

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC**

LOUIS E. GITOMER  
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August 19, 2015

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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 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 19, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Chicago Freight Car Leasing Co.  
6250 North River Road  
Rosemont, IL 60018

A description of the equipment covered by the Memorandum of Lease Agreement consists of 20 covered hopper cars numbered CRDX 21130, 21132, 21133, 21134, 21135, 21136, 21153, 21161, 21163, 21169, 21170, 21174, 21177, 21179, 21183, 21184, 21187, 21189, 21201, 20109.

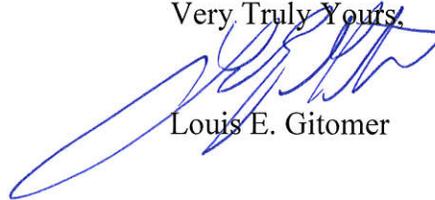
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

Ms. Cynthia T. Brown  
August 19, 2015  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Chicago Freight Car Leasing Co., 6250 North River Road, Rosemont, IL 60018, covering 20 covered hopper cars numbered CRDX 22298-22397, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

Dated as of August 19, 2015

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

and

Chicago Freight Car Leasing Co.,  
as Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2015, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 19, 2015 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Chicago Freight Car Leasing Co., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement dated as of August 19, 2015 and Schedule No. 1-C executed pursuant thereto dated as of August 19, 2015 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

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

3. This Memorandum of Lease 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: *Ruth Mandel*  
Name: **Vice President**  
Title:

STATE OF GEORGIA                    )  
  ) ss.:  
COUNTY OF Gwinnett            )

On this 19<sup>th</sup> day of Aug, 2015, before me the subscriber personally appeared Ruth Mandel, who being by me duly sworn, did depose and say: that (s)he is the Vice Pres. of BANC OF AMERICA LEASING & CAPITAL, LLC, the Delaware limited liability company described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

*[Signature]*  
NOTARY PUBLIC

My Commission Expires:

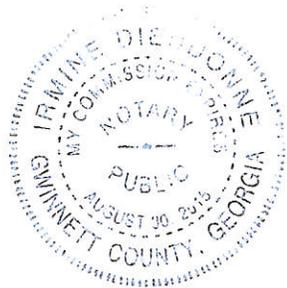




EXHIBIT A TO MEMORANDUM OF LEASE DATED AUGUST 19, 2015

Twenty (20) 2005 ARI Center Flow 3,256 c.f. 286K GRL, C112 Covered Hopper Cars

<b>Car Type</b>	<b>Car Description</b>	<b>Cube Type</b>	<b>Car Initial</b>	<b>Car No.</b>
C112	Cov. Hoppers	3256	CRDX	21130
C112	Cov. Hoppers	3256	CRDX	21132
C112	Cov. Hoppers	3256	CRDX	21133
C112	Cov. Hoppers	3256	CRDX	21134
C112	Cov. Hoppers	3256	CRDX	21135
C112	Cov. Hoppers	3256	CRDX	21136
C112	Cov. Hoppers	3256	CRDX	21153
C112	Cov. Hoppers	3256	CRDX	21161
C112	Cov. Hoppers	3256	CRDX	21163
C112	Cov. Hoppers	3256	CRDX	21169
C112	Cov. Hoppers	3256	CRDX	21170
C112	Cov. Hoppers	3256	CRDX	21174
C112	Cov. Hoppers	3256	CRDX	21177
C112	Cov. Hoppers	3256	CRDX	21179
C112	Cov. Hoppers	3256	CRDX	21183
C112	Cov. Hoppers	3256	CRDX	21184
C112	Cov. Hoppers	3256	CRDX	21187
C112	Cov. Hoppers	3256	CRDX	21189
C112	Cov. Hoppers	3256	CRDX	21201
C112	Cov. Hoppers	3256	CRDX	21209