

LAW OFFICES OF
LOUIS E. GITOMER, LLC. SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

December 14, 2012

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:

I have enclosed for e-filing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Security Agreement, a primary document dated as of December 14, 2012. We request that this document be given the next Recordation No.

The names and addresses of the parties to the Memorandum of Security Agreement are as follows:

Secured Party:

Banc of America Leasing and Capital, LLC
One Financial Plaza
Providence, RI 02903

Borrowers:

Interstate Commodities, Inc.
Watseka Interstate LLC,
R.M. Railcars LLC
Madison Street
Troy, NY 12181

A description of the equipment covered by the Memorandum of Security Agreement consists of 362 railcars numbered INTX 3401, 3404, 3405, 3407, 3409, 3410, 3413, 3414, 3416-3419, inclusive, 3439, 3442, 3448, 3452, 3456, 3457, 3459-3462, inclusive, 64, 3467, 3468, 3471, 3474, 3478, 3479, 3480, 3485, 3486, 3488, 348991, 3492, 3493, 3499, 3500, 3503, 3505, 3507, 3509, 7560-7596, inclusive, 7598-7654, inclusive, 7656-7735, inclusive, 43112, 43124, 43127, 43124, 43127, 43133, 43173, 43143, 43149, 43152, 47127, 47128, 47131, 47134, 47135, 47138, 47140, 47147, 47149, 47154, 47155, 427125, 427127-427159, inclusive, 462135, 462137-462139, inclusive, 462142-46271,

Ms. Cynthia T. Brown
December 14, 2012

inclusive, 462173, 472141-472145, inclusive, 472147-472180, inclusive, 482104, 482105, 575009, 575012, and , 575013.

A fee of \$42.00 is enclosed. Please return a copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

A short summary of the document to appear in the index as follows: A Memorandum of Security Agreement dated as of December 14, 2012 between Banc of America Leasing and Capital, LLC, One Financial Plaza, Providence, RI 02903, and Interstate Commodities, Inc., Watseka Interstate LLC,, R.M. Railcars LLC, Madison Street, Troy, NY 12181, covering 362 railcars numbered INTX 3401, 3404, 3405, 3407, 3409, 3410, 3413, 3414, 3416-3419, inclusive, 3439, 3442, 3448, 3452, 3456, 3457, 3459-3462, inclusive, 64, 3467, 3468, 3471, 3474, 3478, 3479, 3480, 3485, 3486, 3488, 348991, 3492, 3493, 3499, 3500, 3503, 3505, 3507, 3509, 7560-7596, inclusive, 7598-7654, inclusive, 7656-7735, inclusive, 43112, 43124, 43127, 43124, 43127, 43133, 43173, 43143, 43149, 43152, 47127, 47128, 47131, 47134, 47135, 47138, 47140, 47147, 47149, 47154, 47155, 427125, 427127-427159, inclusive, 462135, 462137-462139, inclusive, 462142-46271, inclusive, 462173, 472141-472145, inclusive, 472147-472180, inclusive, 482104, 482105, 575009, 575012, and , 575013.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF SECURITY AGREEMENT

Dated as of December 17, 2012

among

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

and

INTERSTATE COMMODITIES, INC., WATSEKA INTERSTATE LLC and R.M. RAILCARS
LLC,
Jointly, severally and collectively, as Debtor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on December __, 2012, at ____:____.M
Recordation Number _____

MEMORANDUM OF SECURITY AGREEMENT

THIS MEMORANDUM OF SECURITY AGREEMENT dated as of December ¹⁴ 2012 is made by and among BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Secured Party"), and Interstate Commodities, Inc., Watseka Interstate LLC, and R.M. Railcars LLC, jointly and severally as co-borrowers (collectively, "Debtor").

WITNESSETH

1. Pursuant to a Master Rail Equipment Loan and Security Agreement Number 21225-70000 dated as of June 24, 2010 (as amended by that certain Addendum to Master Rail Equipment Loan and Security Agreement Number 21225-7000) and Rail Equipment Security Note Number 70003 dated as of December 10, 2012 (collectively, the "Security Agreement"), Debtor has pledged to Secured Party a first priority security interest in all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

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

3. 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: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

STATE OF Rhode Island)
COUNTY OF Providence) ss.

I HEREBY CERTIFY, that on this 14th day of December, 2012, before me, the undersigned, a Notary Public of the State of Rhode Island, personally appeared Patricia Smith-Disu, who acknowledged himself/herself to be the 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 Vice President of said company by signing the name of the company by himself/herself as the Vice President.

AS WITNESS my hand and notarial seal.

