

LAW OFFICES OF
LOUIS E. GITOMER, LLC.

LOUIS E. GITOMER
Lou@lgrailaw.com

MELANIE B. YASBIN
Melanie@lgrailaw.com
410-296-2225

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

November 20, 2014

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 November 20, 2014. 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:

BMO Harris Equipment Finance Company
770 N Water Street, 8th Floor
Milwaukee, WI 53202

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 219 covered hopper cars numbered CRDX 21137, 21139, 21141, 21142, 21143, 21144, 21146, 21147, 21150, 21151, 21152, 21155, 21157, 21172, 21173, 21175, 21178, 21180, 21181, 21182, 21185, 21186, 21190, 21192, 21193, 21194, 21197, 21199, 21203, 21210, 21211, 21247-21258, inclusive, 21260-21266, inclusive, 21273, 21277, 21280, 21283, 21294-21299, inclusive, 21301, 21302, 21308-21311, inclusive, 21313-21319, inclusive, 21321-21325, inclusive, 21327-21344, inclusive, 21346-21396, inclusive, and 21975-22046, inclusive.

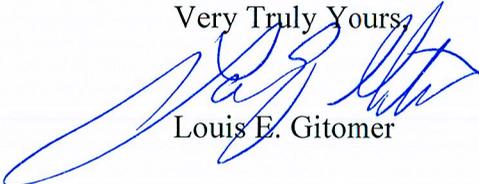
Ms. Cynthia T. Brown
November 20, 2014
Page 2

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

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between BMO Harris Equipment Finance Company, 770 N Water Street, 8th Floor, Milwaukee, WI 53202, and Chicago Freight Car Leasing Co., 6250 North River Road, Rosemont, IL 60018, covering 219 covered hopper cars numbered CRDX 21137, 21139, 21141, 21142, 21143, 21144, 21146, 21147, 21150, 21151, 21152, 21155, 21157, 21172, 21173, 21175, 21178, 21180, 21181, 21182, 21185, 21186, 21190, 21192, 21193, 21194, 21197, 21199, 21203, 21210, 21211, 21247-21258, inclusive, 21260-21266, inclusive, 21273, 21277, 21280, 21283, 21294-21299, inclusive, 21301, 21302, 21308-21311, inclusive, 21313-21319, inclusive, 21321-21325, inclusive, 21327-21344, inclusive, 21346-21396, inclusive, and 21975-22046, inclusive.

Very Truly Yours,


Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of November 20, 2014

between

CHICAGO FREIGHT CAR LEASING CO.,
as Lessee,

and

BMO HARRIS EQUIPMENT FINANCE COMPANY,
as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of November 20, 2014, by and between BMO HARRIS EQUIPMENT FINANCE COMPANY ("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 November 20, 2014 (the "Agreement"), and Equipment Lease Schedules Nos. 1-A, 1-B and 1-C thereto and incorporating the terms thereof, dated as of November 20, 2014 (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.

[Signature pages follow.]

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.

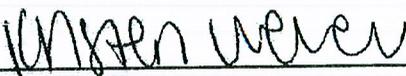
BMO HARRIS EQUIPMENT FINANCE COMPANY

By: 
Name: Julie Griffin
Title: Vice President

STATE OF WISCONSIN)
COUNTY OF Milwaukee) ss.

On this 19TH day of November, 2014, before me appeared Julie Griffin, the person who signed this instrument, who acknowledged that (s)he is the Vice President of BMO HARRIS EQUIPMENT FINANCE COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My commission expires:

October 12, 2018

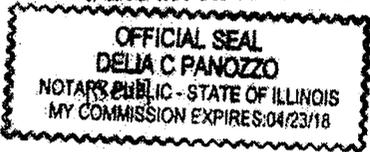
**KRISTEN WEBER
NOTARY PUBLIC
STATE OF WISCONSIN**

CHICAGO FREIGHT CAR LEASING CO.

By: Jay Wilensky
Name: Jay Wilensky
Title: VP Credit & Finance

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 6th day of November, 2014, before me appeared JAY WILENSKY the person who signed this instrument, who acknowledged that (s)he is the VP CREDIT FINANCE 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.



Delia C. Panozzo
Notary Public

My commission expires:

