as set forth in the Security Agreement.

2. This Memorandum of Security Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

*[Signature page follows]*

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Secured Party:

BANC OF AMERICA LEASING &  
CAPITAL, LLC

By: P. Wesley Young III  
Name: P. Wesley Young, III  
Title: Senior Vice President

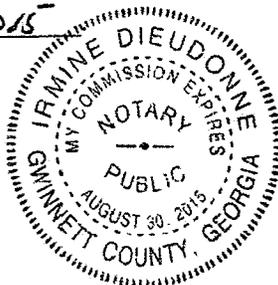
STATE OF Georgia )  
 ) ss.  
COUNTY OF Gwinnett )

I HEREBY CERTIFY, that on this 30<sup>th</sup> day of April, 2013, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Banc of America Leasing & Capital LLC, who acknowledged himself/herself to be the Senior Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Senior Vice President of said company by signing the name of the company by himself/herself as the Senior Vice President.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: 8/30/2015



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed as of the date and year first above written.

Debtors:

[Signature]  
Rick J. Franklin

[Signature]  
Bernice A. Franklin

STATE OF Oregon )  
 ) ss.  
COUNTY OF Linn )

I HEREBY CERTIFY, that on this 5<sup>th</sup> day of April, 2013 before me, the undersigned, a Notary Public of the State of Oregon, personally appeared \_\_\_\_\_, who acknowledged himself/herself to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained.

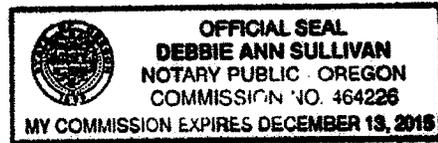
AS WITNESS my hand and notarial seal.

[Signature]

Notary Public

My commission expires: 12-13-2015.

STATE OF Oregon )  
 ) ss.  
COUNTY OF Linn )



I HEREBY CERTIFY, that on this 5<sup>th</sup> day of April, 2013 before me, the undersigned, a Notary Public of the State of Oregon, personally appeared \_\_\_\_\_, who acknowledged himself/herself to be the person whose name is subscribed to the within instrument, and acknowledged that he/she executed the same for the purposes therein contained.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: 12-13-2015.

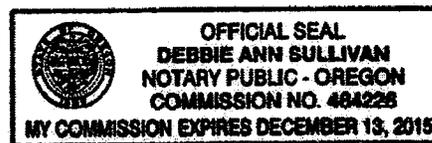


EXHIBIT A  
TO MEMORANDUM OF SECURITY AGREEMENT  
DATED AS OF March 13, 2013

Prev Mark	Prev Num	Curr Mark	Curr Num
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SEE BELOW

GPSX 141  
GPSX 150  
GPSX 154  
GPSX 194  
GPSX 195  
GPSX 142  
GPSX 212  
GPSX 181  
GPSX 125  
GPSX 135  
GPSX 159  
GPSX 167  
GPSX 187  
GPSX 189  
GPSX 198  
GPSX 127  
GPSX 184  
GPSX 197  
GPSX 165  
GPSX 162

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: 4/30/13

Edward M Luria  
Edward M. Luria