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February 26, 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 Agreement, dated as of February 26, 2016, 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:

Lessor: Chicago Freight Car Leasing Co.  
One O'Hare Center Suite 5010  
6250 North River Road  
Rosemont, IL 60018

Lessee: BBVA Compass Financial Corporation  
159 Crocker Park Boulevard, Suite 260  
Westlake, OH 44145

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

Railcars within the series CRDX 11600 – CRDX 11669, PGHX 531001 – PGHX 531124, and CRDX 531093 – CRDX 531125, all as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Agreement.

Section Chief  
February 26, 2016  
Page 2

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**MEMORANDUM OF LEASE AGREEMENT**

**Dated as of February 26, 2016**

**Between**

**CHICAGO FREIGHT CAR LEASING CO.  
As Lessee**

**And**

**BBVA COMPASS FINANCIAL CORPORATION  
As Lessor**

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## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 26, 2016, by and between BBVA COMPASS FINANCIAL CORPORATION ("Lessor") and CHICAGO FREIGHT CAR LEASING CO. ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives described on Attachment 1 attached hereto.

All of such locomotives as are more fully described in the Schedule of Equipment attached to the Certificate of Acceptance No. 1, dated as of February 26, 2016, executed pursuant to that certain Equipment Lease Schedules No. 1, dated as of February 26, 2016, which Equipment Lease Schedules were executed pursuant to the Master Lease Agreement, dated as of February 26, 2016, between Lessor and Lessee, incorporating the terms thereof (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**



IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BBVA COMPASS FINANCIAL CORPORATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CHICAGO FREIGHT CAR LEASING CO.

By: [Signature]  
Name: Luke Lukens  
Title: Chief Financial Officer

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) ss.

On this 26th day of February, 2016, before me appeared Mark S. Marlnik, the person who signed this instrument, who acknowledged that he is the Executive Vice President of BBVA Compass Financial Corporation and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal] \_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF Illinois )  
COUNTY OF Lake ) ss.

On this 26th day of February, 2016, before me appeared Luke Lukens the person who signed this instrument, who acknowledged that he is the CEO of Chicago Freight Car Leasing Co. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.

[Seal] Brie A. Manry  
Notary Public  
My commission expires: November 7, 2017

**ATTACHMENT 1**

## Description of Railcars and Reporting Marks

<b>Car Initial</b>	<b>Car #</b>	<b>AAR Code</b>	<b>Cube Type</b>	<b>Build Year</b>	<b>Builder</b>
CRDX	11600	C614	5,650	1998	Trinity
CRDX	11601	C614	5,650	1998	Trinity
CRDX	11602	C614	5,650	1998	Trinity
CRDX	11604	C614	5,650	1998	Trinity
CRDX	11605	C614	5,650	1998	Trinity
CRDX	11606	C614	5,650	1998	Trinity
CRDX	11607	C614	5,650	1998	Trinity
CRDX	11608	C614	5,650	1998	Trinity
CRDX	11628	C614	5,650	1999	Trinity
CRDX	11630	C614	5,650	1999	Trinity
CRDX	11631	C614	5,650	1999	Trinity
CRDX	11632	C614	5,650	1999	Trinity
CRDX	11633	C614	5,650	1999	Trinity
CRDX	11634	C614	5,650	1999	Trinity
CRDX	11635	C614	5,650	1999	Trinity
CRDX	11636	C614	5,650	1999	Trinity
CRDX	11639	C614	5,650	1999	Trinity
CRDX	11640	C614	5,650	1999	Trinity
CRDX	11641	C614	5,650	1999	Trinity
CRDX	11642	C614	5,650	1999	Trinity
CRDX	11643	C614	5,650	1999	Trinity
CRDX	11644	C614	5,650	1999	Trinity
CRDX	11645	C614	5,650	1999	Trinity
CRDX	11646	C614	5,650	1999	Trinity
CRDX	11647	C614	5,650	1999	Trinity
CRDX	11648	C614	5,650	1999	Trinity
CRDX	11658	C614	5,650	2000	Trinity
CRDX	11659	C614	5,650	2000	Trinity
CRDX	11660	C614	5,650	2000	Trinity
CRDX	11661	C614	5,650	2000	Trinity
CRDX	11662	C614	5,650	2000	Trinity
CRDX	11663	C614	5,650	2000	Trinity
CRDX	11664	C614	5,650	2000	Trinity
CRDX	11665	C614	5,650	2000	Trinity
CRDX	11666	C614	5,650	2000	Trinity
CRDX	11667	C614	5,650	2000	Trinity

