

RECORDATION NO 30888
FILED
August 09, 2013 12:28 PM
LAW OFFICES OF
SURFACE TRANSPORTATION BOARD
LOUIS E. GITOMER, LLC.

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August 9, 2013

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 August 8, 2013. 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 13 ballast cars numbered INRD 100-104, inclusive, and 106-113, inclusive.

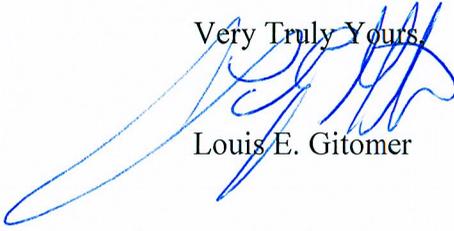
Ms. Cynthia T. Brown
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A fee of \$42.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgraillaw.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 13 ballast cars numbered INRD 100-104, inclusive, and 106-113, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO 30888

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

Dated as of August 8, 2013

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

THE INDIANA RAIL ROAD COMPANY,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on August _____, 2013, at ____:____.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of August 8, 2013, 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, 2013 and Schedule No. 001 executed pursuant thereto dated as of August 8, 2013, (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 INDIANA)
) ss.:
COUNTY OF MARION)

On this 8th day of AUGUST, ~~2010~~ ²⁰¹³, before me the subscriber personally appeared MICHAEL ENGEL, who being by me duly sworn, did depose and say: that (s)he is the SVP AND CFO of INDIANA RAIL ROAD 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:

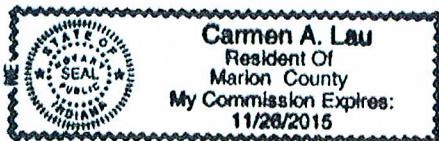


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF AUGUST 8, 2013

Thirteen (13) 1978-80 Ballast Cars:

<u>Old Number</u>	<u>New Number</u>
1) SPEX 511	INRD 100
2) SPEX 512	INRD 101
3) SPEX 615	INRD 102
4) SPEX 616	INRD 103
5) SPEX 617	INRD 104
6) SPEX 618	INRD 106
7) SPEX 619	INRD 107
8) SPEX 620	INRD 108
9) SPEX 621	INRD 109
10) SPEX 622	INRD 110
11) SPEX 623	INRD 111
12) SPEX 624	INRD 112
13) SPEX 625	INRD 113