

Tina Amico
VP, Contracts
CIT Rail



August 12, 2016

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

RECORDATION NO. 32284
FILED AUGUST 12, 2016 4:02 PM
SURFACE TRANSPORTATION BOARD

RE:IRRC02006L

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 July 6, 2016 to 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: Locomotives within the series Unit #9009 through Unit #9013 and 9025 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.
If you have any questions or concerns, please contact Krishana Wilkerson at 312.906.5921.

Best regards,

/s

Tina Amico
VP, Contracts
CIT Rail

Enclosure

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

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

Schedule A

<u>Quantity</u>	<u>Description</u>
6	SD90MAC, 6 axle 4,300 hp locomotives

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MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6 day of July, 2016, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive, Suite 2900, Chicago, Illinois 60606 (the "Lessor"), and THE INDIANA RAILROAD COMPANY, an Indiana corporation company, with an address at 8888 Keystone Crossing, Suite 1600, Indianapolis, IN 46240 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee are parties to that certain Master Net Locomotive Lease (the "Agreement") dated as of May 15, 2006. Pursuant to the Agreement, Lessor and Lessee entered into Schedule No. 06 thereto dated as of April 20, 2010 (as modified or amended by Amendment No. 01 dated as of September 11, 2010 and effective as of April 15, 2010, the "Schedule"; the Schedule and the Agreement to the extent relating to the Schedule, are hereinafter referred to as the "Lease") covering the equipment listed on Schedule A hereto (the "Equipment"), and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and 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: [Signature]
Name: KENNETH H. PIERSON
Title: SVP

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: [Signature]
Name: MICHAEL ENGEL
Title: SVP & CFO

Schedule A

<u>Quantity</u>	<u>Equipment Description</u>	<u>Reporting Marks and Numbers</u>
6	SD90MAC, 6 axle, 4,300hp, locomotive	INRD 9009 INRD 9010 INRD 9011 INRD 9012 INRD 9013 INRD 9025