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December 2, 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 2, 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:

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

Lessee:

TTX Company  
101 North Wacker Drive  
Chicago, IL 60606

A description of the equipment covered by the Memorandum of Lease Agreement consists of 145 box cars numbered FBOX 506529, 506532-506667, inclusive, 506669-506674, inclusive, 506676, and 506678.

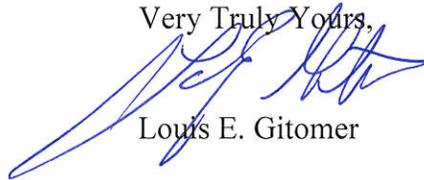
Ms. Cynthia T. Brown  
December 2, 2016  
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A fee of \$45.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
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, 10<sup>th</sup> Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and TTX Company, 101 North Wacker Drive, Chicago, IL 60606, covering 145 box cars numbered FBOX 506529, 506532-506667, inclusive, 506669-506674, inclusive, 506676, and 506678.

Very Truly Yours,



Louis E. Gitomer

Enclosure

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**MEMORANDUM OF LEASE AGREEMENT**

**dated as of December 2, 2016**

**between**

**TTX COMPANY,  
as Lessee,**

**and**

**PNC EQUIPMENT FINANCE, LLC,  
as Lessor**

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**SURFACE TRANSPORTATION BOARD**

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of December 2, 2016, 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 B No. 2 thereto and incorporating the terms thereof, dated as of December 2, 2016 (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]**

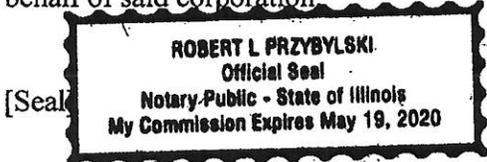


TTX COMPANY

By: Victoria A. Dudley  
Name: Victoria A. Dudley  
Title: VP, CFO & Treasurer

STATE OF ILLINOIS        )  
  ) ss.  
COUNTY OF COOK        )

On this 1<sup>st</sup> day of December, 2016, before me appeared VICTORIA A. DUDLEY, the person who signed this instrument, who acknowledged that (s)he is the V.P., CFO and Treasurer of TTX COMPANY and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.



[Signature]  
Notary Public

My commission expires:  
May 19, 2020

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

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

One hundred forty-five (145) 50'-6" Plate F Boxcars manufactured by Greenbrier Concarril, L.L.C. bearing reporting marks:

<b>Car Initials</b>	<b>Car Number</b>
FBOX	506529
FBOX	506532
FBOX	506533
FBOX	506534
FBOX	506535
FBOX	506536
FBOX	506537
FBOX	506538
FBOX	506539
FBOX	506540
FBOX	506541
FBOX	506542
FBOX	506543
FBOX	506544
FBOX	506545
FBOX	506546
FBOX	506547
FBOX	506548
FBOX	506549
FBOX	506550
FBOX	506551
FBOX	506552
FBOX	506553
FBOX	506554
FBOX	506555
FBOX	506556
FBOX	506557
FBOX	506558

<b>Car Initials</b>	<b>Car Number</b>
FBOX	506559
FBOX	506560
FBOX	506561
FBOX	506562
FBOX	506563
FBOX	506564
FBOX	506565
FBOX	506566
FBOX	506567
FBOX	506569
FBOX	506570
FBOX	506571
FBOX	506572
FBOX	506574
FBOX	506575
FBOX	506576
FBOX	506578
FBOX	506580
FBOX	506581
FBOX	506582
FBOX	506583
FBOX	506568
FBOX	506573
FBOX	506577
FBOX	506579
FBOX	506584
FBOX	506585
FBOX	506586
FBOX	506587
FBOX	506588
FBOX	506589
FBOX	506590
FBOX	506591
FBOX	506592
FBOX	506593
FBOX	506594
FBOX	506595
FBOX	506596

<b>Car Initials</b>	<b>Car Number</b>
FBOX	506597
FBOX	506598
FBOX	506599
FBOX	506600
FBOX	506601
FBOX	506602
FBOX	506603
FBOX	506604
FBOX	506605
FBOX	506606
FBOX	506607
FBOX	506608
FBOX	506609
FBOX	506610
FBOX	506611
FBOX	506612
FBOX	506613
FBOX	506614
FBOX	506615
FBOX	506616
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FBOX	506622
FBOX	506623
FBOX	506625
FBOX	506627
FBOX	506629
FBOX	506624
FBOX	506626
FBOX	506628
FBOX	506630
FBOX	506631
FBOX	506632
FBOX	506633
FBOX	506634

<b>Car Initials</b>	<b>Car Number</b>
FBOX	506635
FBOX	506636
FBOX	506637
FBOX	506638
FBOX	506639
FBOX	506640
FBOX	506641
FBOX	506642
FBOX	506643
FBOX	506644
FBOX	506645
FBOX	506646
FBOX	506647
FBOX	506648
FBOX	506649
FBOX	506650
FBOX	506651
FBOX	506652
FBOX	506653
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FBOX	506658
FBOX	506659
FBOX	506660
FBOX	506661
FBOX	506662
FBOX	506663
FBOX	506664
FBOX	506665
FBOX	506666
FBOX	506667
FBOX	506669
FBOX	506670
FBOX	506671
FBOX	506672
FBOX	506673

<b>Car Initials</b>	<b>Car Number</b>
FBOX	506674
FBOX	506676
FBOX	506678