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March 1, 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 Lease Agreement, dated as of February 26, 2016, 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 45202
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North River Road, Suite 7000 Rosemont, Illinois 60018

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

57 railcars within the series CRDX 11157 - CRDX 11432 as set forth in the attachment to the document

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

Memorandum of Lease Agreement.

Section Chief
March 1, 2016
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 blue ink, appearing to read "E. Luria", with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of FEBRUARY 26, 2016

between

CHICAGO FREIGHT CAR LEASING CO.
as Lessee,

and

FIFTH THIRD BANK,
as Lessor

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

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 26, 2016, 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 February 26, 2016, and Equipment Lease Schedule No. 2, thereto and incorporating the terms thereof, dated as of February 26, 2016 (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: Stephanie Wagner
Name: Stephanie Wagner
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 26 day of February, 2016, before me appeared Stephanie Wagner the person who signed this instrument, who acknowledged that (s)he is the _____ 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:
2-20, 19



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 Illinois
COUNTY OF Lake

us.

On this 25 day of February, 2016, 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.



Brie A. Mazz
Notary Public

My commission expires:
November 7, 2017

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Fifty-Seven (57) rail cars bearing reporting marks as follows:

CRDX 11157	CRDX 11211
CRDX 11163	CRDX 11212
CRDX 11176	CRDX 11213
CRDX 11178	CRDX 11214
CRDX 11179	CRDX 11215
CRDX 11180	CRDX 11216
CRDX 11181	CRDX 11217
CRDX 11182	CRDX 11218
CRDX 11183	CRDX 11220
CRDX 11184	CRDX 11223
CRDX 11185	CRDX 11224
CRDX 11186	CRDX 11225
CRDX 11189	CRDX 11242
CRDX 11190	CRDX 11263
CRDX 11191	CRDX 11266
CRDX 11192	CRDX 11268
CRDX 11193	CRDX 11270
CRDX 11195	CRDX 11275
CRDX 11200	CRDX 11281
CRDX 11201	CRDX 11283
CRDX 11202	CRDX 11287
CRDX 11203	CRDX 11289
CRDX 11204	CRDX 11290
CRDX 11205	CRDX 11293
CRDX 11206	CRDX 11297
CRDX 11207	CRDX 11419
CRDX 11208	CRDX 11427
CRDX 11209	CRDX 11432
CRDX 11210	

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: March 1, 2016

Edward M Luria

Edward M. Luria