

LAW OFFICES OF
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October 29, 2014

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 efilng 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 October 29, 2014. 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 26 covered hopper cars numbered CRDX 20525-20547, inclusive, and 20560-20562, inclusive.

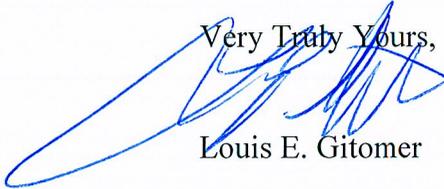
A fee of \$43.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
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Ms. Cynthia T. Brown
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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 26 covered hopper cars numbered CRDX 20525-20547, inclusive, and 20560-20562, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of October 29, 2014

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Chicago Freight Car Leasing Co.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2014, at ____:____ __.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of October 29, 2014 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 October 29, 2014 and Schedule No. 1-A executed pursuant thereto dated as of October 29, 2014 (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: [Signature]

Name: Ruth Mandel

Title: v.p.

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

On this 29th day of Oct., 2014, before me the subscriber personally appeared Ruth Mandel, who being by me duly sworn, did depose and say: that (s)he is the v.p. 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:

ANGELA MCFALLS
NOTARY PUBLIC
Henry County
State of Georgia
My Comm. Expires Oct. 24, 2018

EXHIBIT A TO MEMORANDUM OF LEASE DATED OCTOBER 29, 2014

Twenty Six (26) 1998 Thrall 2,980-3,250 cubic foot Covered Hopper Cars

	<u>Mark</u>	<u>Number</u>	<u>Build Year</u>
1	CRDX	20525	1998
2	CRDX	20526	1998
3	CRDX	20527	1998
4	CRDX	20528	1998
5	CRDX	20529	1998
6	CRDX	20530	1998
7	CRDX	20531	1998
8	CRDX	20532	1998
9	CRDX	20533	1998
10	CRDX	20534	1998
11	CRDX	20535	1998
12	CRDX	20536	1998
13	CRDX	20537	1998
14	CRDX	20538	1998
15	CRDX	20539	1998
16	CRDX	20540	1998
17	CRDX	20541	1998
18	CRDX	20542	1998
19	CRDX	20543	1998
20	CRDX	20544	1998
21	CRDX	20545	1998
22	CRDX	20546	1998
23	CRDX	20547	1998
24	CRDX	20560	1998
25	CRDX	20561	1998
26	CRDX	20562	1998
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	TOTAL		