

RECORDATION NO 30194 FILED
April 26, 2012 05:25 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

April 26, 2012

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, dated as of April 26, 2012, 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: PNC Equipment Finance, LLC
Two PNC Plaza
620 Liberty Square Avenue
Pittsburgh, PA 15265

Lessee: Chicago Freight Car Leasing Co.
6250 N River Rd # 7000
Rosemont, IL 60018

Chief, Section of Administration
April 26, 2012
Page 2

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

42 railcars: CRDX 21880 - CRDX 21921.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a checkmark to the left of the name.

✓ Edward M. Luria

EML/sem
Enclosures

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is intended to evidence the Master Lease Agreement dated as of April 26, 2012 and Schedule 1 thereto dated as of April 26, 2012 (collectively the "Lease") by PNC Equipment Finance, LLC, a Delaware limited liability company ("Lessor") and Chicago Freight Car Leasing Co., a Delaware corporation ("Lessee") for 42 railcars as more completely described on Exhibit "A" hereto.

This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C. Section 11301 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act.

This Memorandum of Lease may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute a single instrument.

CHICAGO FRIEGHT CAR LEASING, CO.,
Lessee

By: [Signature]

Name: LUKE LUKENS

Title: CFO

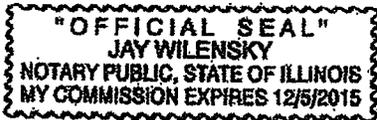
State of Illinois)
County of COOK

SS:

On this 2nd day of April, 2012, personally appeared Luke Lukens, to me personally known, who being duly sworn, stated that he/she is the CFO of Chicago Freight Car Leasing, Co., that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledge that the execution of the foregoing instrument was the free act and deed of said company.

[Signature]
Notary Public

My Commission expires:



IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Lease to be executed by a duly authorized officer as of the day and year first above written.

PNC EQUIPMENT FINANCE, LLC,

Lessor

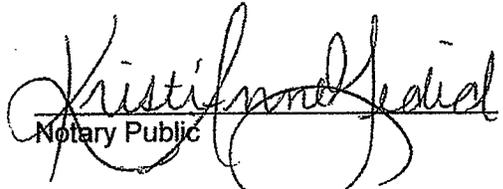
By: 

Name: Cheree F. Kurela
Vice President

Title: _____

State of Pennsylvania)
County of Allegheny) SS:

On this 26th day of April, 2012, personally appeared Cheree F. Kurela, to me personally known, who being duly sworn, stated that he/she is the Vice President of PNC Equipment Finance, LLC, that said instrument was signed on behalf of said company by the authority of its board of directors, and he/she acknowledge that the execution of the foregoing instrument was the free act and deed of said company.


Notary Public

My Commission expires:

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Kristi Anne Gedid, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Nov. 15, 2015
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Exhibit A

CRDX
Car No.

21880
21881
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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: 4/26/12

Edward M Luria
Edward M. Luria