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RECORDATION NO. 32442-A FILED
December 22, 2016 04:30 PM
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 22, 2016

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 Lease No. 2 to Equipment Lease Schedule No. 2, dated as of December 22, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease No. 1 to Equipment Lease Schedule No. 1 being filed with the Board under Recordation Number 32442.

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

Lessor: Citizens Asset Finance, Inc.
71 South Wacker Drive, 29th Floor
Chicago, IL 60606

Lessee: Chicago Freight Car Leasing Co.
425 N. Martingale Road, 6th Floor
Schaumburg, IL 60173

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

29 covered hopper railcars:

CRDX 3089 – CRDX 3092
CRDX 3096 – CRDX 3101
CRDX 3103
CRDX 11716 – CRDX 11724
CRDX 11823 – CRDX 11831

Chief
Section of Administration
December 22, 2016
Page 2

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

Memorandum of Lease No. 2 to Equipment Lease Schedule No. 2.

Also enclosed is a check in the amount of \$45.00 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 LEASE NO. 2
TO
EQUIPMENT LEASE SCHEDULE NO. 2**

THIS MEMORANDUM OF LEASE dated as of this 22nd day of December, 2016, is made by **CITIZENS ASSET FINANCE, INC.**, a New York corporation (the "Lessor"), and **CHICAGO FREIGHT CAR LEASING CO.**, a Delaware corporation (the "Lessee") and, together with the Lessor, (the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Lease Agreement and Equipment Lease Schedule No. 2, dated as of December 22, 2016 (collectively, the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and Accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Signatures on following page]

I certify that I hold the title set forth below, that this instrument was signed by Lessor's duly authorized officer, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury under the Laws of the United States of America that the foregoing is true and correct.

CITIZENS ASSET FINANCE, INC.



By: Janet Melancon
Its: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury under the Laws of the United States of America that the foregoing is true and correct.

CHICAGO FREIGHT CAR LEASING CO.

By: Paul Deasy
Its: President

STATE OF ILLINOIS)
) ss.
County of Cook)

Jeffrey P. Lanigan

On this 20 day of December [], 2016, before me _____, the undersigned Notary Public, personally appeared Janey Melgicon personally known to me to be the person who executed the within instrument as Vice President on behalf of CITIZENS ASSET FINANCE, INC., and acknowledged to me that the corporation executed it.



[Signature]
Notary Public for ILLINOIS
My Commission 01.20.2018

I certify that I hold the title set forth below, that this instrument was signed by Lessor's duly authorized officer, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury under the Laws of the United States of America that the foregoing is true and correct.

CITIZENS ASSET FINANCE, INC.

By: Janet Melancon
Its: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury under the Laws of the United States of America that the foregoing is true and correct.

CHICAGO FREIGHT CAR LEASING CO.



By: Paul Deasy
Its: President

Schedule A
Description of Equipment

(29) 3,230-5,750 c.f. Trinity and ARI PD Covered Hopper Cars Built 2006-2012

<u>Car Initial</u>	<u>Car #</u>	<u>Car Initial</u>	<u>Car #</u>
CRDX	3089	CRDX	11720
CRDX	3090	CRDX	11721
CRDX	3091	CRDX	11722
CRDX	3092	CRDX	11723
CRDX	3096	CRDX	11724
CRDX	3097	CRDX	11823
CRDX	3098	CRDX	11824
CRDX	3099	CRDX	11825
CRDX	3100	CRDX	11826
CRDX	3101	CRDX	11827
CRDX	3103	CRDX	11828
CRDX	11716	CRDX	11829
CRDX	11717	CRDX	11830
CRDX	11718	CRDX	11831
CRDX	11719		

ANNEX I

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:

December 22, 2016

Edward M Luria

Edward M. Luria