

LAW OFFICES OF
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October 22, 2013

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 Schedule No. 011, a primary document, dated as of October 22, 2013. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Schedule No. 011 are:

Lessor:

CBI Equipment Finance, Inc., f/k/a CBI Leasing, Inc.
9100 Centre Pointe Drive, Suite 120
West Chester, OH 45069

Lessee:

The Mennel Milling Company
128 W Crocker Street
Fostoria OH 44830

A description of the equipment covered by the Memorandum of Lease Schedule No. 011 consists of 20 covered hopper cars numbered CIC 2000, 2001, 2003-2008, inclusive, 2010, 2017, 2022, 2046, 2048, 2056, 2058, 2060, 2065, 2083, 2085, and 2098.

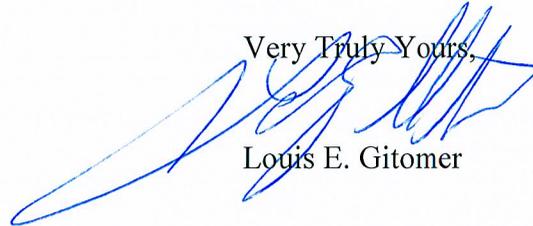
A fee of \$44.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

Ms. Cynthia T. Brown
October 22, 2013
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A short summary of the document to appear in the index follows: a Memorandum of Lease Schedule No. 011 between CBI Equipment Finance, Inc., f/k/a CBI Leasing, Inc., 9100 Centre Pointe Drive, Suite 120, West Chester, OH 45069, and The Mennel Milling Company, 128 W Crocker Street, Fostoria OH 44830, covering 20 covered hopper cars numbered CIC 2000, 2001, 2003-2008, inclusive, 2010, 2017, 2022, 2046, 2048, 2056, 2058, 2060, 2065, 2083, 2085, and 2098.

Very Truly Yours,



Louis E. Gitomer

Enclosure

**MEMORANDUM OF
LEASE SCHEDULE NO. 011
TO MASTER LEASE AGREEMENT NO. 263**

Memorandum of Lease Schedule No. 011 to Master Lease Agreement No. 263 (the "Lease"), dated March 7, 2005, by and between CBI Equipment Finance, Inc., f/k/a CBI Leasing, Inc., as lessor, (the "Lessor"), and The Mennel Milling Company, as lessee (the "Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Schedule No. 011 to Master Lease Agreement No. 263 dated March 7, 2005, whereby Lessor agrees to lease to Lessee, and Lessee agrees to lease from Lessor in accordance with the terms and conditions set forth in the Lease, the Equipment described on Exhibit A and attached hereto and made a part hereof. Any reference to "Lease" shall mean Master Lease Agreement No. 263, Lease Schedule No. 011 and all Rider(s), Addenda, Amendment(s), or Supplement(s) thereto, if any.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of 22 day of Oct. 2013.

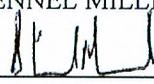
CBI EQUIPMENT FINANCE, INC.

By: 

Name: DENNIS J. DUNWOODIE
~~SENIOR VICE PRESIDENT~~

Title: ASSET MANAGEMENT
~~CBI EQUIPMENT FINANCE INC.~~

THE MENNEL MILLING COMPANY

By: 

Name: D. Ford Mennel

Title: President

Exhibit A

263-011

The Mennel Milling Company

Equipment Location:

320 Findlay St.

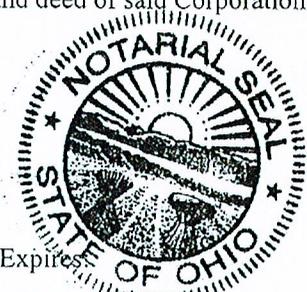
Fostoria, OH 44830

Hancock County

| <u>InvoiceNum</u> | <u>PO No.</u> | <u>VendorName</u> | <u>Mfg.</u> | <u>Qty</u> | <u>Description</u> | <u>Serial No.</u> |
|-------------------|---------------|----------------------------|-------------|------------|---|-------------------|
| 2915 | | Rail Trusts Equipment Inc. | Thrall Car | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2008 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2010 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2017 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2022 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2046 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2048 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2056 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2058 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2060 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2065 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2083 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2085 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2098 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2000 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2001 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2003 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2004 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2005 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2006 |
| | | | | 1 | C114 Covered Hopper, Used 1994, 110-Ton 286,000 lb. GRL, 5150 cu. ft., CF5150 | CIC 2007 |

STATE OF)
) ss:
COUNTY OF)

On this 22ND day of OCTOBER 2013, before me personally appeared DENNIS DUNWOODIE to me personally known, who being by me duly sworn, says that he/she is SENIOR VICE PRES. of CBI EQUIPMENT FINANCE, INC., a Missouri corporation (the "Corporation"), that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.



[Notarial Seal]

My Commission Expires

MOLLY K. FREEMAN
Notary Public, State of Ohio
My Commission Expires 04-11-2018

Molly Freeman
Notary Public

STATE OF OHIO)
) ss:
COUNTY OF SENECA)

On this 21 day of October 2013, before me personally appeared D Ford Mennel, to me personally known, who being by me duly sworn, says that he is President of THE MENNEL MILLING COMPANY, an Ohio corporation (the "Corporation") that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said Corporation.

Sarah Nicholson
Notary Public

[Notarial Seal]

My Commission Expires:



SARAH NICHOLSON
NOTARY PUBLIC
STATE OF OHIO
Comm. Expires
11/27/2016
Recorded In
Hancock County