## ATTACHMENT 1

### Description of Railcars and Reporting Marks

<b>Car Initial</b>	<b>Car #</b>	<b>AAR Code</b>	<b>Cube Type</b>	<b>Build Year</b>	<b>Builder</b>
CRDX	11668	C614	5,650	2001	Trinity
CRDX	11669	C614	5,650	1999	Trinity
PGHX	531001	C614	5,650	1999	Trinity
PGHX	531002	C614	5,650	1999	Trinity
PGHX	531003	C614	5,650	1999	Trinity
PGHX	531004	C614	5,650	1999	Trinity
PGHX	531005	C614	5,650	1999	Trinity
PGHX	531006	C614	5,650	1999	Trinity
PGHX	531007	C614	5,650	1999	Trinity
PGHX	531008	C614	5,650	1999	Trinity
PGHX	531009	C614	5,650	1999	Trinity
PGHX	531010	C614	5,650	1999	Trinity
PGHX	531011	C614	5,650	1999	Trinity
PGHX	531012	C614	5,650	1999	Trinity
PGHX	531013	C614	5,650	1999	Trinity
PGHX	531014	C614	5,650	1999	Trinity
PGHX	531015	C614	5,650	1999	Trinity
PGHX	531016	C614	5,650	1999	Trinity
PGHX	531017	C614	5,650	1999	Trinity
PGHX	531018	C614	5,650	1999	Trinity
PGHX	531019	C614	5,650	1999	Trinity
PGHX	531020	C614	5,650	1999	Trinity
CRDX	531093	C614	5,650	1999	Trinity
PGHX	531094	C614	5,650	1999	Trinity
PGHX	531095	C614	5,650	1999	Trinity
PGHX	531096	C614	5,650	1999	Trinity
PGHX	531097	C614	5,650	1999	Trinity
PGHX	531098	C614	5,650	1999	Trinity
PGHX	531099	C614	5,650	1999	Trinity
CRDX	531100	C614	5,650	1999	Trinity
CRDX	531101	C614	5,650	1999	Trinity
PGHX	531102	C614	5,650	1999	Trinity
CRDX	531103	C614	5,650	1999	Trinity
CRDX	531104	C614	5,650	1999	Trinity
CRDX	531105	C614	5,650	1999	Trinity
CRDX	531106	C614	5,650	1999	Trinity

## ATTACHMENT 1

### Description of Railcars and Reporting Marks

<b>Car Initial</b>	<b>Car #</b>	<b>AAR Code</b>	<b>Cube Type</b>	<b>Build Year</b>	<b>Builder</b>
PGHX	531107	C614	5,650	1999	Trinity
PGHX	531108	C614	5,650	1999	Trinity
PGHX	531109	C614	5,650	1999	Trinity
CRDX	531110	C614	5,650	1999	Trinity
PGHX	531111	C614	5,650	1999	Trinity
PGHX	531112	C614	5,650	1999	Trinity
PGHX	531113	C614	5,650	1999	Trinity
PGHX	531114	C614	5,650	1999	Trinity
PGHX	531115	C614	5,650	1999	Trinity
PGHX	531116	C614	5,650	1999	Trinity
CRDX	531117	C614	5,650	1999	Trinity
CRDX	531118	C614	5,650	1999	Trinity
CRDX	531119	C614	5,650	1999	Trinity
CRDX	531120	C614	5,650	1999	Trinity
CRDX	531121	C614	5,650	1999	Trinity
PGHX	531122	C614	5,650	1999	Trinity
PGHX	531123	C614	5,650	1999	Trinity
PGHX	531124	C614	5,650	1999	Trinity
CRDX	531125	C614	5,650	1999	Trinity

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: February 26, 2016

  
\_\_\_\_\_  
Claire E. Murphy