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August 19, 2015

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of August 19, 2015. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

Chicago Freight Car Leasing Co.
6250 North River Road
Rosemont, IL 60018

A description of the equipment covered by the Memorandum of Lease Agreement consists of 35 covered hopper cars numbered CRDX 21212-21246, inclusive.

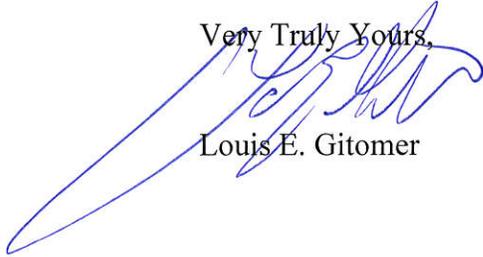
A fee of \$43.00 is enclosed. Please return one copy by email to:

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Ms. Cynthia T. Brown
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Chicago Freight Car Leasing Co., 6250 North River Road, Rosemont, IL 60018, covering 35 covered hopper cars numbered CRDX 21212-21246, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of August 19, 2015

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Chicago Freight Car Leasing Co.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2015, at ____:____ __.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 19, 2015 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Chicago Freight Car Leasing Co., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement dated as of August 19, 2015 and Schedule No. 1-D executed pursuant thereto dated as of August 19, 2015 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement 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]

EXHIBIT A TO MEMORANDUM OF LEASE DATED AUGUST 19, 2015

Thirty-Five (35) 2006 ARI Center Flow 3,256 c.f. 286K GRL, C112 Covered Hopper Cars

Car Type	Car Description	Cube Type	Car Initial	Car No.
C112	Cov. Hoppers	3256	CRDX	21212
C112	Cov. Hoppers	3256	CRDX	21213
C112	Cov. Hoppers	3256	CRDX	21214
C112	Cov. Hoppers	3256	CRDX	21215
C112	Cov. Hoppers	3256	CRDX	21216
C112	Cov. Hoppers	3256	CRDX	21217
C112	Cov. Hoppers	3256	CRDX	21218
C112	Cov. Hoppers	3256	CRDX	21219
C112	Cov. Hoppers	3256	CRDX	21220
C112	Cov. Hoppers	3256	CRDX	21221
C112	Cov. Hoppers	3256	CRDX	21222
C112	Cov. Hoppers	3256	CRDX	21223
C112	Cov. Hoppers	3256	CRDX	21224
C112	Cov. Hoppers	3256	CRDX	21225
C112	Cov. Hoppers	3256	CRDX	21226
C112	Cov. Hoppers	3256	CRDX	21227
C112	Cov. Hoppers	3256	CRDX	21228
C112	Cov. Hoppers	3256	CRDX	21229
C112	Cov. Hoppers	3256	CRDX	21230
C112	Cov. Hoppers	3256	CRDX	21231
C112	Cov. Hoppers	3256	CRDX	21232
C112	Cov. Hoppers	3256	CRDX	21233
C112	Cov. Hoppers	3256	CRDX	21234
C112	Cov. Hoppers	3256	CRDX	21235
C112	Cov. Hoppers	3256	CRDX	21236
C112	Cov. Hoppers	3256	CRDX	21237
C112	Cov. Hoppers	3256	CRDX	21238
C112	Cov. Hoppers	3256	CRDX	21239
C112	Cov. Hoppers	3256	CRDX	21240
C112	Cov. Hoppers	3256	CRDX	21241
C112	Cov. Hoppers	3256	CRDX	21242
C112	Cov. Hoppers	3256	CRDX	21243
C112	Cov. Hoppers	3256	CRDX	21244
C112	Cov. Hoppers	3256	CRDX	21245
C112	Cov. Hoppers	3256	CRDX	21246