

Tina Amico
VP, Contracts
CIT Rail



RECORDATION NO. 32085
FILED JANUARY 27, 2016 12:00 PM
SURFACE TRANSPORTATION BOARD

January 26, 2016

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

RE:RRSI03003L

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 December 5, 2015 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: Road & Rail Services, Inc.
4233 Bardstown Road, Suite 200
Louisville, KY 40218

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: Railcar series Car # 3176 as 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

MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LOCOMOTIVE LEASE AGREEMENT dated as of this 5 day of Dec, 2015, 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 ROAD & RAIL SERVICES, INC., a Kentucky corporation, with an address at 4233 Bardstown Road, Louisville, KY 402018 (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 Locomotive Lease Agreement (the "Agreement") dated as of Dec 5, 2015, and Schedule No. 03 thereto dated as of Dec 5, 2015 (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 Exhibit 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.

Lessor:
THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]
Name: KEVIN M. 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.

Lessee:
ROAD & RAIL SERVICES, INC.

By: [Signature]
Name: Robert C. Amicive
Title: Sr. VP

Schedule A

<u>Quantity</u>	<u>Description</u>
1	SD40-2, 3,000hp, 6axle, locomotive

Reporting Mark and Number

CEFX 3176