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FEB 8 2005
RECEIVED

February 8, 2005

Matthew H. Kaiser
202-585-6912

RECORDATION NO. 25445 FILED

FEB 08 '05 12-17 PM

SURFACE TRANSPORTATION BOARD

Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Dear Secretary Williams:

I am the attorney for Siemens Financial Services, Inc. one of the parties described below. I have enclosed one original and one certified true copy of the document described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease of Railroad Equipment, a primary document, entered into as of December 27, 2004.

The names and addresses of the parties to the document are as follows:

Lessee:	TTX Company 101 N. Wacker Drive, 10th Floor Chicago, IL 60606
Lessor:	Siemens Financial Services, Inc. 170 Wood Avenue Iselin, New Jersey 08830

A description of the equipment covered by the document follows:

> One thousand nine hundred thirty-eight (1938) railcars bearing the road marks and numbers as listed on Exhibit A attached hereto.

A fee of $32 is enclosed. Please return a file-stamped copy to me at the address on this letterhead.

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

> Memorandum of Lease of Railroad Equipment entered into as of December 27, 2004, between TTX Company and Siemens Financial Services, Inc., covering one thousand

nine hundred thirty-eight (1938) railcars bearing the road marks and numbers as listed on Exhibit A attached hereto.

Thank you for your attention to this matter.

Very truly yours,

Thompson Coburn LLP

Matthew H. Kaiser

By
Matthew H. Kaiser

Enclosures

3056458

EXHIBIT A

Car Initial	Car Numbers
ABOX	51818 - 51821
ABOX	51823 - 51830
ABOX	51832 - 51849
ABOX	51852 - 51857
ABOX	51859 - 51860
ABOX	51863 - 51869
ABOX	51873 - 51874
ABOX	51876 - 51878
ABOX	51880 - 51896
ABOX	51898 - 51919
ABOX	51921 - 51923
ABOX	51925 - 51930
ABOX	51932 - 51961
ABOX	51963
ABOX	51965 - 51967
ABOX	51970 - 51981
ABOX	51984 - 52002
ABOX	52004 - 52011
ABOX	52013 - 52024
ABOX	52026 - 52063
ABOX	52065 - 52071
ABOX	52073 - 52076
ABOX	52078 - 52096
ABOX	52098 - 52106
ABOX	52108
ABOX	52110 - 52127
ABOX	52129 - 52134
ABOX	52136 - 52158
ABOX	52160 - 52183
ABOX	52185 - 52188
ABOX	52190 - 52209
RBOX	31855 - 31882
RBOX	31884 - 31893
RBOX	31895 - 31897
RBOX	31899 - 31932
RBOX	31934 - 31938
RBOX	31940 - 32019
RBOX	32021 - 32022
RBOX	32024 - 32058
RBOX	32060 - 32067
RBOX	32069 - 32076
RBOX	32078 - 32103
RBOX	32105 - 32107
RBOX	32450 - 32469
RBOX	32471 - 32483
RBOX	32485 - 32491
RBOX	32493 - 32504
RBOX	32506
RBOX	32508 - 32519

EXHIBIT A

Car Initial	Car Numbers
RBOX	32521 - 32527
RBOX	32529 - 32538
RBOX	32540 - 32543
RBOX	32546 - 32550
RBOX	32552 - 32560
RBOX	32562 - 32563
RBOX	32565 - 32575
RBOX	32577
RBOX	32579 - 32595
RBOX	32597 - 32642
RBOX	32644
RBOX	32646 - 32680
RBOX	32682 - 32700
RBOX	32702 - 32717
RBOX	32720 - 32721
RBOX	32723 - 32726
RBOX	32728 - 32731
RBOX	32733 - 32740
RBOX	32743 - 32754
RBOX	32756 - 32791
RBOX	32793 - 32809
RBOX	32811 - 32812
RBOX	32814 - 32828
RBOX	32830 - 32841
RBOX	32843 - 32849
RBOX	32918 - 32928
RBOX	32930 - 32977
RBOX	32979 - 32981
RBOX	32983
RBOX	32985 - 33008
RBOX	33011 - 33017
RBOX	33020 - 33037
RBOX	33039 - 33062
RBOX	33065 - 33087
RBOX	33089 - 33102
RBOX	33104
RBOX	33106 - 33108
RBOX	33110 - 33126
RBOX	33128 - 33132
RBOX	33134
RBOX	33136 - 33138
RBOX	33140 - 33164
RBOX	33167 - 33173
RBOX	33175 - 33188
RBOX	33190 - 33191
RBOX	33193 - 33194
RBOX	33196 - 33202
RBOX	33204 - 33221
RBOX	33223 - 33226

