

January 10, 2014 11:32 AM

Tina Amico
VP, Contracts
CIT Rail

SURFACE TRANSPORTATION BOARD



January 10, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
Washington, D.C. 20423

RE: IRRC03001

Dear Secretary,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a Memorandum of Lease Agreement dated as April 3, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement.

Lessee: The Indiana Railroad Company
8888 Keystone Crossing, Suite 1600
Indianapolis, IN 46240

Lessor: The CIT Group/Equipment Financing, Inc.
30 South Wacker Drive, Suite 2900
Chicago, IL 60606

A description of the railroad equipment covered by the enclosed document is: Railcars within the series CEFX 600394 through CEFX 600607 as more particularly set forth in the equipment schedule attached to this document.

A short summary of the document to appear in the index is: Memorandum of Railcar Lease.

Kindly return stamped copies of the enclosed document to the undersigned.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosures

CIT RAIL
30 South Wacker Drive
Suite 3000
Chicago, IL 60606

t: 312.906.5907 f: 312.906.5833
Tina.Amico@cit.com

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 3rd day of April, 2008, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., an Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor"), and THE INDIANA RAILROAD COMPANY, an Indiana corporation, with an address at 101 W. Ohio St., Ste 1600, Indianapolis, IN 46204 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 3rd, 2008 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling
Name: JM KEASLING
Title: SVP - Leasing

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

THE INDIANA RAILROAD COMPANY

By: John A. Reider
Name: John A. Reider
Title: 4-3-08

Schedule A

<u>Quantity</u>	<u>Description</u>
113	4,200 C.F. aluminum Auto Flood III bottom discharge coal hoppers

Reporting Marks and Numbers

CEFX	600394	CEFX	600465	CEFX	600545
CEFX	600397	CEFX	600472	CEFX	600546
CEFX	600398	CEFX	600473	CEFX	600547
CEFX	600399	CEFX	600476	CEFX	600548
CEFX	600400	CEFX	600477	CEFX	600549
CEFX	600402	CEFX	600479	CEFX	600551
CEFX	600403	CEFX	600480	CEFX	600552
CEFX	600404	CEFX	600486	CEFX	600553
CEFX	600407	CEFX	600487	CEFX	600554
CEFX	600409	CEFX	600488	CEFX	600555
CEFX	600410	CEFX	600490	CEFX	600556
CEFX	600412	CEFX	600492	CEFX	600558
CEFX	600413	CEFX	600495	CEFX	600559
CEFX	600417	CEFX	600502	CEFX	600564
CEFX	600420	CEFX	600503	CEFX	600565
CEFX	600421	CEFX	600504	CEFX	600566
CEFX	600426	CEFX	600505	CEFX	600567
CEFX	600431	CEFX	600506	CEFX	600569
CEFX	600432	CEFX	600507	CEFX	600571
CEFX	600436	CEFX	600508	CEFX	600572
CEFX	600437	CEFX	600510	CEFX	600573
CEFX	600438	CEFX	600511	CEFX	600574
CEFX	600440	CEFX	600512	CEFX	600575
CEFX	600444	CEFX	600518	CEFX	600576
CEFX	600446	CEFX	600519	CEFX	600579
CEFX	600447	CEFX	600522	CEFX	600584
CEFX	600448	CEFX	600523	CEFX	600585
CEFX	600450	CEFX	600524	CEFX	600586
CEFX	600451	CEFX	600525	CEFX	600587
CEFX	600453	CEFX	600526	CEFX	600594
CEFX	600455	CEFX	600528	CEFX	600595
CEFX	600457	CEFX	600529	CEFX	600600
CEFX	600459	CEFX	600531	CEFX	600601
CEFX	600460	CEFX	600534	CEFX	600602
CEFX	600461	CEFX	600535	CEFX	600604
CEFX	600462	CEFX	600541	CEFX	600605
CEFX	600463	CEFX	600543	CEFX	600607
CEFX	600464	CEFX	600544		