Autilia E. Wilson
Notary Public

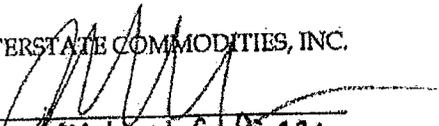
My commission expires: 10/25/2016

AUTILIA E. WILSON
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES OCT. 25, 2016

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.

Debtor:

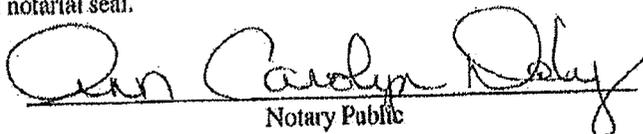
INTERSTATE COMMODITIES, INC.

By: 
Name: Michael G. Piazza
Title: Chief Financial Officer

STATE OF NY)
COUNTY OF Rensselaer) ss.

I HEREBY CERTIFY, that on this 14th day of December, 2012, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself/herself to be the Chief Financial Officer of INTERSTATE COMMODITIES, INC., 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 Chief Financial Officer of said company by signing the name of the company by himself/herself as the Chief Financial Officer.

AS WITNESS my hand and notarial seal.

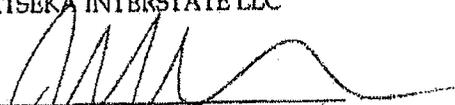

Notary Public

My commission expires: 10/23/14

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 20 14

Debtor:

WATSEKA INTERSTATE LLC

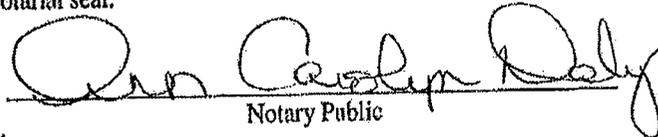
By: 

Name: Michael G. Piazza
Title: Chief Financial Officer

STATE OF NY)
COUNTY OF Rensselaer) ss.

I HEREBY CERTIFY, that on this 14th day of December, 2012, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself/herself to be the Chief Financial Officer of WATSEKA INTERSTATE 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 Chief Financial Officer of said company by signing the name of the company by himself/herself as the Chief Financial Officer

AS WITNESS my hand and notarial seal.

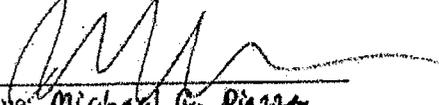

Notary Public

My commission expires: 10/23/14.

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 20 14

Debtor:

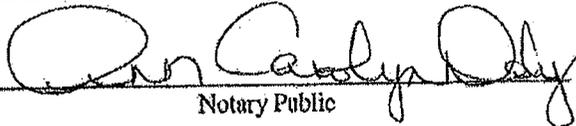
R.M. RAILCARS LLC

By: 
Name: Michael G. Piazza
Title: Chief financial officer

STATE OF NY)
COUNTY OF Rensselaer) ss.

I HEREBY CERTIFY, that on this 14th day of December, 2012, before me, the undersigned, a Notary Public of the State of New York, personally appeared Michael G. Piazza, who acknowledged himself/herself to be the Chief financial officer of R.M. RAILCARS 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 Chief financial officer of said company by signing the name of the company by himself/herself as the Chief financial officer.

AS WITNESS my hand and notarial seal.


Notary Public

My commission expires: 10/23/14.

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. 01DA6049612
Commission Expires Oct. 23, 20 14

EXHIBIT A
TO MEMORANDUM OF SECURITY AGREEMENT
DATED AS OF DECEMBER 2012

| Candidate | IC/ID Number | Year (MIL) | Capacity |
|-----------|--------------|------------|----------|
| INTX | 3401 | 1980 | 4750 |
| INTX | 3404 | 1980 | 4750 |
| INTX | 3405 | 1980 | 4750 |
| INTX | 3407 | 1980 | 4750 |
| INTX | 3409 | 1980 | 4750 |
| INTX | 3410 | 1980 | 4750 |
| INTX | 3413 | 1980 | 4750 |
| INTX | 3414 | 1980 | 4750 |
| INTX | 3416 | 1980 | 4750 |
| INTX | 3417 | 1980 | 4750 |
| INTX | 3418 | 1980 | 4750 |
| INTX | 3419 | 1980 | 4750 |
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| INTX | 3448 | 1980 | 4750 |
| INTX | 3452 | 1980 | 4750 |
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| INTX | 3467 | 1980 | 4750 |
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| INTX | 3500 | 1980 | 4750 |

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| INTX | 427152 | 1979 | 2700 |
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| INTX | 427157 | 1981 | 3000 |
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| INTX | 427159 | 1989 | 2900 |

