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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

February 26, 2016

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 Assignment of Lease Agreement, dated as of February 26, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement previously filed with the Board under Recordation Number 31864.

The names and addresses of the parties to the enclosed document are:

Assignor:	Fifth Third Bank 38 Fountain Square Plaza Cincinnati, OH 45263
Assignee:	The Huntington National Bank 105 East 4th Street Cincinnati, OH 43537
[Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North River Road, Suite 7000 Rosemont, IL 60018]

Section Chief
February 26, 2016
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A description of the equipment covered by the enclosed document is:

106 covered hopper railcars within the series CRDX 13000 – CRDX 13299 as set forth in the attachment to the document..

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

Memorandum of Assignment of Lease Agreement.

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,



Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

(Equipment Lease Schedule No. 1-A)

between

FIFTH THIRD BANK,
Assignor

and

THE HUNTINGTON NATIONAL BANK

Assignee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2016 at ____:____.M
Recordation Number _____

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT dated as of February 26, 2016, is made by and between FIFTH THIRD BANK, ("Assignor"), and THE HUNTINGTON NATIONAL BANK ("Assignee").

1. The Assignor, as lessor, has leased to Chicago Freight Car Leasing Co., as lessee ("Lessee"), the railcars identified on Exhibit A attached hereto (the "Railcars") under that certain Equipment Schedule No. 1-A (the "Schedule") to that certain Master Lease Agreement, each dated as of August 12, 2015 (the "Master Lease" and together with the Schedule and all riders, addenda, attachments and exhibits thereto, the "Lease"). A Memorandum of Lease Agreement as to the Lease and the Railcars was recorded with the Surface Transportation Board on August 19, 2015 under recordation Number 31864.

2. The Assignor, as assignor and Assignee, as assignee, are parties to a certain Specification of Assigned Interest dated as of the date hereof, pursuant to which the Assignor has assigned to Assignee the rights of "Lessor" under the Lease and with respect to the Railcars.

3. The parties hereto wish to show for the public record this Memorandum of Assignment of Lease Agreement which 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 Memorandum of Assignment of Lease Agreement to be signed and sealed by their respective officers as of the date and year first above written.

Assignor:

FIFTH THIRD BANK

By: Randall Strong
Name: RANDALL C. STRONG
Title: Vice President

STATE OF OHIO)
) ss.:
COUNTY OF HAMILTON)

On this 26th day of February, 2016, before me the subscriber personally appeared Randall Strong, who being by me duly sworn, did depose and say: that he is a Vice president of FIFTH THIRD BANK the corporation described in and which executed the foregoing instrument and that he signed his name thereto by order of the Board of Directors of said corporation.

Natasha Givens
NOTARY PUBLIC

My Commission Expires: 5-18-16



Natasha Givens
Notary Public, State of Ohio
My Commission Expires 05-18-2016

[Lessor signature page]

EXHIBIT A
EQUIPMENT DESCRIPTION

CARS IN OPERATION:

Manufacturer: Thrall
 Description: C114 1995 covered hopper cars
 Quantity: 106
 Location: 425 North Martingale Road, Schaumburg, Cook County, IL, 60173

Rail Car Numbers:

CRDX 13000	CRDX 13076	CRDX 13207	CRDX 13266	CRDX 13294
CRDX 13001	CRDX 13080	CRDX 13208	CRDX 13267	CRDX 13295
CRDX 13002	CRDX 13082	CRDX 13214	CRDX 13268	CRDX 13296
CRDX 13003	CRDX 13084	CRDX 13217	CRDX 13269	CRDX 13297
CRDX 13005	CRDX 13092	CRDX 13228	CRDX 13272	CRDX 13298
CRDX 13019	CRDX 13095	CRDX 13229	CRDX 13273	CRDX 13299
CRDX 13021	CRDX 13097	CRDX 13232	CRDX 13274	
CRDX 13024	CRDX 13101	CRDX 13233	CRDX 13275	
CRDX 13025	CRDX 13103	CRDX 13236	CRDX 13276	
CRDX 13026	CRDX 13106	CRDX 13247	CRDX 13277	
CRDX 13032	CRDX 13111	CRDX 13250	CRDX 13278	
CRDX 13036	CRDX 13115	CRDX 13251	CRDX 13279	
CRDX 13040	CRDX 13116	CRDX 13252	CRDX 13280	
CRDX 13041	CRDX 13134	CRDX 13253	CRDX 13281	
CRDX 13044	CRDX 13135	CRDX 13254	CRDX 13282	
CRDX 13045	CRDX 13149	CRDX 13255	CRDX 13283	
CRDX 13048	CRDX 13156	CRDX 13256	CRDX 13284	
CRDX 13059	CRDX 13160	CRDX 13257	CRDX 13285	
CRDX 13060	CRDX 13164	CRDX 13259	CRDX 13287	
CRDX 13066	CRDX 13165	CRDX 13260	CRDX 13288	
CRDX 13068	CRDX 13169	CRDX 13261	CRDX 13289	
CRDX 13071	CRDX 13171	CRDX 13262	CRDX 13290	
CRDX 13072	CRDX 13179	CRDX 13263	CRDX 13291	
CRDX 13074	CRDX 13196	CRDX 13264	CRDX 13292	
CRDX 13075	CRDX 13206	CRDX 13265	CRDX 13293	

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: February 26, 2016

Edward M. Luria

Edward M. Luria