

RECORDATION NO 30196 FILED
April 27, 2012 02:44 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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April 27, 2012

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 April 27, 2012. 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 46 covered hopper cars numbered CRDX 22047-22092, inclusive.

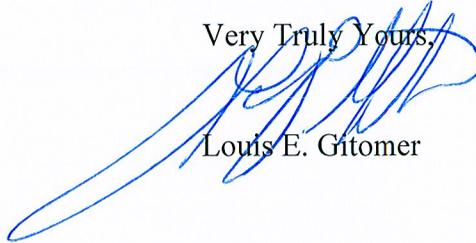
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
April 27, 2012
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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 46 covered hopper cars numbered CRDX 22047-22092, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of April 27, 2012

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 _____, 2010, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 27, 2012 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 April 27, 2012 and Schedule No. 1-A executed pursuant thereto dated as of April 27, 2012 (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]

EXHIBIT A TO
MEMORANDUM OF LEASE AGREEMENT
DATED AS OF APRIL _____, 2012

Description of Cars: Forty-Six (46) American Railcar Industries, Inc. 3,260 Cubic Foot Covered Hopper
Car Nos:

CRDX 22047	CRDX 22061	CRDX 22075	CRDX 22089
CRDX 22048	CRDX 22062	CRDX 22076	CRDX 22090
CRDX 22049	CRDX 22063	CRDX 22077	CRDX 22091
CRDX 22050	CRDX 22064	CRDX 22078	CRDX 22092
CRDX 22051	CRDX 22065	CRDX 22079	
CRDX 22052	CRDX 22066	CRDX 22080	
CRDX 22053	CRDX 22067	CRDX 22081	
CRDX 22054	CRDX 22068	CRDX 22082	
CRDX 22055	CRDX 22069	CRDX 22083	
CRDX 22056	CRDX 22070	CRDX 22084	
CRDX 22057	CRDX 22071	CRDX 22085	
CRDX 22058	CRDX 22072	CRDX 22086	
CRDX 22059	CRDX 22073	CRDX 22087	
CRDX 22060	CRDX 22074	CRDX 22088	