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| INTX | 462147 | 1976 | 4600 |
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| INTX | 462149 | 1979 | 4600 |
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| INTX | 462151 | 1979 | 4600 |
| INTX | 462152 | 1972 | 4600 |
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| INTX | 462154 | 1978 | 4600 |
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| INTX | 462163 | 1979 | 4600 |
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| INTX | 462165 | 1979 | 4600 |
| INTX | 462166 | 1979 | 4600 |
| INTX | 462167 | 1980 | 4600 |
| INTX | 462168 | 1968 | 4635 |
| INTX | 462169 | 1969 | 4635 |
| INTX | 462170 | 1969 | 4635 |
| INTX | 462171 | 1972 | 4600 |
| INTX | 462173 | 1973 | 4600 |
| INTX | 472141 | 1971 | 4707 |
| INTX | 472142 | 1971 | 4707 |
| INTX | 472143 | 1971 | 4707 |
| INTX | 472144 | 1967 | 4700 |
| INTX | 472145 | 1967 | 4700 |
| INTX | 472147 | 1967 | 4700 |
| INTX | 472148 | 1967 | 4700 |
| INTX | 472149 | 1970 | 4740 |
| INTX | 472150 | 1977 | 4750 |

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|------|--------|------|------|
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| INTX | 472152 | 1977 | 4750 |
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| INTX | 472154 | 1977 | 4750 |
| INTX | 472155 | 1977 | 4750 |
| INTX | 472156 | 1977 | 4750 |
| INTX | 472157 | 1977 | 4750 |
| INTX | 472158 | 1977 | 4750 |
| INTX | 472159 | 1977 | 4750 |
| INTX | 472160 | 1977 | 4750 |
| INTX | 472161 | 1977 | 4750 |
| INTX | 472162 | 1977 | 4750 |
| INTX | 472163 | 1977 | 4750 |
| INTX | 472164 | 1977 | 4750 |
| INTX | 472165 | 1977 | 4750 |
| INTX | 472166 | 1977 | 4750 |
| INTX | 472167 | 1977 | 4750 |
| INTX | 472168 | 1977 | 4750 |
| INTX | 472169 | 1980 | 4750 |
| INTX | 472170 | 1980 | 4750 |
| INTX | 472171 | 1980 | 4750 |
| INTX | 472172 | 1980 | 4750 |
| INTX | 472173 | 1980 | 4750 |
| INTX | 472174 | 1980 | 4750 |
| INTX | 472175 | 1971 | 4707 |
| INTX | 472176 | 1971 | 4707 |
| INTX | 472177 | 1971 | 4707 |
| INTX | 472178 | 1973 | 4750 |
| INTX | 472179 | 1967 | 4700 |
| INTX | 472180 | 1967 | 4700 |
| INTX | 472481 | 1971 | 4707 |
| INTX | 472482 | 1971 | 4707 |
| INTX | 472483 | 1971 | 4707 |
| INTX | 472484 | 1971 | 4707 |
| INTX | 472485 | 1981 | 4750 |
| INTX | 472486 | 1967 | 4785 |
| INTX | 472487 | 1971 | 4785 |
| INTX | 472488 | 1971 | 4785 |
| INTX | 472489 | 1971 | 4785 |
| INTX | 472490 | 1971 | 4785 |
| INTX | 472491 | 1971 | 4785 |
| INTX | 472492 | 1971 | 4785 |
| INTX | 472493 | 1971 | 4785 |
| INTX | 472494 | 1981 | 4750 |
| INTX | 472495 | 1977 | 4750 |
| INTX | 472496 | 1977 | 4750 |

| | | | |
|------|--------|------|------|
| INTX | 472497 | 1977 | 4750 |
| INTX | 472498 | 1977 | 4750 |
| INTX | 472499 | 1977 | 4750 |
| INTX | 472500 | 1977 | 4750 |
| INTX | 472501 | 1977 | 4750 |
| INTX | 472502 | 1981 | 4750 |
| INTX | 472503 | 1973 | 4750 |
| INTX | 472504 | 1967 | 4740 |
| INTX | 472505 | 1989 | 4750 |
| INTX | 472506 | 1980 | 4750 |
| INTX | 472507 | 1977 | 4750 |
| INTX | 472508 | 1977 | 4750 |
| INTX | 482104 | 1989 | 4800 |
| INTX | 482105 | 1989 | 4800 |
| INTX | 575009 | 1976 | 5750 |
| INTX | 575012 | 1976 | 5750 |
| INTX | 575013 | 1976 | 5750 |