

RECORDATION NO 23369-D FILED
August 19, 2013 08:45 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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August 19, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release, dated as of August 7, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement, as supplement, previously filed with the Board under Recordation Number 23369.

The names and addresses of the parties to the enclosed document are:

Secured Party: Export Development Canada (formerly known
as Export Development Corporation)
151 O'Connor Street
Ottawa, Canada K1A 1K3

Debtor: TTX Company
101 North Wacker Drive
Chicago, IL 60606

Section Chief
August 19, 2013
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A description of the railroad equipment covered by the enclosed document is:

All railcars covered by the Memorandum of Security Agreement, and Supplements thereto, previously filed with the Board under Recordation Numbers 23369, 23369-A and 23369-B are RELEASED.

A short summary of the document to appear in the index is:

Memorandum of Termination and Release.

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to be 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 23369-D FILED
August 19, 2013 08:45 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION AND RELEASE dated as of August 7, 2013

between

TTX Company, a Delaware corporation (hereinafter called the "**Debtor**")
101 North Wacker Drive
Chicago, Illinois 60606, U.S.A., and

EXPORT DEVELOPMENT CANADA (formerly known as Export Development Corporation), a corporation established by an Act of the Parliament of Canada (hereinafter called the "**Secured Party**"),
150 Slater Street
Ottawa KIA 1K3, Canada.

The Debtor and the Secured Party have entered into the Security Agreement dated as of January 31, 2001, and various supplements thereto, pursuant to which the Debtor granted to the Secured Party a security interest in all of the Debtor's right, title and interest in certain railroad equipment (the "**Security Agreement**"). A Memorandum of said Security Agreement has been recorded with the United States Surface Transportation Board ("**STB**") on February 1, 2001, and assigned recordation number 23369, a Memorandum of Security Agreement Supplement, dated March 30, 2001 has been recorded with the STB on March 30, 2001 and assigned recordation number 23369-A and a Memorandum of Security Agreement Supplement, dated June 29, 2001 has been recorded with the STB on June 29, 2001 and assigned recordation number 23369-B. A Memorandum of Partial Release has been recorded with the STB on March 30, 2011 and assigned a recordation number 23369-C.

The Debtor and the Secured Party have entered into this Memorandum of Termination and Release dated August 7, 2013, pursuant to which the security interest in the collateral granted under the Security Agreement and all related Security Agreement Supplements is fully terminated and released.

The undersigned parties do hereby wish to show for the public record this Memorandum of Termination and Release and accordingly have caused it to be executed by their officers thereunto duly authorized, as of the date first above written.

TTX COMPANY

By: Victoria C. Dudley

EXPORT DEVELOPMENT CANADA (formerly known as
Export Development Corporation)

By: Sean Borutskie
Sean Borutskie
Asset Manager

By: Sheila Banning
Sheila Banning
Asset Manager

NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION

I, Shannon Heather Miller, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 150 Slater Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. the attached instrument was duly executed on behalf of Export Development Canada by Sean Borutskie, Asset Manager, and Sheila Banning, Asset Manager of Export Development Canada at 150 Slater Street, Ottawa, Ontario, Canada; and
2. I know the said Sean Borutskie and Sheila Banning personally and attest that Sean Borutskie and Sheila Banning are both Asset Managers of Export Development Canada and that the signature of "Sean Borutskie" on the instrument attached hereto is in the proper handwriting of Sean Borutskie and that the signature of "Sheila Banning" on the instrument attached hereto is in the proper handwriting of Sheila Banning and that Sean Borutskie and Sheila Banning are duly authorized to sign the attached instrument on behalf of Export Development Canada.

IN TESTIMONY of which I have subscribed my name and affixed my notarial seal at the City of Ottawa, Province of Ontario, this 7th day of August, 2013.



Shannon Heather Miller
A Notary Public in and for the Province of Ontario
My commission does not expire

STATE OF ILLINOIS)
)SS:
COUNTY OF COOK)

On this 15th day of August, 2013, before me personally appears Victoria A. Dudley, to me personally known, who by me duly sworn, says that she is the Vice President, Chief Financial Officer and Treasurer of TTX Company (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Notary Public



(SEAL)

My Commission expires: 9/10/15

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/19/13

Edward M Luria
Edward M. Luria