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April 1, 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 April 1, 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:

Banc of America Leasing and Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

The Indiana Rail Road Company  
8888 Keystone Crossing, Suite 1600  
Indianapolis, IN 46240

A description of the equipment covered by the Memorandum of Lease Agreement consists of nine ballast cars numbered INRD 105, and 114-121, inclusive.

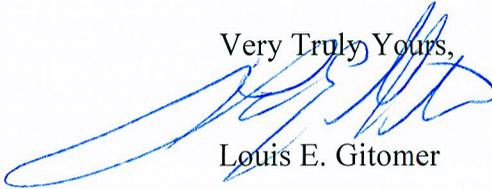
Ms. Cynthia T. Brown  
April 1, 2014  
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A fee of \$44.00 is enclosed. Please return one copy by email to:

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

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and The Indiana Rail Road Company 8888 Keystone Crossing, Suite 1600, Indianapolis, IN 46240, covering nine ballast cars numbered INRD 105, and 114-121, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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MEMORANDUM OF LEASE AGREEMENT

Dated as of APRIL 1, 2014

between

BANC OF AMERICA LEASING & CAPITAL, LLC,  
as Lessor

and

THE INDIANA RAIL ROAD COMPANY,  
as Lessee

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Filed with the Surface Transportation Board pursuant to  
49 U.S.C. § 11301 on \_\_\_\_\_, 2014, at \_\_\_\_:\_\_\_\_.M  
Recordation Number \_\_\_\_\_

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 1, 2014, is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and The Indiana Rail Road Company, and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Net Leasing Agreement No. 24664-99000 dated as of August 8, 2014 and Schedule No. 002 executed pursuant thereto dated as of April 1, 2014, (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]



IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Debtor:

THE INDIANA RAIL ROAD COMPANY

By: [Signature]

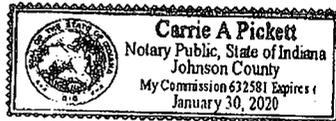
Name: MICHAEL ENGEL

Title: SVP & CFO

STATE OF IN )

) SS.:

COUNTY OF Johnson )



On this 31<sup>st</sup> day of MARCH, 2014, before me the subscriber personally appeared Michael Engel, who being by me duly sworn, did depose and say: that (s)he is the executive fin officer of IN Railroad the corporation described in and which executed the foregoing instrument and that (s)he signed his/her name thereto by their own free act on behalf of said corporation.

[Signature]  
NOTARY PUBLIC

My Commission Expires: 1/30/2020

EXHIBIT "A"

The Indiana Rail Road Company  
24664-99000-002

**Nine (9) 1973 Built Ballast Cars equipped with AggreGates:**

<u>Old Number</u>	<u>New Number</u>
1) AC 8330	INRD 105
2) AC 8331	INRD 114
3) AC 8332	INRD 115
4) AC 8333	INRD 116
5) AC 8334	INRD 117
6) AC 8336	INRD 118
7) AC 8337	INRD 119
8) AC 8338	INRD 120
9) AC 8339	INRD 121