4-23 2018

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	22022	C112	3281	1	2011
CRDX	22023	C112	3281	1	2011
CRDX	22024	C112	3281	1	2011
CRDX	22025	C112	3281	1	2011
CRDX	22026	C112	3281	1	2011
CRDX	22027	C112	3281	1	2011
CRDX	22028	C112	3281	1	2011
CRDX	22029	C112	3281	1	2011
CRDX	22030	C112	3281	1	2011
CRDX	22031	C112	3281	1	2011
CRDX	22032	C112	3281	1	2011
CRDX	22033	C112	3281	1	2011
CRDX	22034	C112	3281	1	2011
CRDX	22035	C112	3281	1	2011
CRDX	22036	C112	3281	1	2011
CRDX	22037	C112	3281	1	2011
CRDX	22038	C112	3281	1	2011
CRDX	22039	C112	3281	1	2011
CRDX	22040	C112	3281	1	2011
CRDX	22041	C112	3281	1	2011
CRDX	22042	C112	3281	1	2011
CRDX	22043	C112	3281	1	2011
CRDX	22044	C112	3281	1	2011
CRDX	22045	C112	3281	1	2011
CRDX	22046	C112	3281	1	2011
CRDX	21975	C112	3281	1	2011
CRDX	21976	C112	3281	1	2011
CRDX	21977	C112	3281	1	2011
CRDX	21978	C112	3281	1	2011
CRDX	21979	C112	3281	1	2011
CRDX	21980	C112	3281	1	2011
CRDX	21981	C112	3281	1	2011
CRDX	21982	C112	3281	1	2011
CRDX	21983	C112	3281	1	2011
CRDX	21984	C112	3281	1	2011
CRDX	21985	C112	3281	1	2011
CRDX	21986	C112	3281	1	2011

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	21987	C112	3281	1	2011
CRDX	21988	C112	3281	1	2011
CRDX	21989	C112	3281	1	2011
CRDX	21990	C112	3281	1	2011
CRDX	21991	C112	3281	1	2011
CRDX	21992	C112	3281	1	2011
CRDX	21993	C112	3281	1	2011
CRDX	21994	C112	3281	1	2011
CRDX	21995	C112	3281	1	2011
CRDX	21996	C112	3281	1	2011
CRDX	21997	C112	3281	1	2011
CRDX	21998	C112	3281	1	2011
CRDX	21999	C112	3281	1	2011
CRDX	22000	C112	3281	1	2011
CRDX	22001	C112	3281	1	2011
CRDX	22002	C112	3281	1	2011
CRDX	22003	C112	3281	1	2011
CRDX	22004	C112	3281	1	2011
CRDX	22005	C112	3281	1	2011
CRDX	22006	C112	3281	1	2011
CRDX	22007	C112	3281	1	2011
CRDX	22008	C112	3281	1	2011
CRDX	22009	C112	3281	1	2011
CRDX	22010	C112	3281	1	2011
CRDX	22011	C112	3281	1	2011
CRDX	22012	C112	3281	1	2011
CRDX	22013	C112	3281	1	2011
CRDX	22014	C112	3281	1	2011
CRDX	22015	C112	3281	1	2011
CRDX	22016	C112	3281	1	2011
CRDX	22017	C112	3281	1	2011
CRDX	22018	C112	3281	1	2011
CRDX	22019	C112	3281	1	2011
CRDX	22020	C112	3281	1	2011
CRDX	22021	C112	3281	1	2011
CRDX	21266	C112	3281	1	2007
CRDX	21273	C112	3281	1	2007
CRDX	21277	C112	3281	1	2007
CRDX	21280	C112	3281	1	2007
CRDX	21283	C112	3281	1	2007
CRDX	21294	C112	3281	1	2007
CRDX	21295	C112	3281	1	2007
CRDX	21296	C112	3281	1	2007
CRDX	21297	C112	3281	1	2007
CRDX	21298	C112	3281	1	2007

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	21299	C112	3281	1	2007
CRDX	21301	C112	3281	1	2007
CRDX	21302	C112	3281	1	2007
CRDX	21308	C112	3281	1	2007
CRDX	21309	C112	3281	1	2007
CRDX	21310	C112	3281	1	2007
CRDX	21311	C112	3281	1	2007
CRDX	21313	C112	3281	1	2007
CRDX	21314	C112	3281	1	2007
CRDX	21315	C112	3281	1	2007
CRDX	21316	C112	3281	1	2007
CRDX	21317	C112	3281	1	2007
CRDX	21318	C112	3281	1	2007
CRDX	21319	C112	3281	1	2007
CRDX	21321	C112	3281	1	2007
CRDX	21322	C112	3281	1	2007
CRDX	21323	C112	3281	1	2007
CRDX	21324	C112	3281	1	2007
CRDX	21325	C112	3281	1	2007
CRDX	21327	C112	3281	1	2007
CRDX	21328	C112	3281	1	2007
CRDX	21329	C112	3281	1	2007
CRDX	21330	C112	3281	1	2007
CRDX	21331	C112	3281	1	2007
CRDX	21332	C112	3281	1	2007
CRDX	21333	C112	3281	1	2007
CRDX	21334	C112	3281	1	2007
CRDX	21335	C112	3281	1	2007
CRDX	21336	C112	3281	1	2007
CRDX	21337	C112	3281	1	2007
CRDX	21338	C112	3281	1	2007
CRDX	21339	C112	3281	1	2007
CRDX	21340	C112	3281	1	2007
CRDX	21341	C112	3281	1	2007
CRDX	21342	C112	3281	1	2007
CRDX	21343	C112	3281	1	2007
CRDX	21344	C112	3281	1	2007
CRDX	21346	C112	3281	1	2007
CRDX	21347	C112	3281	1	2007
CRDX	21348	C112	3281	1	2007
CRDX	21349	C112	3281	1	2007
CRDX	21350	C112	3281	1	2007
CRDX	21351	C112	3281	1	2007
CRDX	21352	C112	3281	1	2007
CRDX	21353	C112	3281	1	2007
CRDX	21354	C112	3281	1	2007

