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LAW OFFICES OF
LOUIS E. GITOMER, LLC.

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
l.ou@lgraillaw.com

600 BALTIMORE AVENUE, SUITE 301
TOWSON, MARYLAND 21204-4022
(410) 296-2250 • (202) 466-6532
FAX (410) 332-0885

MELANIE B. YASBIN
Melanie@lgraillaw.com
410-296-2225

September 29, 2011

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 September 29, 2011. 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:

PNC Equipment Finance, LLC
One PNC Plaza, 10th Floor
249 Fifth Avenue
Pittsburgh, PA 15222

Lessee:

TTX Company
110 North Wacker Drive
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Lease Agreement consists of 305 50'6" HQ Plate F Box Cars numbered FBOX 505658, 505710, 505731, 505732, 505741, 505749, 505754-50756, inclusive, 505758-505761, inclusive, 505768-505771, inclusive, 505778-505782, inclusive, 505784, 505787, 505788, 505790-505792, inclusive, 505794-505800, inclusive, and 505802-506071, inclusive.

Ms. Cynthia T. Brown
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A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10th Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and TTX Company, 110 North Wacker Drive, Chicago, IL 60606, covering 305 50'6" HQ Plate F Box Cars numbered FBOX 505658, 505710, 505731, 505732, 505741, 505749, 505754-50756, inclusive, 505758-505761, inclusive, 505768-505771, inclusive, 505778-505782, inclusive, 505784, 505787, 505788, 505790-505792, inclusive, 505794-505800, inclusive, and 505802-506071, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

SEP 29 '11 -4 50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of September 29, 2011

between

**TTX COMPANY,
as Lessee,**

and

PNC EQUIPMENT FINANCE, LLC,

as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 29, 2011, by and between PNC EQUIPMENT FINANCE, LLC ("Lessor"), and TTX COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Rail Equipment Lease Agreement dated as of August 17, 2011, and Schedule Series A No. 2 thereto and incorporating the terms thereof, dated as of September 29, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

PNC EQUIPMENT FINANCE, LLC

By: *Maureen A. Cloonan*
Name: MAUREEN A. CLOONAN
Title: VICE PRESIDENT

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Allegheny) ss.

On this 27 day of September, 2011, before me appeared Maureen A. Cloonan the person who signed this instrument, who acknowledged that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said limited liability company.

[Seal]

R. Carol Hallberg
Notary Public

My commission expires:
April 7, 2014

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
R. Carol Hallberg, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires April 7, 2014
Member, Pennsylvania Association of Notaries

TTX COMPANY

By: Kathleen M Savard
Name: Kathleen M. Savard
Title: Vice President and Chief Financial Officer

STATE OF ILLINOIS)
COUNTY OF Cook) ss.

On this 28th day of September, 2011, before me appeared Kathleen M Savard, the person who signed this instrument, who acknowledged that (s)he is the CFO of TTX COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Mary Iden
Notary Public

My commission expires:
10-14, 13

**EXHIBIT NO. 1
TO MEMORANDUM OF LEASE AGREEMENT**

DESCRIPTION OF RAILCARS AND REPORTING MARKS

Three hundred five (305) 50'-6" Plate F Boxcars manufactured by National Steel Car Ltd. bearing reporting marks:

<u>Car Numbers</u>	<u>Number of Cars</u>
FBOX 505658	1
505710	1
505731 - 505732	2
505741	1
505749	1
505754 - 505756	3
505758 - 505761	4
505768 - 505771	4
505778 - 505782	5
505784	1
505787 - 505788	2
505790 - 505792	3
505794 - 505800	7
505802 - 506071	270
	<hr/> <u>305</u> <hr/>