

GREENBRIER
MANAGEMENT SERVICES

Greenbrier Management Services, LLC

One Centerpointe Drive Suite 400
Lake Oswego Oregon 97035
503 684 7000 Fax 503 968 4383

February 12, 2014

VIA FEDERAL EXPRESS

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

RECORDATION NO. 31087
FEB 19 '14 -3 25 PM
SURFACE TRANSPORTATION BOARD

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are two (2) originals and three (3) photocopies of a Memorandum of Schedule No. 1 dated as of March 26, 2012 to Master Net Railcar Lease dated as of March 26, 2012, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a check for \$44 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

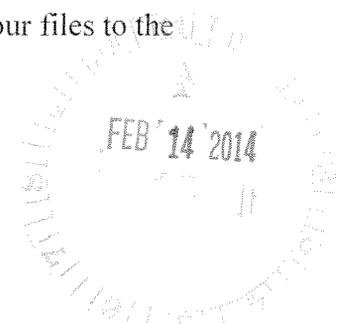
Lessor: WL Ross-Greenbrier Rail I LLC
c/o Greenbrier Management Services, LLC
One Centerpointe Drive, Suite 400
Lake Oswego, Oregon 97035

Lessee: TTX Company
101 North Wacker Drive
Chicago, IL 60606

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

One hundred four (104) 60-foot Plate F boxcars marked and numbered as more particularly described in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.



Section Chief
Surface Transportation Board
February 12, 2014
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement for Schedule No. 1.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,
As Manager for WL Ross-Greenbrier Rail I LLC



Sheri Clarke Grether
Senior Paralegal

SCG:ms
Enclosures

cc: Edward M. Luria, Esq.



FEB 19 '14 -3 25 PM

MEMORANDUM OF SCHEDULE NO. 1 TO NET RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM is between WL ROSS-GREENBRIER RAIL I LLC, a Delaware limited liability company (the "Lessor") and TTX COMPANY, a Delaware corporation (the "Lessee") and together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Parties have entered into that certain Master Net Railcar Lease dated as of March 26, 2012, and that certain Schedule No. 1 thereto dated as of March 26, 2012 (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Net Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written.

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

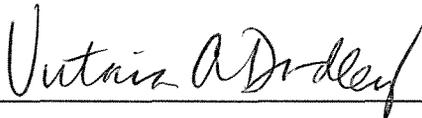
WL ROSS-GREENBRIER RAIL I LLC

By:  _____

Title: Vice President

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

TTX COMPANY

By:  _____

Title: Vice President, CFO and Treasurer

EXHIBIT A

One hundred four (104) 60-foot, 286,000 lbs. GRL, Plate F boxcars with double 8-foot plug doors, built in 2002 and 2003, and marked and numbered as follows:

Prior Initial	Prior Number	New Initial	New Number	Prior Initial	Prior Number	New Initial	New Number
AOK	354615	TBOX	889269	AOK	354675	TBOX	889295
AOK	354619	TBOX	889270	AOK	354678	TBOX	889296
AOK	354621	TBOX	889271	AOK	354679	TBOX	889297
AOK	354623	TBOX	889272	AOK	354682	TBOX	889298
AOK	354626	TBOX	889273	AOK	354685	TBOX	889299
AOK	354627	TBOX	889274	AOK	354687	TBOX	889300
AOK	354632	TBOX	889276	AOK	354689	TBOX	889301
AOK	354636	TBOX	889277	AOK	354691	TBOX	889302
AOK	354637	TBOX	889278	AOK	354696	TBOX	889303
AOK	354638	TBOX	889279	AOK	354710	TBOX	889304
AOK	354641	TBOX	889280	AOK	354716	TBOX	889305
AOK	354643	TBOX	889281	AOK	354718	TBOX	889306
AOK	354649	TBOX	889282	AOK	354719	TBOX	889307
AOK	354655	TBOX	889283	AOK	354720	TBOX	889308
AOK	354660	TBOX	889284	AOK	354726	TBOX	889309
AOK	354661	TBOX	889285	AOK	354727	TBOX	889310
AOK	354662	TBOX	889286	AOK	354731	TBOX	889311
AOK	354663	TBOX	889287	AOK	354734	TBOX	889312
AOK	354665	TBOX	889288	AOK	354736	TBOX	889313
AOK	354666	TBOX	889289	AOK	354743	TBOX	889314
AOK	354668	TBOX	889290	AOK	354748	TBOX	889315
AOK	354670	TBOX	889291	AOK	354751	TBOX	889316
AOK	354671	TBOX	889292	AOK	354752	TBOX	889317
AOK	354673	TBOX	889293	AOK	354753	TBOX	889318
AOK	354674	TBOX	889294	AOK	354758	TBOX	889319

[list continues on following page]

Prior Initial	Prior Number	New Initial	New Number	Prior Initial	Prior Number	New Initial	New Number
AOK	354763	TBOX	889320	AOK	354820	TBOX	889347
AOK	354766	TBOX	889321	AOK	354821	TBOX	889348
AOK	354767	TBOX	889322	AOK	354825	TBOX	889349
AOK	354768	TBOX	889323	AOK	354830	TBOX	889350
AOK	354769	TBOX	889324	AOK	354832	TBOX	889351
AOK	354772	TBOX	889325	AOK	354836	TBOX	889352
AOK	354774	TBOX	889326	AOK	354838	TBOX	889353
AOK	354778	TBOX	889327	AOK	354849	TBOX	889354
AOK	354779	TBOX	889328	AOK	354851	TBOX	889355
AOK	354783	TBOX	889329	AOK	354866	TBOX	889356
AOK	354786	TBOX	889330	AOK	354869	TBOX	889357
AOK	354787	TBOX	889331	AOK	354875	TBOX	889358
AOK	354790	TBOX	889332	AOK	354879	TBOX	889359
AOK	354791	TBOX	889333	AOK	354884	TBOX	889360
AOK	354792	TBOX	889334	AOK	354885	TBOX	889361
AOK	354793	TBOX	889335	AOK	354889	TBOX	889362
AOK	354795	TBOX	889336	AOK	354904	TBOX	889363
AOK	354798	TBOX	889337	AOK	354917	TBOX	889364
AOK	354800	TBOX	889338	AOK	354933	TBOX	889365
AOK	354804	TBOX	889339	AOK	354938	TBOX	889366
AOK	354805	TBOX	889340	AOK	354945	TBOX	889367
AOK	354806	TBOX	889341	AOK	354949	TBOX	889368
AOK	354810	TBOX	889342	AOK	354950	TBOX	889369
AOK	354811	TBOX	889343	AOK	354955	TBOX	889370
AOK	354814	TBOX	889344	AOK	354966	TBOX	889371
AOK	354818	TBOX	889345	AOK	354988	TBOX	889372
AOK	354819	TBOX	889346	AOK	354994	TBOX	889373
						Total	104 Cars