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August 19, 2015

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 August 12, 2015, 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 45263
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Centre 6250 North River Road Rosemont, IL 60018

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

88 railcars within the series CRDX 13925 – CRDX 14129 as more particularly set forth on the attachment to the document.

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

Memorandum of Lease Agreement.

Section Chief
August 19, 2015
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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 black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE AGREEMENT

dated as of August 12, 2015

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 August __, 2015, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 12, 2015, 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 August 12, 2015, and Equipment Lease Schedule No. 1-B, thereto and incorporating the terms thereof, dated as of August 12, 2015 (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: Gerald Whitfield
Name: _____
Title: Gerald Whitfield, vp

STATE OF OHIO

)
) ss.
)

COUNTY OF HAMILTON

On this 12th day of August, 2015, before me appeared Gerald Whitfield the person who signed this instrument, who acknowledged that (s)he is the Vice President 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:



Ellen J. Ratney
Notary Public, State of Ohio
My Commission Expires 02-20-2019

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Eighty-Eight (88) rail cars bearing reporting marks as follows:

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

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: August 19, 2015



Claire E. Murphy