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August 19, 2015

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 12, 2015, 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 45263
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Centre 6250 North River Road Rosemont, IL 60018

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

106 railcars within the series CRDX 13000 – CRDX 13299 as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Agreement.

Section Chief  
August 19, 2015  
Page 2

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

dated as of August 12, 2015

between

CHICAGO FREIGHT CAR LEASING CO.  
as Lessee,

and

FIFTH THIRD BANK,  
as Lessor

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on August \_\_, 2015, at \_\_\_\_:\_\_\_\_.M  
Recordation Number: \_\_\_\_\_

## **MEMORANDUM OF LEASE AGREEMENT**

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 12, 2015, 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 12, 2015, and Equipment Lease Schedule No. 1-A, thereto and incorporating the terms thereof, dated as of August 12, 2015 (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: Gerald Whitfield  
Name: \_\_\_\_\_  
Title: Gerald Whitfield, VP

STATE OF OHIO

)  
) ss.  
)

COUNTY OF HAMILTON

On this 12<sup>th</sup> day of August, 2015, before me appeared Gerald Whitfield the person who signed this instrument, who acknowledged that (s)he is the Vice President of FIFTH THIRD BANK and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]

Ellen J. Ratney  
Notary Public

My commission expires:

\_\_\_\_\_



Ellen J. Ratney  
Notary Public, State of Ohio  
My Commission Expires 02-20-2019

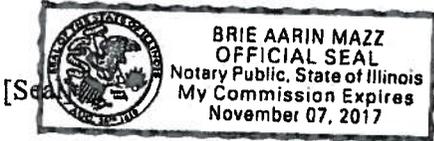
CHICAGO FREIGHT CAR LEASING CO.

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

STATE OF IL )  
 )  
COUNTY OF Lake )

ss.

On this 12 day of August, 2015, 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.



[Signature]  
Notary Public

My commission expires:

November 7, 2017

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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One Hundred Six (106) rail cars bearing reporting marks as follows:

CRDX 13000	CRDX 13115	CRDX 13263
CRDX 13001	CRDX 13116	CRDX 13264
CRDX 13002	CRDX 13134	CRDX 13265
CRDX 13003	CRDX 13135	CRDX 13266
CRDX 13005	CRDX 13149	CRDX 13267
CRDX 13019	CRDX 13156	CRDX 13268
CRDX 13021	CRDX 13160	CRDX 13269
CRDX 13024	CRDX 13164	CRDX 13272
CRDX 13025	CRDX 13165	CRDX 13273
CRDX 13026	CRDX 13169	CRDX 13274
CRDX 13032	CRDX 13171	CRDX 13275
CRDX 13036	CRDX 13179	CRDX 13276
CRDX 13040	CRDX 13196	CRDX 13277
CRDX 13041	CRDX 13206	CRDX 13278
CRDX 13044	CRDX 13207	CRDX 13279
CRDX 13045	CRDX 13208	CRDX 13280
CRDX 13048	CRDX 13214	CRDX 13281
CRDX 13059	CRDX 13217	CRDX 13282
CRDX 13060	CRDX 13228	CRDX 13283
CRDX 13066	CRDX 13229	CRDX 13284
CRDX 13068	CRDX 13232	CRDX 13285
CRDX 13071	CRDX 13233	CRDX 13287
CRDX 13072	CRDX 13236	CRDX 13288
CRDX 13074	CRDX 13247	CRDX 13289
CRDX 13075	CRDX 13250	CRDX 13290
CRDX 13076	CRDX 13251	CRDX 13291
CRDX 13080	CRDX 13252	CRDX 13292
CRDX 13082	CRDX 13253	CRDX 13293
CRDX 13084	CRDX 13254	CRDX 13294
CRDX 13092	CRDX 13255	CRDX 13295
CRDX 13095	CRDX 13256	CRDX 13296
CRDX 13097	CRDX 13257	CRDX 13297
CRDX 13101	CRDX 13259	CRDX 13298
CRDX 13103	CRDX 13260	CRDX 13299
CRDX 13106	CRDX 13261	
CRDX 13111	CRDX 13262	

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 19, 2015

  
\_\_\_\_\_  
Claire E. Murphy