EXHIBIT A

Car Initial	Car Numbers
RBOX	33228 - 33238
RBOX	33240 - 33244
RBOX	33246 - 33247
RBOX	33249 - 33268
RBOX	33270 - 33278
RBOX	33280 - 33283
RBOX	33285
RBOX	33287 - 33290
RBOX	33292 - 33305
RBOX	33307 - 33315
RBOX	33317 - 33326
RBOX	33328 - 33338
RBOX	33340 - 33354
RBOX	33356 - 33360
RBOX	33362 - 33363
RBOX	33365 - 33370
RBOX	33373 - 33387
RBOX	33389 - 33403
RBOX	33405 - 33413
RBOX	33415 - 33422
RBOX	33424 - 33456
RBOX	33458 - 33467
RBOX	33469 - 33478
RBOX	33480 - 33507
RBOX	33509 - 33526
RBOX	33528 - 33530
RBOX	33532 - 33543
RBOX	33548 - 33550
RBOX	33552
RBOX	34243 - 34259
RBOX	34261 - 34267
RBOX	34269 - 34276
RBOX	34278 - 34299
RBOX	34301 - 34311
RBOX	34313 - 34321
RBOX	34323 - 34335
RBOX	34338 - 34356
RBOX	34358 - 34366
RBOX	34368 - 34392
RBOX	34394 - 34431
RBOX	34433 - 34436
RBOX	34438 - 34470
RBOX	34472 - 34483
RBOX	34485 - 34495
RBOX	34497 - 34501
RBOX	34503 - 34510
RBOX	34512
RBOX	34514 - 34527
RBOX	34529 - 34561

EXHIBIT A

Car Initial	Car Numbers
RBOX	34563 - 34588
RBOX	34590 - 34592
RBOX	34594 - 34597
RBOX	34599 - 34617
RBOX	34619 - 34624
RBOX	34626 - 34627
RBOX	34629 - 34635
RBOX	34637 - 34666

CAR COUNT: 1938

RECORDATION NO. 25445 FILED

FEB 0 8 '05 12-17 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

Memorandum of Lease of Railroad Equipment entered into as of December 27, 2004 by and between TTX Company, a Delaware corporation ("Lessee"), and Siemens Financial Services, Inc., a Delaware corporation and successor lessor as described herein ("Lessor") covering one thousand nine hundred thirty-eight (1938) boxcars bearing the road marks and numbers listed on Exhibit A attached hereto (the "Equipment").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessee and JP Morgan Trust Company, not in its individual capacity, but solely as owner-trustee (the "Owner-Trustee") under a Trust Agreement dated as of February 15, 1979 (the "Trust") for the benefit of Citicorp Railmark, Inc., as successor beneficiary (the "Owner Participant"), entered into a Lease of Railroad Equipment dated as of July 1, 2004 (the "Lease"), whereby the Owner-Trustee leased the Equipment to the Lessee;

WHEREAS, pursuant to an Authorization and Direction to Owner Trustee dated December 21, 2004, executed by the Owner Participant, the Owner-Trustee (i) terminated the Trust, (ii) transferred the Equipment to the Owner Participant by Bill of Sale dated as of December 23, 2004 and (ii) assigned the Owner Trustee's interest in the Lease to the Owner Participant by an Assignment and Assumption Agreement dated as of December 23, 2004;

WHEREAS, pursuant to a Purchase Agreement dated as of December 27, 2004 and executed between Owner Participant and the Lessor, Owner Participant, as lessor of the Equipment, transferred all of its right, title and interest in and to, *inter alia*, the Equipment and the Lease to the Lessor.

WITNESSETH

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Equipment pursuant to the Lease.

2. The Lease shall be effective as of the date first set forth hereinabove and shall be subject to the term described in the Lease.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease of Railroad Equipment is not a summary of the Lease nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease of Railroad Equipment and the provisions of the Lease, the provisions of the Lease shall control.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Lease of Railroad Equipment to be executed by a duly authorized officer on 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 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: _____
Name: Thomas D. Marton
Title: Vice President and Chief Financial Officer

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor 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 Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

SIEMENS FINANCIAL SERVICES, INC.