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	21355	C112	3281	1	2007
CRDX	21356	C112	3281	1	2007
CRDX	21357	C112	3281	1	2007
CRDX	21358	C112	3281	1	2007
CRDX	21359	C112	3281	1	2007
CRDX	21360	C112	3281	1	2007
CRDX	21361	C112	3281	1	2007
CRDX	21362	C112	3281	1	2007
CRDX	21363	C112	3281	1	2007
CRDX	21364	C112	3281	1	2007
CRDX	21365	C112	3281	1	2007
CRDX	21366	C112	3281	1	2007
CRDX	21367	C112	3281	1	2007
CRDX	21368	C112	3281	1	2007
CRDX	21369	C112	3281	1	2007
CRDX	21370	C112	3281	1	2007
CRDX	21371	C112	3281	1	2007
CRDX	21372	C112	3281	1	2007
CRDX	21373	C112	3281	1	2007
CRDX	21374	C112	3281	1	2007
CRDX	21375	C112	3281	1	2007
CRDX	21376	C112	3281	1	2007
CRDX	21377	C112	3281	1	2007
CRDX	21378	C112	3281	1	2007
CRDX	21379	C112	3281	1	2007
CRDX	21380	C112	3281	1	2007
CRDX	21381	C112	3281	1	2007
CRDX	21382	C112	3281	1	2007
CRDX	21383	C112	3281	1	2007
CRDX	21384	C112	3281	1	2007
CRDX	21385	C112	3281	1	2007
CRDX	21386	C112	3281	1	2007
CRDX	21387	C112	3281	1	2007
CRDX	21388	C112	3281	1	2007
CRDX	21389	C112	3281	1	2007
CRDX	21390	C112	3281	1	2007
CRDX	21391	C112	3281	1	2007
CRDX	21392	C112	3281	1	2007
CRDX	21393	C112	3281	1	2007
CRDX	21394	C112	3281	1	2007
CRDX	21395	C112	3281	1	2007
CRDX	21396	C112	3281	1	2007
CRDX	21137	C112	3256	1	2005
CRDX	21139	C112	3256	1	2005

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	21141	C112	3256	1	2005
CRDX	21142	C112	3256	1	2005
CRDX	21143	C112	3256	1	2005
CRDX	21144	C112	3256	1	2005
CRDX	21146	C112	3256	1	2005
CRDX	21147	C112	3256	1	2005
CRDX	21150	C112	3256	1	2005
CRDX	21151	C112	3256	1	2005
CRDX	21152	C112	3256	1	2005
CRDX	21155	C112	3256	1	2005
CRDX	21157	C112	3256	1	2005
CRDX	21172	C112	3256	1	2005
CRDX	21173	C112	3256	1	2005
CRDX	21175	C112	3256	1	2005
CRDX	21178	C112	3256	1	2005
CRDX	21180	C112	3256	1	2005
CRDX	21181	C112	3256	1	2005
CRDX	21182	C112	3256	1	2005
CRDX	21185	C112	3256	1	2005
CRDX	21186	C112	3256	1	2005
CRDX	21190	C112	3256	1	2005
CRDX	21192	C112	3256	1	2005
CRDX	21193	C112	3256	1	2005
CRDX	21194	C112	3256	1	2005
CRDX	21197	C112	3256	1	2005
CRDX	21199	C112	3256	1	2005
CRDX	21203	C112	3256	1	2005
CRDX	21210	C112	3256	1	2005
CRDX	21211	C112	3256	1	2005
CRDX	21247	C112	3281	1	2007
CRDX	21248	C112	3281	1	2007
CRDX	21249	C112	3281	1	2007
CRDX	21250	C112	3281	1	2007
CRDX	21251	C112	3281	1	2007
CRDX	21252	C112	3281	1	2007
CRDX	21253	C112	3281	1	2007
CRDX	21254	C112	3281	1	2007
CRDX	21255	C112	3281	1	2007

Car Initial	Car#	Car Type	Cube Type	Tranche	Build Year
CRDX	21256	C112	3281	1	2007
CRDX	21257	C112	3281	1	2007
CRDX	21258	C112	3281	1	2007
CRDX	21260	C112	3281	1	2007
CRDX	21261	C112	3281	1	2007
CRDX	21262	C112	3281	1	2007
CRDX	21263	C112	3281	1	2007
CRDX	21264	C112	3281	1	2007
CRDX	21265	C112	3281	1	2007