

AUG 03 '12 -3 44 PM

~~SURFACE TRANSPORTATION BOARD~~

# FIRST UNION RAIL

One O'hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

Via UPS 2<sup>nd</sup> DAY AIR

August 1, 2012

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 29, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

<p>Lessor: First Union Rail Corporation One O'Hare Centre 6250 River Road, Suite 5000 Rosemont, IL 60018</p>	<p>Lessee: TTX Company 101 N. Wacker Drive Chicago, IL 60606</p>
--	--

A description of the railroad equipment covered by the enclosed document is for one hundred forty-six (146) boxcars; having TOFX marks (see Exhibit A for car numbers).

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

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne  
Senior Documentation Specialist

Enclosure

(TTX015)

AUG 03 12 -3 44 PM

ASSGN. NO.: TTX015

MEMORANDUM OF LEASE

~~SURFACE TRANSPORTATION BOARD~~

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 29th day of November, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TTX Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 29, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 29, 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: [Signature]

Name: JOHN J. THOMAS  
PRESIDENT

Title: \_\_\_\_\_

ATTEST:

By: Susan Grokulsky

Name: SUSAN GROKULSKY  
ASSISTANT DIRECTOR

Title: OF DOCUMENTATION

Executed on this 6<sup>th</sup> day of January, 2012.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6<sup>th</sup> day of January, 2012

[Signature]  
Notary Public

My Commission Expires:

6-2012  
(Notary Public)



**LESSEE:**

TTX COMPANY

ATTEST:

By: Kathleen Savard

Name: V.P. / Chief Financial Officer

Title: KATHLEEN SAVARD

By: A. E. Trendway

Name: Anne E. TRENDWAY

Title: ASST. CORP. Secretary

Executed on this 4<sup>th</sup> day of JANUARY, 2012.

[CORPORATE SEAL]

STATE OF IL

COUNTY OF Cook

I, Mary Iden, a Notary Public of the County and State aforesaid, certify that Kathleen Savard personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4<sup>th</sup> day of Jan, 2012.

Mary Iden  
Notary Public

Commission Expires:

10-14-13  
(Notary Public)



**EXHIBIT A TO MEMORANDUM OF LEASE**

NUMBER OF CARS: 146

DESCRIPTION OF CARS: Boxcars

CAR NUMBERS: See below:

1 TOFX 887141	38 TOFX 887178	75 TOFX 887215	112 TOFX 887252
2 TOFX 887142	39 TOFX 887179	76 TOFX 887216	113 TOFX 887253
3 TOFX 887143	40 TOFX 887180	77 TOFX 887217	114 TOFX 887254
4 TOFX 887144	41 TOFX 887181	78 TOFX 887218	115 TOFX 887255
5 TOFX 887145	42 TOFX 887182	79 TOFX 887219	116 TOFX 887256
6 TOFX 887146	43 TOFX 887183	80 TOFX 887220	117 TOFX 887257
7 TOFX 887147	44 TOFX 887184	81 TOFX 887221	118 TOFX 887258
8 TOFX 887148	45 TOFX 887185	82 TOFX 887222	119 TOFX 887259
9 TOFX 887149	46 TOFX 887186	83 TOFX 887223	120 TOFX 887260
10 TOFX 887150	47 TOFX 887187	84 TOFX 887224	121 TOFX 887261
11 TOFX 887151	48 TOFX 887188	85 TOFX 887225	122 TOFX 887262
12 TOFX 887152	49 TOFX 887189	86 TOFX 887226	123 TOFX 887263
13 TOFX 887153	50 TOFX 887190	87 TOFX 887227	124 TOFX 887264
14 TOFX 887154	51 TOFX 887191	88 TOFX 887228	125 TOFX 887265
15 TOFX 887155	52 TOFX 887192	89 TOFX 887229	126 TOFX 887266
16 TOFX 887156	53 TOFX 887193	90 TOFX 887230	127 TOFX 887267
17 TOFX 887157	54 TOFX 887194	91 TOFX 887231	128 TOFX 887268
18 TOFX 887158	55 TOFX 887195	92 TOFX 887232	129 TOFX 887269
19 TOFX 887159	56 TOFX 887196	93 TOFX 887233	130 TOFX 887270
20 TOFX 887160	57 TOFX 887197	94 TOFX 887234	131 TOFX 887271
21 TOFX 887161	58 TOFX 887198	95 TOFX 887235	132 TOFX 887272
22 TOFX 887162	59 TOFX 887199	96 TOFX 887236	133 TOFX 887273
23 TOFX 887163	60 TOFX 887200	97 TOFX 887237	134 TOFX 887274
24 TOFX 887164	61 TOFX 887201	98 TOFX 887238	135 TOFX 887275
25 TOFX 887165	62 TOFX 887202	99 TOFX 887239	136 TOFX 887276
26 TOFX 887166	63 TOFX 887203	100 TOFX 887240	137 TOFX 887277
27 TOFX 887167	64 TOFX 887204	101 TOFX 887241	138 TOFX 887278
28 TOFX 887168	65 TOFX 887205	102 TOFX 887242	139 TOFX 887279
29 TOFX 887169	66 TOFX 887206	103 TOFX 887243	140 TOFX 887280
30 TOFX 887170	67 TOFX 887207	104 TOFX 887244	141 TOFX 887281
31 TOFX 887171	68 TOFX 887208	105 TOFX 887245	142 TOFX 887282
32 TOFX 887172	69 TOFX 887209	106 TOFX 887246	143 TOFX 887283
33 TOFX 887173	70 TOFX 887210	107 TOFX 887247	144 TOFX 887284
34 TOFX 887174	71 TOFX 887211	108 TOFX 887248	145 TOFX 887285
35 TOFX 887175	72 TOFX 887212	109 TOFX 887249	146 TOFX 887286
36 TOFX 887176	73 TOFX 887213	110 TOFX 887250	
37 TOFX 887177	74 TOFX 887214	111 TOFX 887251	