

RECORDATION NO. 30732
FILED May 22, 2013 03:17 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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May 22, 2013

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 May 22, 2013. 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 50 tank cars marked and numbered TILX 252201, 252204, 252207, 252212-252217, inclusive, 252222-252225, inclusive, 252227, 252230, 252231, 252234, 252235, 252239, 252241, 252243, 252245, CRDX 252200 (formerly marked TILX 252200), CRDX 252202 (formerly marked TILX 252202), CRDX 252203 (formerly marked TILX 252203), CRDX 252205 (formerly marked TILX 252205), CRDX 252206 (formerly marked TILX 252205), CRDX 252208-252211, inclusive (formerly marked TILX 252208-252211), CRDX 252218-252221, inclusive

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(formerly marked TILX 252218-252221), CRDX 252226 (formerly marked TILX 252226), CRDX 252228 (formerly marked TILX 252228), CRDX 252229 (formerly marked TILX 252229), CRDX 252232 (formerly marked TILX 252232), CRDX 252233 (formerly marked TILX 252233) CRDX 252236-252238, inclusive, (formerly marked TILX 252236-252238), CRDX 252240 (formerly marked TILX 252240), CRDX 252242 (formerly marked TILX 252242), CRDX 252244 (formerly marked TILX 252244), CRDX 252246-252249, inclusive (formerly marked TILX 252246-252249)

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

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 50 tank cars marked and numbered numbered TILX 252201, 252204, 252207, 252212-252217, inclusive, 252222-252225, inclusive, 252227, 252230, 252231, 252234, 252235, 252239, 252241, 252243, 252245, CRDX 252200 (formerly marked TILX 252200), CRDX 252202 (formerly marked TILX 252202), CRDX 252203 (formerly marked TILX 252203), CRDX 252205 (formerly marked TILX 252205), CRDX 252206 (formerly marked TILX 252205), CRDX 252208-252211, inclusive (formerly marked TILX 252208-252211), CRDX 252218-252221, inclusive (formerly marked TILX 252218-252221), CRDX 252226 (formerly marked TILX 252226), CRDX 252228 (formerly marked TILX 252228), CRDX 252229 (formerly marked TILX 252229), CRDX 252232 (formerly marked TILX 252232), CRDX 252233 (formerly marked TILX 252233) CRDX 252236-252238, inclusive, (formerly marked TILX 252236-252238), CRDX 252240 (formerly marked TILX 252240), CRDX 252242 (formerly marked TILX 252242), CRDX 252244 (formerly marked TILX 252244), CRDX 252246-252249, inclusive (formerly marked TILX 252246-252249).

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Very Truly Yours,

A handwritten signature in black ink, appearing to read 'M B Yasbin', written in a cursive style.

Melanie B. Yasbin

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of May 22, 2013

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 _____, 2013, at ____:____.M
Recordation Number _____.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of May 22, 2013 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 May 22, 2013 and Schedule No. 1-B executed pursuant thereto dated as of May 22, 2013 (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.

Debtor:

Chicago Freight Car Leasing Co.

By: [Signature]

Name: LUKE LUKENS

Title: CEO

STATE OF Illinois

) ss.:

COUNTY OF Cook

On this 22 day of May, 2013, before me the subscriber personally appeared Luke Lukens, who being by me duly sworn, did depose and say: that (s)he is the CEO of Chgo Freight Car Leasing the corporation 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.

Nicole Mulyk
NOTARY PUBLIC



My Commission Expires: May 14, 2016

EXHIBIT A TO
MEMORANDUM OF LEASE DATED AS OF MAY 22, 2013

Trinity Steel Tank Cars as follows:

	Old Mark	Number	New Mark	Number	Date Re-Numbered	Build Year
1	TILX	252200	CRDX	252200	4/26/2013	2007
2	TILX	252201				2007
3	TILX	252202	CRDX	252202	4/5/2013	2007
4	TILX	252203	CRDX	252203	2/18/2013	2007
5	TILX	252204				2007
6	TILX	252205	CRDX	252205	12/6/2012	2007
7	TILX	252206	CRDX	252206	4/5/2013	2007
8	TILX	252207				2007
9	TILX	252208	CRDX	252208	4/26/2013	2007
10	TILX	252209	CRDX	252209	4/5/2013	2007
11	TILX	252210	CRDX	252210	4/26/2013	2007
12	TILX	252211	CRDX	252211	12/6/2012	2007
13	TILX	252212				2007
14	TILX	252213				2007
15	TILX	252214				2007
16	TILX	252215				2007
17	TILX	252216				2007
18	TILX	252217				2007
19	TILX	252218	CRDX	252218	1/18/2013	2007
20	TILX	252219	CRDX	252219		2007
21	TILX	252220	CRDX	252220		2007
22	TILX	252221	CRDX	252221	2/4/2013	2007
23	TILX	252222				2007
24	TILX	252223				2007
25	TILX	252224				2007
26	TILX	252225				2007
27	TILX	252226	CRDX	252226	1/18/2013	2007
28	TILX	252227				2007
29	TILX	252228	CRDX	252228	4/5/2013	2007
30	TILX	252229	CRDX	252229	12/6/2012	2007

EXHIBIT A TO
MEMORANDUM OF LEASE DATED AS OF MAY 22, 2013

31	TILX	252230				2007
32	TILX	252231				2007
33	TILX	252232	CRDX	252232	2/18/2013	2007
34	TILX	252233	CRDX	252233	4/5/2013	2007
35	TILX	252234				2007
36	TILX	252235				2007
37	TILX	252236	CRDX	252236	4/26/2013	2007
38	TILX	252237	CRDX	252237	4/1/2013	2007
39	TILX	252238	CRDX	252238	4/26/2013	2007
40	TILX	252239				2007
41	TILX	252240	CRDX	252240	4/5/2013	2007
42	TILX	252241				2007
43	TILX	252242	CRDX	252242	1/18/2013	2007
44	TILX	252243				2007
45	TILX	252244	CRDX	252244	4/1/2013	2007
46	TILX	252245				2007
47	TILX	252246	CRDX	252246	2/18/2013	2007
48	TILX	252247	CRDX	252247	4/26/2013	2007
49	TILX	252248	CRDX	252248	10/30/2012	2007
50	TILX	252249	CRDX	252249	4/5/2013	2007