By: _____
Name: PETER DONALDSON
Title: VP CREDIT & OPERATIONS

EXHIBIT A

EXHIBIT A

Car Initial	Car Numbers
ABOX	51818 - 51821
ABOX	51823 - 51830
ABOX	51832 - 51849
ABOX	51852 - 51857
ABOX	51859 - 51860
ABOX	51863 - 51869
ABOX	51873 - 51874
ABOX	51876 - 51878
ABOX	51880 - 51896
ABOX	51898 - 51919
ABOX	51921 - 51923
ABOX	51925 - 51930
ABOX	51932 - 51961
ABOX	51963
ABOX	51965 - 51967
ABOX	51970 - 51981
ABOX	51984 - 52002
ABOX	52004 - 52011
ABOX	52013 - 52024
ABOX	52026 - 52063
ABOX	52065 - 52071
ABOX	52073 - 52076
ABOX	52078 - 52096
ABOX	52098 - 52106
ABOX	52108
ABOX	52110 - 52127
ABOX	52129 - 52134
ABOX	52136 - 52158
ABOX	52160 - 52183
ABOX	52185 - 52188
ABOX	52190 - 52209
RBOX	31855 - 31882
RBOX	31884 - 31893
RBOX	31895 - 31897
RBOX	31899 - 31932
RBOX	31934 - 31938
RBOX	31940 - 32019
RBOX	32021 - 32022
RBOX	32024 - 32058
RBOX	32060 - 32067
RBOX	32069 - 32076
RBOX	32078 - 32103
RBOX	32105 - 32107
RBOX	32450 - 32469
RBOX	32471 - 32483
RBOX	32485 - 32491
RBOX	32493 - 32504
RBOX	32506
RBOX	32508 - 32519

EXHIBIT A

Car Initial	Car Numbers
RBOX	32521 - 32527
RBOX	32529 - 32536
RBOX	32540 - 32543
RBOX	32546 - 32550
RBOX	32552 - 32560
RBOX	32562 - 32563
RBOX	32565 - 32575
RBOX	32577
RBOX	32579 - 32595
RBOX	32597 - 32642
RBOX	32644
RBOX	32646 - 32680
RBOX	32682 - 32700
RBOX	32702 - 32717
RBOX	32720 - 32721
RBOX	32723 - 32726
RBOX	32728 - 32731
RBOX	32733 - 32740
RBOX	32743 - 32754
RBOX	32756 - 32791
RBOX	32793 - 32809
RBOX	32811 - 32812
RBOX	32814 - 32828
RBOX	32830 - 32841
RBOX	32843 - 32849
RBOX	32918 - 32928
RBOX	32930 - 32977
RBOX	32979 - 32981
RBOX	32983
RBOX	32985 - 33008
RBOX	33011 - 33017
RBOX	33020 - 33037
RBOX	33039 - 33062
RBOX	33065 - 33087
RBOX	33089 - 33102
RBOX	33104
RBOX	33106 - 33108
RBOX	33110 - 33126
RBOX	33128 - 33132
RBOX	33134
RBOX	33136 - 33138
RBOX	33140 - 33164
RBOX	33167 - 33173
RBOX	33175 - 33188
RBOX	33190 - 33191
RBOX	33193 - 33194
RBOX	33196 - 33202
RBOX	33204 - 33221
RBOX	33223 - 33226

EXHIBIT A

Car Initial	Car Numbers
RBOX	33228 - 33238
RBOX	33240 - 33244
RBOX	33246 - 33247
RBOX	33249 - 33268
RBOX	33270 - 33278
RBOX	33280 - 33283
RBOX	33285
RBOX	33287 - 33290
RBOX	33292 - 33305
RBOX	33307 - 33315
RBOX	33317 - 33326
RBOX	33328 - 33338
RBOX	33340 - 33354
RBOX	33356 - 33360
RBOX	33362 - 33363
RBOX	33365 - 33370
RBOX	33373 - 33387
RBOX	33389 - 33403
RBOX	33405 - 33413
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RBOX	33424 - 33456
RBOX	33458 - 33467
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RBOX	34313 - 34321
RBOX	34323 - 34335
RBOX	34338 - 34356
RBOX	34358 - 34366
RBOX	34368 - 34392
RBOX	34394 - 34431
RBOX	34433 - 34436
RBOX	34438 - 34470
RBOX	34472 - 34483
RBOX	34486 - 34495
RBOX	34497 - 34501
RBOX	34503 - 34510
RBOX	34512
RBOX	34514 - 34527
RBOX	34529 - 34561

EXHIBIT A

Car Initial	Car Numbers
RBOX	34563 - 34588
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RBOX	34594 - 34597
RBOX	34599 - 34617
RBOX	34619 - 34624
RBOX	34626 - 34627
RBOX	34629 - 34635
RBOX	34637 - 34668

CAR COUNT: 1938