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March 1, 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 Lease Agreement, dated as of February 26, 2016, 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 45202
Lessee:	Chicago Freight Car Leasing Co. One O'Hare Center 6250 North River Road, Suite 7000 Rosemont, Illinois 60018

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

45 railcars within the series CRDX 11000 - CRDX 11153 as set forth in the attachment to the document

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

Memorandum of Lease Agreement.

Section Chief
March 1, 2016
Page 2

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 LEASE AGREEMENT

dated as of FEBRUARY 26, 2016

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 _____, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 26, 2016, 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 February 26, 2016, and Equipment Lease Schedule No. 1, thereto and incorporating the terms thereof, dated as of February 26, 2016 (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]

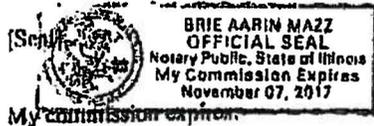
CHICAGO FREIGHT CAR LEASING CO.

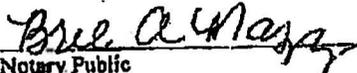
By: 
Name: Luke Lukens
Title: Chief Financial Officer

STATE OF Illinois
COUNTY OF LaSalle

SS.

On this 25 day of February, 2016, before me appeared Luke Lukens the person who signed this instrument, who acknowledged that (s)he is the CEO 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.




Notary Public

My commission expires
November 7, 2017

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: SWagner
Name: Stephanie Wagner
Title: Vice President

STATE OF OHIO)
) ss.
COUNTY OF HAMILTON)

On this 26 day of February, 2016, before me appeared Stephanie Wagner 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:
2-20, 19



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

Forty-Five (45) rail cars bearing reporting marks as follows:

CRDX 11000	CRDX 11031
CRDX 11001	CRDX 11032
CRDX 11002	CRDX 11034
CRDX 11004	CRDX 11035
CRDX 11005	CRDX 11036
CRDX 11006	CRDX 11039
CRDX 11009	CRDX 11042
CRDX 11010	CRDX 11064
CRDX 11011	CRDX 11067
CRDX 11012	CRDX 11071
CRDX 11014	CRDX 11079
CRDX 11015	CRDX 11087
CRDX 11016	CRDX 11109
CRDX 11017	CRDX 11110
CRDX 11019	CRDX 11111
CRDX 11020	CRDX 11112
CRDX 11022	CRDX 11126
CRDX 11024	CRDX 11134
CRDX 11025	CRDX 11141
CRDX 11026	CRDX 11150
CRDX 11027	CRDX 11152
CRDX 11028	CRDX 11153
CRDX 11030	

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: March 1, 2016

Edward M Luria

Edward M. Luria