



242894
242895
242896

March 30, 2017

Ms. Lucille Marvin
Office of Public Assistance, Government
Affairs & Compliance
Surface Transportation Board
395 E. Street, SW
Washington, DC 20423

ENTERED
Office of Proceedings
April 3, 2017
Part of
Public Record

Re: TTX Company Finance Docket No. 27590, 27589 and 29121

Dear Ms. Marvin,

I enclose for filing with your office, the following documents:

- F.D. 27590 TTX Form A Car Contract: Supplement No. 238, which formalizes and standardizes the process for managing the fleets' Inactive Railcars, effective April 1, 2015.
- F.D. 27589 TTX Form BX Car Contract: Amendment No. 28, which formalizes and standardizes the process for managing the fleets' Inactive Railcars, effective April 1, 2015.
- F.D. 29121 TTX Form G Car Contract: Amendment No. 22, which formalizes and standardizes the process for managing the fleets' Inactive Railcars, effective April 1, 2015.

A copy of this letter and the Supplements are enclosed. Please stamp the acknowledgement copy with the filing date and return it to the messenger.

Sincerely,

Shannon K. Bagato
Assistant General Counsel
(312) 984-3834
Shannon.Bagato@ttx.com

Enclosures



SUPPLEMENT NO. 238
to the
TTX COMPANY FORM A CAR CONTRACT

(Effective April 1, 2017)

Pursuant to action taken by the TTX Board of Directors on March 29, 2017, this Supplement No. 238 seeks to establish a process for managing Inactive Railcars.

A railcar that is Lost or Inaccessible will be deemed to be an Inactive Railcar subject to this Supplement. At the beginning of each quarter, TTX will generate and distribute to the Carriers a report of candidate railcars in a Carrier's possession with no received movement events in excess of 365 days (the "Report") separated by the business line (i.e. Intermodal, Automotive, General Equipment). Railcars that appeared on prior Reports, but were determined by TTX and a Carrier to be in Carrier's possession and do not have any movements between quarterly reporting periods, will not appear on subsequent Reports for as long as the railcar remains at the same location as when it last appeared on the Report. If a Carrier disagrees that one or more railcars are candidate Inactive Railcars, then the Carrier must provide evidence to the contrary within 90 calendar days of the Report being distributed to said Carrier. If the evidence (i.e. photographs, written records) is sufficient as determined by TTX in its sole discretion, then TTX will acknowledge that the railcar(s) are **not** Inactive Railcars and are eligible for normal handling via the applicable Form Car Contract. In the event that no evidence can be provided by the Carrier, or said evidence is unacceptable to TTX, and/or the Carrier confirms the Inactive status of the Railcars, TTX will take the following actions:

- A) TTX will mark each Inactive Railcar in its railcar management systems; and
- B) TTX will add each Inactive Railcar ineligible for car hire relief in its railcar management systems.

Following the above steps, the Inactive Railcar(s) will no longer be eligible for Car Hire Relief. TTX will then commence the settlement process. TTX will calculate the settlement value in accordance with AAR Office Manual's Rule 107 "Handling of Damaged or Destroyed Equipment" and present two options to the Carrier: (1) Settlement; or (2) Continued Car Hire.

1. Settlement

If the Carrier elects to settle, TTX will send a Settlement Agreement to the Carrier's applicable Advisory Board member for the Inactive Railcar's particular business line (i.e. Intermodal, Automotive, General Equipment). If the Carrier accepts the Settlement Agreement, it must sign and return the document to TTX per the instructions set forth in the Settlement Agreement. By signing and returning the Settlement Agreement, the Carrier accepts the settlement and authorizes TTX to invoice Carrier for payment of the settlement amount. TTX will then remove the Inactive Railcar(s) from UMLER.

If after 90 calendar days from the date the Settlement Agreement was sent to the Carrier, the document has not been signed, returned to, and received by TTX, TTX will assume the offer to settle has been refused and the offer will become void. The Carrier will then be obligated to pay or continue to pay Car Hire on the Inactive Railcar.

If an Inactive Railcar is found after settlement, TTX and the Carrier will be governed by the terms of the Settlement Agreement addressing such situation.

2. Settlement Not Accepted – Continued Car Hire

If the Carrier refuses to settle for the Inactive Railcar(s), the Carrier will be obligated to continue to pay Car Hire to TTX indefinitely on said railcar(s) or until Settlement is accepted by the Carrier.

Defined Terms

Carrier – Railroad Signatory to the applicable TTX Form Car Contract, as supplemented or amended.

Inactive Railcars – TTX marked railcars determined to be Lost or Inaccessible (see trailing definitions).

Lost – The physical location of the railcar is unknown or the location is known, but upon inspection the railcar is not at said location.

