

RECORDATION NO 30197 FILED
April 27, 2012 02:48 PM
SURFACE TRANSPORTATION BOARD
LAW OFFICES OF
LOUIS E. GITOMER, LLC.

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April 27, 2012

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 27, 2012. 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 & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

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 53 covered hopper cars numbered CRDX 21922-21974, inclusive.

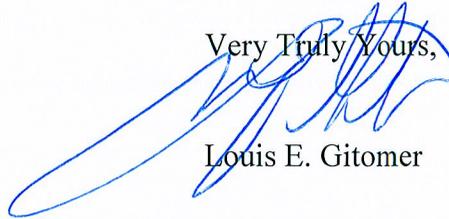
A fee of \$41.00 is enclosed. Please return one copy by email to:

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

Ms. Cynthia T. Brown
April 27, 2012
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Chicago Freight Car Leasing Co., 6250 North River Road, Rosemont, IL 60018, covering 53 covered hopper cars numbered CRDX 21922-21974, inclusive.

Very Truly Yours,

A handwritten signature in blue ink, appearing to read 'L. Gitomer', is written over the text 'Very Truly Yours,'.

Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of April 27, 2012

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

Chicago Freight Car Leasing Co.,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on _____, 2010, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of April 27, 2012 is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and Chicago Freight Car Leasing Co., and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Master Lease Agreement dated as of April 27, 2012 and Schedule No. 1-B executed pursuant thereto dated as of April 27, 2012 (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.

Lessor:

BANC OF AMERICA LEASING &
CAPITAL, LLC

By: 
Name: **Ruth Mandel**
Title: **Vice President**

STATE OF GEORGIA)

COUNTY OF Gwinnett) ss.:
)

On this 25 day of April, 2012, before me the subscriber personally appeared Ruth Mandel, who being by me duly sworn, did depose and say: that (s)he is the Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC the Delaware limited liability company 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.


NOTARY PUBLIC

My Commission Expires:

GAIL C BEALL
NOTARY PUBLIC
Gwinnett County - State of Georgia
My Comm. Expires Mar. 20, 2013

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.

Lessee:

Chicago Freight Car Leasing Co.

By: 

Name: Luke Lukens

Title: Chief Financial Officer

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this ²⁷ day of April, 2012, before me the subscriber personally appeared Luke Lukens, who being by me duly sworn, did depose and say: that he is the Chief Financial Officer of Chicago Freight Car Leasing Co. the corporation described in and which executed the foregoing instrument and that he signed his name thereto by their own free act on behalf of said corporation.


NOTARY PUBLIC

My Commission Expires:

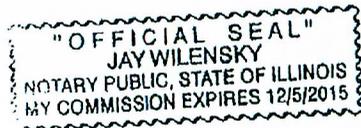


EXHIBIT A TO
MEMORANDUM OF LEASE AGREEMENT
DATED AS OF APRIL 17, 2012

Description of Cars: Fifty-Three (53) Trinity Rail 3,281 Cubic Foot Covered Hopper
Car Nos:

CRDX 21922	CRDX 21940	CRDX 21958
CRDX 21923	CRDX 21941	CRDX 21959
CRDX 21924	CRDX 21942	CRDX 21960
CRDX 21925	CRDX 21943	CRDX 21961
CRDX 21926	CRDX 21944	CRDX 21962
CRDX 21927	CRDX 21945	CRDX 21963
CRDX 21928	CRDX 21946	CRDX 21964
CRDX 21929	CRDX 21947	CRDX 21965
CRDX 21930	CRDX 21948	CRDX 21966
CRDX 21931	CRDX 21949	CRDX 21967
CRDX 21932	CRDX 21950	CRDX 21968
CRDX 21933	CRDX 21951	CRDX 21969
CRDX 21934	CRDX 21952	CRDX 21970
CRDX 21935	CRDX 21953	CRDX 21971
CRDX 21936	CRDX 21954	CRDX 21972
CRDX 21937	CRDX 21955	CRDX 21973
CRDX 21938	CRDX 21956	CRDX 21974
CRDX 21939	CRDX 21957	