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

February 26, 2016

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 Assignment of Lease Agreement, dated as of February 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 31865.

The names and addresses of the parties to the enclosed document are:

Assignor:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, OH 45263
Assignee:	The Huntington National Bank 105 East 4th Street Cincinnati, OH 43537
[Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North River Road, Suite 7000 Rosemont, IL 60018]

Section Chief
February 26, 2016
Page 2

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

88 covered hopper railcars within the series CRDX 13925 – CRDX 14129
as set forth in the attachment to the document..

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

Memorandum of Assignment of Lease Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

(Equipment Lease Schedule No. 1-B)

between

FIFTH THIRD BANK,
Assignor

and

THE HUNTINGTON NATIONAL BANK

Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2016 at ____:____.M
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT dated as of February 20, 2016, is made by and between FIFTH THIRD BANK, ("Assignor"), and THE HUNTINGTON NATIONAL BANK ("Assignee").

1. The Assignor, as lessor, has leased to Chicago Freight Car Leasing Co., as lessee ("Lessee"), the railcars identified on Exhibit A attached hereto (the "Railcars") under that certain Equipment Schedule No. 1-B (the "Schedule") to that certain Master Lease Agreement, each dated as of August 12, 2015 (the "Master Lease" and together with the Schedule and all riders, addenda, attachments and exhibits thereto, the "Lease"). A Memorandum of Lease Agreement as to the Lease and the Railcars was recorded with the Surface Transportation Board on August 19, 2015 under recordation Number 31865.

2. The Assignor, as assignor and Assignee, as assignee, are parties to a certain Specification of Assigned Interest dated as of the date hereof, pursuant to which the Assignor has assigned to Assignee the rights of "Lessor" under the Lease and with respect to the Railcars.

3. The parties hereto which to show for the public record this Memorandum of Assignment of Lease Agreement which may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease Agreement to be signed and sealed by their respective officers as of the date and year first above written.

Assignor:

FIFTH THIRD BANK

By: Randall Strong
Name: RANDALL C. STRONG
Title: Vice President

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 26th day of February, 2016, before me the subscriber personally appeared Randall Strong, who being by me duly sworn, did depose and say: that he is a vice president of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Natasha Givens
NOTARY PUBLIC

My Commission Expires: 5-18-16



Natasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016

[Lessor signature page]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment of Lease Agreement to be signed and sealed by their respective officers as of the date and year first above written.

Assignee:

THE HUNTINGTON NATIONAL BANK

By: Stephanie McDole
Name: Stephanie McDole
Title: Staff Officer

STATE OF Ohio)
) ss.:
COUNTY OF Hamilton)

On this 26 day of February, 2016, before me the subscriber personally appeared Stephanie McDole who being by me duly sworn, did depose and say: that (s)he is a Staff Officer of The Huntington National Bank, described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by order of the Board of Directors of said corporation.

Alexandra Dressman
NOTARY PUBLIC

My Commission Expires: N/A



ALEXANDRA DRESSMAN
Attorney at Law
Notary Public, State of Ohio
My Commission Expires: [unclear]
Date Section 147.03 O.R.C.

[Lessee signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

CARS IN OPERATION:

Manufacturer: National Steel Car and Thrall
 Description: C114 1996 covered hopper cars
 Quantity: 88 (87 National Steel) 1 (Thrall)
 Location: 425 North Martingale Road, Schaumburg, Cook County, IL 60173
 Rail Car Numbers:

CRDX 13925	CRDX 13960	CRDX 13990	CRDX 14071
CRDX 13927	CRDX 13961	CRDX 13991	CRDX 14075
CRDX 13928	CRDX 13963	CRDX 13992	CRDX 14081
CRDX 13929	CRDX 13964	CRDX 13994	CRDX 14082
CRDX 13930	CRDX 13966	CRDX 13995	CRDX 14086
CRDX 13931	CRDX 13968	CRDX 13998	CRDX 14090
CRDX 13932	CRDX 13969	CRDX 13999	CRDX 14092
CRDX 13933	CRDX 13970	CRDX 14001	CRDX 14094
CRDX 13934	CRDX 13971	CRDX 14006	CRDX 14097
CRDX 13935	CRDX 13972	CRDX 14007	CRDX 14100
CRDX 13936	CRDX 13973	CRDX 14011	CRDX 14102
CRDX 13937	CRDX 13974	CRDX 14015	CRDX 14104
CRDX 13938	CRDX 13975	CRDX 14017	CRDX 14129
CRDX 13939	CRDX 13977	CRDX 14024	
CRDX 13940	CRDX 13978	CRDX 14026	
CRDX 13943	CRDX 13979	CRDX 14030	
CRDX 13944	CRDX 13980	CRDX 14039	
CRDX 13945	CRDX 13981	CRDX 14042	
CRDX 13946	CRDX 13982	CRDX 14046	
CRDX 13947	CRDX 13983	CRDX 14048	
CRDX 13948	CRDX 13984	CRDX 14054	
CRDX 13949	CRDX 13985	CRDX 14055	
CRDX 13950	CRDX 13986	CRDX 14058	
CRDX 13952	CRDX 13988	CRDX 14059	
CRDX 13959	CRDX 13989	CRDX 14063	

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: February 26, 2016

Edward M. Luria

Edward M. Luria