

RECORDATION NO 30931 FILED  
September 25, 2013 08:00 PM  
SURFACE TRANSPORTATION BOARD

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

September 25, 2013

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 of Railroad Equipment No. 3, dated as of September 23, 2013, 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:

Owner: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02903

Lessee: Illinois Central Railroad Company  
c/o Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3W 2N1

Section Chief  
September 25, 2013  
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A description of the railroad equipment covered by the enclosed document is:

135 gondola railcars: NKCR 3681 – NKCR 3815 (to be remarked IC 3681 – IC 3815).

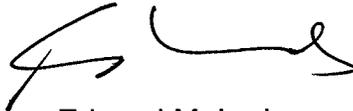
A short summary of the document to appear in the index is:

Memorandum of Lease of Railroad Equipment No. 3.

Also enclosed is a check in the amount of \$42.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO 30931 FILED

September 25, 2013 08:00 PM

MEMORANDUM OF LEASE OF RAILROAD SURFACE TRANSPORTATION BOARD

EQUIPMENT NO. 3 dated as of September 23, 2013, between **Illinois Central Railroad Company**, an Illinois corporation (hereinafter called the **Lessee**), and **Banc of America Leasing & Capital, LLC**, a Delaware LLC (hereinafter called the **Owner**).

**WHEREAS**, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment No. 3 dated as of September 23, 2013 (hereinafter called the **Lease**), covering the one-hundred thirty-five (135) 106-ton 3,267 cu. ft. 66' steel gondola cars built by Trinity North American Freight Car, Inc. in 2008 currently marked and numbered **NKCR 3681 to 3815 inclusive** (which shall be restencilled during the term of the Lease to **IC 3681 to 3815 inclusive**), and all additions and alterations thereto, replacements thereof and substitutions therefor;

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

**IN WITNESS WHEREOF**, the parties wish to show for the public record the leasing of said gondola cars from the Owner to the Lessee, the ownership of said gondola cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said gondola cars or to renew the Lease and, accordingly have caused this instrument to be executed as of the date first above written.

We each certify that we hold the titles set forth below, that this instrument was signed on behalf of the party named immediately above our respective signatures by authority of the Board of Directors of such party, and we acknowledge that the execution of the foregoing instrument was the free act and deed of the party we each represent. We further declare (with regard only to the party we each represent) under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**Illinois Central Railroad Company**

By:   
Name: John Lamont  
Title: Sr. Manager Asset Finance  
Dated: September 25, 2013

**Banc of America Leasing & Capital, LLC**

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

**MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT NO. 3** dated as of September 23, 2013, between **Illinois Central Railroad Company**, an Illinois corporation (hereinafter called the **Lessee**), and **Banc of America Leasing & Capital, LLC**, a Delaware LLC (hereinafter called the **Owner**).

**WHEREAS**, the Lessee and the Owner have entered into that certain Lease of Railroad Equipment No. 3 dated as of September 23, 2013 (hereinafter called the **Lease**), covering the one-hundred thirty-five (135) 106-ton 3,267 cu. ft. 66' steel gondola cars built by Trinity North American Freight Car, Inc. in 2008 currently marked and numbered **NKCR 3681 to 3815 inclusive** (which shall be restencilled during the term of the Lease to **IC 3681 to 3815 inclusive**), and all additions and alterations thereto, replacements thereof and substitutions therefor;

This Memorandum may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

**IN WITNESS WHEREOF**, the parties wish to show for the public record the leasing of said gondola cars from the Owner to the Lessee, the ownership of said gondola cars by the Owner, the leasehold interest therein of the Lessee, the rights of the Lessee from time to time to purchase said gondola cars or to renew the Lease and, accordingly have caused this instrument to be executed as of the date first above written.

We each certify that we hold the titles set forth below, that this instrument was signed on behalf of the party named immediately above our respective signatures by authority of the Board of Directors of such party, and we acknowledge that the execution of the foregoing instrument was the free act and deed of the party we each represent. We further declare (with regard only to the party we each represent) under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

**Illinois Central Railroad Company**

By: \_\_\_\_\_  
Name: John Lamont  
Title: Sr. Manager Asset Finance  
Dated: \_\_\_\_\_

**Banc of America Leasing & Capital, LLC**

By:   
Name: Terri Preston  
Title: Vice President  
Dated: September 25, 2013

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: 9/25/13

Edward M Luria  
Edward M. Luria