

RECORDATION NO. 30387
FILED September 19, 2012 03:32 PM
SURFACE TRANSPORTATION BOARD

LAW OFFICES OF
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September 19, 2012

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 19, 2012. 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:

Banc of America Leasing and Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee:

TTX Company
101 North Wacker Drive
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Lease Agreement consists of 350 boxcars numbered FBOX 506072-506421, inclusive.

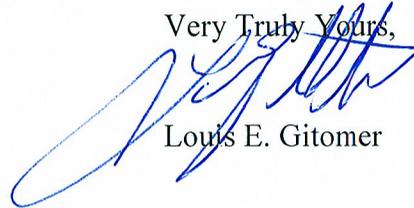
Ms. Cynthia T. Brown
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A fee of \$42.00 is enclosed. Please return one copy by email to:

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 Banc of America Leasing and Capital, LLC, 2059 Northlake Parkway, 4 South Tucker, GA 30084, and TTX Company, 101 North Wacker Drive, Chicago, IL 60606, covering 350 boxcars numbered FBOX 506072-506421, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

dated as of September 19, 2012

between

**TTX COMPANY,
as Lessee,**

and

BANC OF AMERICA LEASING & CAPITAL, LLC,

as Lessor

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of September 19, 2012, by and between BANC OF AMERICA LEASING & CAPITAL, 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 Schedule No. 1 dated as of September 19, 2012, executed pursuant to and incorporating the terms of that certain Rail Equipment Lease Agreement dated as of September 19, 2012 (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.

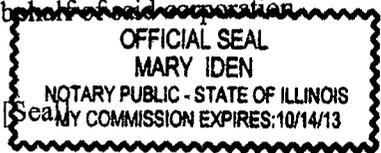
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TTX COMPANY

By: Kathleen M Savard
Name: Kathleen Savard
Title: VP/CEO

STATE OF ILLINOIS)
COUNTY OF COOK) ss.

On this 18th day of September, 2012, before me appeared Kathleen M Savard the person who signed this instrument, who acknowledged that (s)he is the CEO of TTX COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



Mary Idem
Notary Public

My commission expires:

10-14, 13

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

DESCRIPTION OF RAILCARS AND REPORTING MARKS

| <u>Equipment Type</u> | <u>Builder</u> | <u>Unit Numbers</u> | | <u>Number of Units</u> |
|---|--|---------------------|--------------------------|------------------------|
| | | <u>From</u> | <u>To</u> | |
| 50'6" Plate "F" general service boxcars | Greenbrier Concarril/Gunderson LLC | FBOX 506072 | FBOX 506421 inclusive | 350 |