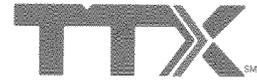


233928



March 4, 2013

Ms. Lucille Marvin
Office of Public Assistance, Government
Affairs & Compliance
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423



Re: Finance Docket No. 27590, TTX Company, et al

Dear Ms. Marvin,

I enclose for filing with your office, a copy of Supplement No. 226 to the Form A Car Contract.

Supplement No. 226 amends the Form A Car Contract and will provide carriers more flexibility in obtaining equipment. Supplement No. 226 will be effective March 1, 2013 and continue until otherwise modified or terminated.

Copies of this letter and Supplement have been enclosed. Please stamp the acknowledgment copy with the filing date return it to the messenger.

Sincerely,

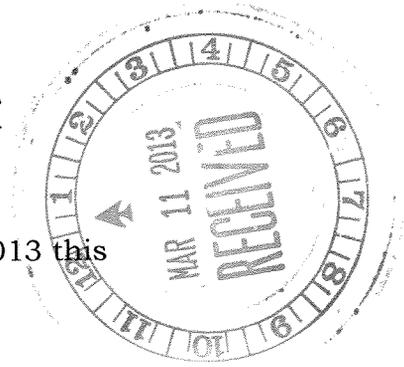
Anne Treadway
Assistant General Counsel
312.984.2662

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MAR 11 2013
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SUPPLEMENT NO. 226
TO
TTX COMPANY FORM A CAR CONTRACT

(Effective March 1, 2013)

Pursuant to action taken by the TTX Board of Directors on February 28, 2013 this Supplement No. 226 amends the Form A Car Contract.



INTERMODAL ENTITLEMENT SWAPS

Overview

Carriers currently request both increases and decreases to their existing Entitlement for a specific Intermodal Fleet Segment whereby the outcome, or fulfillment, of such requests is both independent of and not conditional on the outcome of another request for a different Fleet Segment. The purpose of this Supplement is to provide Carriers the flexibility to request a decrease in one Intermodal Fleet Segment on the condition that the requesting Carrier simultaneously receives its desired increase (or a stated minimum of said increase if it is willing to accept partial fulfillment) in another Intermodal Fleet Segment; i.e. an Entitlement Swap.

Definitions

Entitlement Swap (Swap) – Carrier’s offer to voluntarily reduce its Entitlement (in platforms) for Intermodal Fleet Segment (A) on the condition it simultaneously gains its minimum requested amount of platforms in Intermodal Fleet Segment (B) from another Carrier(s) seeking to gain Entitlement in Fleet Segment (A).

Fleet segments:

- 1) DTTX40 – any double-stack with a well length < 53’
- 2) DTTX53 – any double-stack with a well length ≥ 53’
- 3) Conventional (CONV) – any TTX Intermodal railcar other than a double-stack.

Carrier – Railroad participant to TTX Intermodal distribution and Entitlement rules defined in TTX Form A Car Contract, as supplemented.

- a) Offering Carrier – Carrier which submitted the Swap offer.
- b) Participating Carrier – Carrier agreeing to partake in Offering Carrier’s Swap.

Entitlement – Carrier’s share of TTX Intermodal equipment calculated separately for the Fleet Segments of DTTX 40’, DTTX 53’, and Conventional. Entitlement may be stated as a percent or a number of Platforms of the total distributable fleet.

Entitlement Objective (objective) – A Carrier’s stated need for platforms, expressed as an “Increase”, “Decrease”, or “Maintain” objective.

Platform (equipment) – An intermodal railcar, or portion of such railcar, capable of carrying one trailer or container at least forty (40) feet long, or two containers at least twenty (20) feet long.

Entitlement Swap Process

- 1) A Carrier must first send TTX a written request (e-mail, etc.) describing the Swap, including:
 - a. The Intermodal Fleet Segment it wishes to decrease its Entitlement in and by how many platforms (Fleet Segment A).
 - b. The Fleet Segment it wishes to increase its Entitlement in and by how many platforms (Fleet Segment B).
 - c. If it is willing to accept partial fulfillment of its increase request and the minimum number of platforms needed to qualify for partial fulfillment (see Example #7).
 - d. An expiration date and time. To keep the process fluid, the expiration date can be no longer than 10 business days from the date the offer to Swap was submitted.
- 2) The number of platforms the Offering Carrier is willing to swap between Fleet Segments does not have to equal; i.e. the exchange proposed by the Offering Carrier does not have to happen on a one-for-one platform basis. The Offering Carrier can offer a higher, or lower, number of platforms from its Entitlement of Intermodal Fleet Segment (A) in exchange for its requested number of platforms from Fleet Segment (B).
- 3) TTX will then send all Carriers a notice (i.e. e-mail) outlining the details of the Swap. Such notice will not include whether the Offering Carrier is willing to accept partial fulfillment so as to not detract from its Entitlement change objective.
- 4) If a Carrier elects to participate in a Swap, it must respond to TTX in writing and provide the following:
 - a. The number of platforms it will contribute to the Offering Carrier's increase request, not to exceed the number of platforms the Offering Carrier is seeking as an increase. See example #2: Participating Carriers 4 & 5 cannot offer more than 1,000 platforms of Fleet Segment (B) since that is the amount Carrier 1 (the Offering Carrier) is seeking as an increase in Fleet Segment (B).
 - b. The number of platforms it wishes to receive in exchange from the Offering Carrier's decrease request, ranging from zero and not to exceed the amount it will contribute or the amount of the Offering Carrier's decrease request.
- 5) TTX will provide updates to the Offering Carrier on the quantity of platforms Participating Carriers are willing to exchange. In order to maintain the integrity of the process, TTX will not publish the identity of either the Offering or Participating Carriers until after a Swap offer has been accepted and fully met.
- 6) The Offering Carrier cannot amend the terms of the Swap once it is published to the other Carriers. Rather, the Offering Carrier has the right to withdraw the Swap offer any time prior to its expiration.
- 7) The Offering Carrier cannot pre-arrange or choose which Carriers will participate in its offer to swap.
- 8) Participating Carriers have the right to withdraw their participation prior to a Swap's expiration.

