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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 13, 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, dated as of December 18, 2015, 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/Secured Party: Everbank Commercial Finance, Inc.
10 Waterview Boulevard
Parsippany, NJ 07054

Debtor/Assignor: TTX Company
101 North Wacker Drive
Chicago, IL 60606

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

224 intermodal well cars within the series DTTX 888236 – DTTX 888474
as more particularly set forth on the attachment to the document.

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

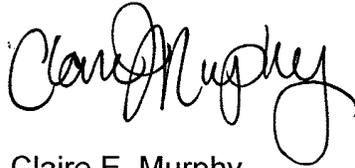
Memorandum of Lease.

Section Chief
January 13, 2016
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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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

MEMORANDUM OF LEASE

This MEMORANDUM OF LEASE, dated December 18, 2015, is made by and between EVERBANK COMMERCIAL FINANCE, INC., a Delaware corporation, as lessor ("Lessor"), successor by assignment from GATX Corporation and TTX COMPANY, a Delaware corporation ("Lessee") and relates to that certain Schedule No. 2 to Master Net Railcar Lease dated as of March 16, 2012 ("Schedule No. 2) incorporating the provisions of that certain Master Net Railcar Lease dated as of March 16, 2012 between Lessor and Lessee (the "Master Lease" and Schedule No. 2 incorporating the Master Lease, the "Lease").

WHEREAS, Lessor and Lessee have entered into the Lease under which Lessor has leased the railroad equipment listed on Schedule 1 hereto (the "Equipment");

and

WHEREAS, the parties desire to provide notice of the Lease; and

WHEREAS, this Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such Memorandum.

IN WITNESS WHEREOF, each of the undersigned have caused this Memorandum to be duly executed by their respective, duly authorized officers on the date first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessee by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TTX COMPANY

By: 
Name: Victoria A. Dudley
Title: VP, CFO and Treasurer

I certify that I hold the title set forth below, that this instrument was signed on behalf of Lessor by authority of its Authorized Person and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

EVERBANK COMMERCIAL FINANCE, INC.

By: 
Name: Sondra Rowland
Title: Vice President

Schedule 1

Description of Rail Cars

RAILCAR DESCRIPTION:

224 – 53’ 3-Platform Intermodal Well Cars

CAR MARKS AND NUMBERS:

	Car Number		Car Number		Car Number		Car Number
1	DTTX888236	29	DTTX888264	57	DTTX888293	85	DTTX888321
2	DTTX888237	30	DTTX888265	58	DTTX888294	86	DTTX888322
3	DTTX888238	31	DTTX888266	59	DTTX888295	87	DTTX888323
4	DTTX888239	32	DTTX888267	60	DTTX888296	88	DTTX888324
5	DTTX888240	33	DTTX888268	61	DTTX888297	89	DTTX888325
6	DTTX888241	34	DTTX888269	62	DTTX888298	90	DTTX888326
7	DTTX888242	35	DTTX888270	63	DTTX888299	91	DTTX888327
8	DTTX888243	36	DTTX888271	64	DTTX888300	92	DTTX888328
9	DTTX888244	37	DTTX888272	65	DTTX888301	93	DTTX888329
10	DTTX888245	38	DTTX888273	66	DTTX888302	94	DTTX888330
11	DTTX888246	39	DTTX888274	67	DTTX888303	95	DTTX888331
12	DTTX888247	40	DTTX888275	68	DTTX888304	96	DTTX888332
13	DTTX888248	41	DTTX888276	69	DTTX888305	97	DTTX888333
14	DTTX888249	42	DTTX888277	70	DTTX888306	98	DTTX888334
15	DTTX888250	43	DTTX888278	71	DTTX888307	99	DTTX888335
16	DTTX888251	44	DTTX888279	72	DTTX888308	100	DTTX888336
17	DTTX888252	45	DTTX888281	73	DTTX888309	101	DTTX888337
18	DTTX888253	46	DTTX888282	74	DTTX888310	102	DTTX888338
19	DTTX888254	47	DTTX888283	75	DTTX888311	103	DTTX888339
20	DTTX888255	48	DTTX888284	76	DTTX888312	104	DTTX888340
21	DTTX888256	49	DTTX888285	77	DTTX888313	105	DTTX888341
22	DTTX888257	50	DTTX888286	78	DTTX888314	106	DTTX888342
23	DTTX888258	51	DTTX888287	79	DTTX888315	107	DTTX888343
24	DTTX888259	52	DTTX888288	80	DTTX888316	108	DTTX888344
25	DTTX888260	53	DTTX888289	81	DTTX888317	109	DTTX888345
26	DTTX888261	54	DTTX888290	82	DTTX888318	110	DTTX888346
27	DTTX888262	55	DTTX888291	83	DTTX888319	111	DTTX888347
28	DTTX888263	56	DTTX888292	84	DTTX888320	112	DTTX888348

	Car Number		Car Number		Car Number		Car Number
113	DTTX888349	141	DTTX888374	169	DTTX888405	197	DTTX888447
114	DTTX888350	142	DTTX888375	170	DTTX888406	198	DTTX888448
115	DTTX888351	143	DTTX888376	171	DTTX888407	199	DTTX888449
116	DTTX888352	144	DTTX888377	172	DTTX888408	200	DTTX888450
117	DTTX888353	145	DTTX888378	173	DTTX888409	201	DTTX888451
118	DTTX888354	146	DTTX888379	174	DTTX888410	202	DTTX888452
119	DTTX888355	147	DTTX888380	175	DTTX888411	203	DTTX888453
120	DTTX888356	148	DTTX888381	176	DTTX888412	204	DTTX888454
121	DTTX888357	149	DTTX888382	177	DTTX888413	205	DTTX888455
122	DTTX888358	150	DTTX888383	178	DTTX888414	206	DTTX888456
123	DTTX888359	151	DTTX888384	179	DTTX888415	207	DTTX888457
124	DTTX888360	152	DTTX888385	180	DTTX888416	208	DTTX888458
125	DTTX888361	153	DTTX888386	181	DTTX888417	209	DTTX888459
126	DTTX888362	154	DTTX888387	182	DTTX888418	210	DTTX888460
127	DTTX888363	155	DTTX888388	183	DTTX888419	211	DTTX888461
128	DTTX888364	156	DTTX888389	184	DTTX888420	212	DTTX888462
129	DTTX888365	157	DTTX888390	185	DTTX888421	213	DTTX888463
130	DTTX888366	158	DTTX888391	186	DTTX888436	214	DTTX888464
131	DTTX888367	159	DTTX888392	187	DTTX888437	215	DTTX888465
132	DTTX888368	160	DTTX888393	188	DTTX888438	216	DTTX888466
133	DTTX888369	161	DTTX888394	189	DTTX888439	217	DTTX888467
134	DTTX888370	162	DTTX888395	190	DTTX888440	218	DTTX888468
135	DTTX888371	163	DTTX888396	191	DTTX888441	219	DTTX888469
136	DTTX888372	164	DTTX888397	192	DTTX888442	220	DTTX888470
137	DTTX888373	165	DTTX888398	193	DTTX888443	221	DTTX888471
138	DTTX888374	166	DTTX888399	194	DTTX888444	222	DTTX888472
139	DTTX888375	167	DTTX888400	195	DTTX888445	223	DTTX888473
140	DTTX888376	168	DTTX888401	196	DTTX888446	224	DTTX888474

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: January 13, 2016



Claire E. Murphy