

LAW OFFICES OF
LOUIS E. GITOMER, LLC

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SURFACE TRANSPORTATION BOARD

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December 15, 2016

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 December 15, 2016. 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 47 box cars numbered FBOX 506668, 506675, 506677, 506679-506716, inclusive, and 506718-506723, inclusive.

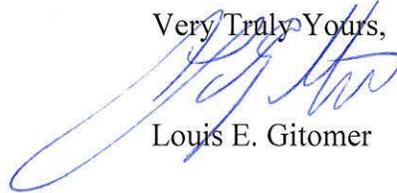
Ms. Cynthia T. Brown
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
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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 47 box cars numbered FBOX 506668, 506675, 506677, 506679-506716, inclusive, and 506718-506723, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF LEASE AGREEMENT

Dated as of December 15, 2016

between

BANC OF AMERICA LEASING & CAPITAL, LLC,
as Lessor

and

TTX Company,
as Lessee

Filed with the Surface Transportation Board pursuant to
49 U.S.C. § 11301 on December __, 2016, at ____:____ __.M
Recordation Number _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT dated as of December 15, 2016, is made by and between BANC OF AMERICA LEASING & CAPITAL, LLC, together with its successors and assigns ("Lessor"), and TTX Company, and its successors and permitted assigns ("Lessee").

WITNESSETH

1. Pursuant to a Rail Equipment Lease Agreement dated as of September 19, 2012 and Schedule No. 2 executed pursuant thereto dated as of December 15, 2016 (collectively, the "Lease Agreement"), Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, all of the rail equipment described in Exhibit A attached hereto (the "Railcars").

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and Lessee's use of the Railcars shall be subject to the terms and conditions as set forth in the Lease Agreement.

3. This Memorandum of Lease Agreement may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.

[Signature page follows]

EXHIBIT A

Forty-Seven (47) 50'-6" Plate F Box cars, manufactured by Greenbrier Concarri/Gunderson LLC

Car Initials	Car Number
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FBOX	506668
FBOX	506675
FBOX	506677
FBOX	506679
FBOX	506680
FBOX	506681
FBOX	506682
FBOX	506683
FBOX	506684
FBOX	506685
FBOX	506686
FBOX	506687
FBOX	506688
FBOX	506689
FBOX	506690
FBOX	506691
FBOX	506692
FBOX	506693
FBOX	506694
FBOX	506695
FBOX	506696
FBOX	506697
FBOX	506698
FBOX	506699
FBOX	506700
FBOX	506701
FBOX	506702
FBOX	506703
FBOX	506704
FBOX	506705
FBOX	506706
FBOX	506707
FBOX	506708
FBOX	506709
FBOX	506710
FBOX	506711
FBOX	506712
FBOX	506713
FBOX	506714
FBOX	506715

Car Initials	Car Number
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FBOX	506716
FBOX	506718
FBOX	506719
FBOX	506720
FBOX	506721
FBOX	506722
FBOX	506723