

RECORDATION NO 30871 FILED
August 01, 2013 12:53 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

August 1, 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 efileing the document described below, to be recorded pursuant to §11301. This document is a Memorandum of Lease Agreement, a primary document dated as of August 1, 2013. We request that this document be given the next Recordation No.

The names and addresses of the parties to the Memorandum of Lease Agreement are as follows:

Lessor:

JPMorgan Chase Bank, N.A.
1111 Polaris Parkway
Columbus, OH 43240

Lessee:

Alaska Railroad Corporation
327 West Ship Creek Avenue
Anchorage, Alaska 99501

A description of the equipment covered by the Memorandum of Lease Agreement consists of 11 locomotives numbered ARR 4010-4012, inclusive, and 4317-4324, inclusive.

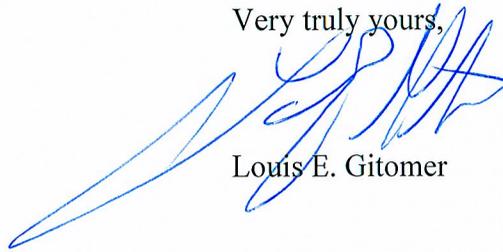
A fee of \$42.00 is enclosed. Please return a copy by email to:

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

Ms. Cynthia T. Brown
August 1, 2013
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A short summary of the document to appear in the index as follows: a Memorandum of Lease Agreement dated as of June 28, 2013 JPMorgan Chase Bank, N.A., 1111 Polaris Parkway, Columbus, OH 43240, and Alaska Railroad Corporation, 327 West Ship Creek Avenue, Anchorage, Alaska 99501, covering 11 locomotives numbered ARR 4010-4012, inclusive, and 4317-4324, inclusive.

Very truly yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of August 1, 2013

between

JPMORGAN CHASE BANK, N.A.,
as Lessor,

and

ALASKA RAILROAD CORPORATION,
as Lessee

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 1, 2013, between JPMORGAN CHASE BANK, N.A. (the "Lessor"), 1111 Polaris Parkway, Suite A3 (OH1-1085), Columbus, Ohio 43240, and ALASKA RAILROAD CORPORATION (the "Lessee"), 327 West Ship Creek Avenue, Anchorage, Alaska 99501 with reference to the following:

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

All of such locomotives are more fully described in that certain Master Lease-Purchase Agreement dated as of August 1, 2013 (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.

3. 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.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease to be executed as of the date first above written.

JPMORGAN CHASE BANK, N.A.,
as Lessor

By: Michelle R. Vance
Name: Michelle R. Vance
Title: Authorized Officer

ALASKA RAILROAD CORPORATION,
as Lessee

By: Christopher Aach
Name: CHRISTOPHER AACHSEN
Title: President & CEO

STATE OF OHIO)
) ss.
County of Delaware)

On this 15th day of ~~July~~^{August} 2013, before me, Laura A Noble, the undersigned Notary Public, personally appeared Michelle R Nance personally known to me to be the person who executed the within instrument as Authorized Officer on behalf of JPMORGAN CHASE BANK, N.A., and acknowledged to me that the corporation executed it.

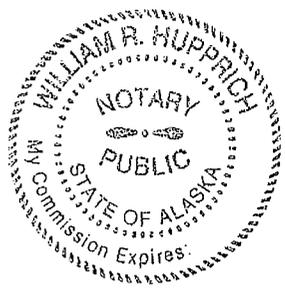
Laura A Noble
Notary Public for Ohio
My Commission expires 10-24-16



Laura A. Noble
Notary Public, State of Ohio
My Commission Expires 10-24-2016

STATE OF ALASKA)
) ss.
THIRD JUDICIAL DISTRICT)

On this 1st day of ^{August}~~July~~ 2013, before me, William R. Hupprich, the undersigned Notary Public, personally appeared Christopher Aadnesen personally known to me to be the person who executed the within instrument as President + CEO on behalf of ALASKA RAILROAD CORPORATION, and acknowledged to me that the corporation executed it.



William R. Hupprich
Notary Public for Alaska
My Commission expires 5/26/16

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF LOCOMOTIVES AND REPORTING MARKS

Eleven (11) locomotives numbered ARR 4010-4012, inclusive, and 4317-4324, inclusive.