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

August 2, 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 Agreement, dated as of August 2, 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:

Lessor:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, Ohio 45202
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North River Road, Suite 7000 Rosemont, Illinois 60018

Chief, Section of Administration
August 2, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

186 cars within the series CRDX 13600 - CRDX 13799 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 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 "Edward M. Luria". The signature is written in a cursive style with a large initial "E" and "L".

Edward M. Luria

EML/bhs
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of August 2, 2013

between

CHICAGO FREIGHT CAR LEASING CO.
as Lessee,

and

FIFTH THIRD BANK,
as Lessor

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on August __, 2013, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August __, 2013, by and between FIFTH THIRD 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 August 2, 2013, and Equipment Lease Schedule No. 1 thereto and incorporating the terms thereof, dated as of August 2, 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.

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.

FIFTH THIRD BANK

By: [Signature]
Name: Christian Nye
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 1 day of August, 2013, before me appeared Christian Nye the person who signed this instrument, who acknowledged that (s)he is the VP of FIFTH THIRD BANK and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Paula D. McQueen
Notary



Paula D. McQueen
Notary Public, State of Ohio
My Commission Expires 10-13-2013

My commission expires:

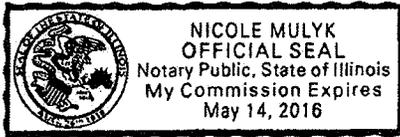
CHICAGO FREIGHT CAR LEASING CO.

By: [Signature]
Name: Luke Lukens
Title: Chief Financial Officer

STATE OF Illinois)
)
COUNTY OF Cook)

ss.

On this 2nd day of August, 2013, before me appeared Luke Lukens the person who signed this instrument, who acknowledged that (s)he is the CFO of CHICAGO FREIGHT CAR LEASING CO. and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



[Seal]

[Signature]
Notary Public

My commission expires:

May 14, 2016

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

One Hundred Eighty-six (186) rail cars bearing reporting marks as follows:

CRDX 13600
CRDX 13601
CRDX 13602
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CRDX 13607
CRDX 13608
CRDX 13609
CRDX 13610
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CRDX 13799

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: 8/2/13

Edward M Luria
Edward M. Luria