- 9) If the conditions of a Swap are met by the first Carrier to commit to participate, the Swap offer will remain open until its expiration to provide other Carriers a chance to participate.
- 10) If multiple Carriers participate in the Swap offer and the aggregate number of platforms those Carriers are contributing in exchange exceeds the Offering Carrier's increase request, TTX will apportion the offered platforms between the Participating Carriers based on the percentage of platforms each Participating Carrier provides against the total provided. In other words, Participating Carriers will only receive partial fulfillment of their request (see Example #2).
- 11) If a Participating Carrier elects not to receive any platforms in exchange for its contribution, TTX will:
 - a. Deduct its contribution from the total provided and apply all its contributed platforms first to the Offering Carrier's increase request.
 - b. Fulfill the residual balance proportionally between the remaining Participating Carriers (see Examples #5 & #6, Adjusted Percentage).
- 12) If the minimum terms of the Offering Carrier's increase request are met upon expiration, Swaps will be considered binding for both the Offering and Participating Carriers unless all parties involved agree to withdraw their participation. Implementation will occur by the next monthly Entitlement cycle, or as near as practical to the next monthly cycle.
- 13) If the minimum terms of the Offering Carrier's increase request are not met by Participating Carriers by the offer's expiration, the Swap offer will be cancelled and TTX will notify all Carriers accordingly.

The following examples illustrate the potential division of platforms under various scenarios. Figures are expressed in platforms.

<u>Example 1</u>	<u>Offering Carrier</u>	<u>Participating Carriers</u>				<u>Total</u>	
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	1,000	Offers to decrease Entitlement in Fleet Segment (B) by:	250	400	50	300	1,000
Wants to increase Entitlement in Fleet Segment (B) by:	1,000	Will increase its Entitlement in Fleet Segment (A) and decrease Fleet Segment (B) by:	250	400	50	300	1,000
<u>Example 2</u>	<u>Offering Carrier</u>	<u>Participating Carriers</u>				<u>Total</u>	
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	1,000	Offers to decrease Entitlement in Fleet Segment (B) by:	200	300	1,000	1,000	2,500
Wants to increase Entitlement in Fleet Segment (B) by:	1,000	Percent of total offered by Participating Carriers	8.0%	12.0%	40.0%	40.0%	100.0%
		Will increase its Entitlement in Fleet Segment (A) and decrease Fleet Segment (B) by:	80	120	400	400	1,000
<u>Example 3</u>	<u>Offering Carrier</u>	<u>Participating Carriers</u>				<u>Total</u>	
	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	800	Offers to decrease Entitlement in Fleet Segment (B) by:	200	250	300	1,000	1,750
Wants to increase Entitlement in Fleet Segment (B) by:	1,000	Percent of total offered by Participating Carriers	11.4%	14.3%	17.1%	57.1%	100.0%
		Will increase its Entitlement in Fleet Segment (A) by:	91	114	137	457	800
		Will decrease its Entitlement in Fleet Segment (B) by:	114	143	171	571	1,000

Example 4	Offering Carrier <u>1</u>	Participating Carriers					Total
		<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	1,000	100	200	400	800	1,500	
Wants to increase Entitlement in Fleet Segment (B) by:	800	6.7%	13.3%	26.7%	53.3%	100.0%	
		Will increase its Entitlement in Fleet Segment (A) by:	67	133	267	533	1,000
		Will decrease its Entitlement in Fleet Segment (B) by:	53	107	213	427	800
Example 5	Offering Carrier <u>1</u>	Participating Carriers					Total
		<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	1,200	100	200	400	700	1,400	
Wants to increase Entitlement in Fleet Segment (B) by:	800	100	200	0	700	1,000	
		Adjusted Percentage	10.0%	20.0%	0.0%	70.0%	100.0%
		Will increase its Entitlement in Fleet Segment (A) by:	100	200	0	700	1,000
		Will decrease its Entitlement in Fleet Segment (B) by:	40	80	400	280	800
Example 6	Offering Carrier <u>1</u>	Participating Carriers					Total
		<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	400	50	100	200	400	750	
Wants to increase Entitlement in Fleet Segment (B) by:	500	0	0	100	400	500	
		Adjusted Percentage	0.0%	0.0%	20.0%	80.0%	100.0%
		Will increase its Entitlement in Fleet Segment (A) by:	0	0	80	320	400
		Will decrease its Entitlement in Fleet Segment (B) by:	50	100	70	280	500
Example 7 - Partial Fulfillment	Offering Carrier <u>1</u>	Participating Carriers					Total
		<u>2</u>	<u>3</u>	<u>4</u>	<u>5</u>		
Offers to decrease Entitlement in Fleet Segment (A) by:	500	50	100	200	50	400	
Wants to increase Entitlement in Fleet Segment (B) by:	500	0	100	200	50	350	
Will accept at a minimum an increase in Entitlement in Fleet Segment (B) of:	400	0.0%	28.6%	57.1%	14.3%	100.0%	
		Will increase its Entitlement in Fleet Segment (A) by:	0	100	200	50	350
		Will decrease its Entitlement in Fleet Segment (B) by:	50	100	200	50	400