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RECORDATION NO. 32441 FILED
December 22, 2016 04:30 PM
SURFACE TRANSPORTATION BOARD

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 Agreement No. 1-A, dated as of December 21, 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: The Huntington National Bank
525 Vine Street, 14th Floor
Cincinnati, OH 45202

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:

50 tank railcars: CRDX 290285 – CRDX 290334, inclusive.

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

Memorandum of Lease Agreement No. 1-A.

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.

Section Chief
December 22, 2016
Page 2

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT NO. 1-A

dated as of December 21, 2016

between

CHICAGO FREIGHT CAR LEASING CO.
as Lessee,

and

THE HUNTINGTON NATIONAL BANK,
as Lessor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on December ___, 2016, at __:___ __.m.
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT NO. 1-A

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 21, 2016, by and between THE HUNTINGTON NATIONAL BANK (“Lessor”) and CHICAGO FREIGHT CAR LEASING CO. (“Lessee”), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Master Lease Agreement dated as of December 21, 2016, and Equipment Lease Schedule No. 1-A, thereto and incorporating the terms thereof, dated as of December 21, 2016 (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.

THE HUNTINGTON NATIONAL BANK

By: Lucy van Melle
Name: Lucy van Melle
Title: Staff Officer

STATE OF Ohio)
) ss.
COUNTY OF Hamilton)

On this 20 day of December, 2016, before me appeared Lucy van Melle, the person who signed this instrument, who acknowledged that (s)he is the Staff Officer of THE HUNTINGTON NATIONAL BANK and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

Alexandra Dressman
Notary Public



ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Comm. has no Expiration Date
Section 147.03 O.R.C.

My commission expires:
N/A

CHICAGO FREIGHT CAR LEASING CO.

By: *Paul Deasy*
Name: Paul Deasy
Title: President

STATE OF Illinois)
) ss.
COUNTY OF Cook)

On this ___ day of December, 2016, before me appeared Paul Deasy, the person who signed this instrument, who acknowledged that he is the President of CHICAGO FREIGHT CAR LEASING CO. and that, being duly authorized, he signed such instrument as a free act on behalf of said corporation.



April Strong
Notary Public

My commission expires:
September 1, 2020

EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT

DESCRIPTION OF RAILCARS AND REPORTING MARKS

(50) 29k Trinity Tank Cars Built 2015

<u>Car Initial</u>	<u>Car #</u>	<u>Car Initial</u>	<u>Car #</u>
CRDX	290285	CRDX	290310
CRDX	290286	CRDX	290311
CRDX	290287	CRDX	290312
CRDX	290288	CRDX	290313
CRDX	290289	CRDX	290314
CRDX	290290	CRDX	290315
CRDX	290291	CRDX	290316
CRDX	290292	CRDX	290317
CRDX	290293	CRDX	290318
CRDX	290294	CRDX	290319
CRDX	290295	CRDX	290320
CRDX	290296	CRDX	290321
CRDX	290297	CRDX	290322
CRDX	290298	CRDX	290323
CRDX	290299	CRDX	290324
CRDX	290300	CRDX	290325
CRDX	290301	CRDX	290326
CRDX	290302	CRDX	290327
CRDX	290303	CRDX	290328
CRDX	290304	CRDX	290329
CRDX	290305	CRDX	290330
CRDX	290306	CRDX	290331
CRDX	290307	CRDX	290332
CRDX	290308	CRDX	290333
CRDX	290309	CRDX	290334

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