Inaccessible – The railcar cannot be reached via normal railroad operations (e.g. a railcar inaccessible due to flooding, as one example).

Possession – TTX marked railcars reported on a Carrier's property or deemed to be within said Carrier's control or influence via, but not limited to, a haulage agreement or delivery to a non-Carrier as indicated by TRAIN II® System, CLM and/or LCS messages.

#####

AMENDMENT NO. 28
to the
TTX COMPANY FORM BX CAR CONTRACT

(Effective January 1, 2017)

Pursuant to action taken by the TTX Board of Directors on March 29, 2017, this Amendment No. 28 seeks to establish a process for managing Inactive Railcars.

A railcar that is Lost or Inaccessible will be deemed to be an Inactive Railcar subject to this Supplement. At the beginning of each quarter, TTX will generate and distribute to the Carriers a report of candidate railcars in a Carrier's possession with no received movement events in excess of 365 days (the "Report") separated by the business line (i.e. Intermodal, Automotive, General Equipment). Railcars that appeared on prior Reports, but were determined by TTX and a Carrier to be in Carrier's possession and do not have any movements between quarterly reporting periods, will not appear on subsequent Reports for as long as the railcar remains at the same location as when it last appeared on the Report. If a Carrier disagrees that one or more railcars are candidate Inactive Railcars, then the Carrier must provide evidence to the contrary within 90 calendar days of the Report being distributed to said Carrier. If the evidence (i.e. photographs, written records) is sufficient as determined by TTX in its sole discretion, then TTX will acknowledge that the railcar(s) are **not** Inactive Railcars and are eligible for normal handling via the applicable Form Car Contract. In the event that no evidence can be provided by the Carrier, or said evidence is unacceptable to TTX, and/or the Carrier confirms the Inactive status of the Railcars, TTX will take the following actions:

- A) TTX will mark each Inactive Railcar in its railcar management systems; and
- B) TTX will add each Inactive Railcar ineligible for car hire relief in its railcar management systems.

Following the above steps, the Inactive Railcar(s) will no longer be eligible for Car Hire Relief. TTX will then commence the settlement process. TTX will calculate the settlement value in accordance with AAR Office Manual's Rule 107 "Handling of Damaged or Destroyed Equipment" and present two options to the Carrier: (1) Settlement; or (2) Continued Car Hire.

1. Settlement

If the Carrier elects to settle, TTX will send a Settlement Agreement to the Carrier's applicable Advisory Board member for the Inactive Railcar's particular business line (i.e. Intermodal, Automotive, General Equipment). If the Carrier accepts the Settlement Agreement, it must sign and return the document to TTX per the instructions set forth in the Settlement Agreement. By signing and returning the Settlement Agreement, the Carrier accepts the settlement and authorizes TTX to invoice Carrier for payment of the settlement amount. TTX will then remove the Inactive Railcar(s) from UMLER.

If after 90 calendar days from the date the Settlement Agreement was sent to the Carrier, the document has not been signed, returned to, and received by TTX, TTX will assume the offer to settle has been refused and the offer will become void. The Carrier will then be obligated to pay or continue to pay Car Hire on the Inactive Railcar.

If an Inactive Railcar is found after settlement, TTX and the Carrier will be governed by the terms of the Settlement Agreement addressing such situation.

2. Settlement Not Accepted – Continued Car Hire

If the Carrier refuses to settle for the Inactive Railcar(s), the Carrier will be obligated to continue to pay Car Hire to TTX indefinitely on said railcar(s) or until Settlement is accepted by the Carrier.

Defined Terms

Carrier – Railroad Signatory to the applicable TTX Form Car Contract, as supplemented or amended.

Inactive Railcars – TTX marked railcars determined to be Lost or Inaccessible (see trailing definitions).

Lost – The physical location of the railcar is unknown or the location is known, but upon inspection the railcar is not at said location.

Inaccessible – The railcar cannot be reached via normal railroad operations (e.g. a railcar inaccessible due to flooding, as one example).

Possession – TTX marked railcars reported on a Carrier's property or deemed to be within said Carrier's control or influence via, but not limited to, a haulage agreement or delivery to a non-Carrier as indicated by TRAIN II® System, CLM and/or LCS messages.

#####

AMENDMENT NO. 22
to the
TTX COMPANY FORM G CAR CONTRACT

(Effective April 1, 2017)

Pursuant to action taken by the TTX Board of Directors on March 29, 2017, this Amendment No. 22 seeks to establish a process for managing Inactive Railcars.

A railcar that is Lost or Inaccessible will be deemed to be an Inactive Railcar subject to this Supplement. At the beginning of each quarter, TTX will generate and distribute to the Carriers a report of candidate railcars in a Carrier's possession with no received movement events in excess of 365 days (the "Report") separated by the business line (i.e. Intermodal, Automotive, General Equipment). Railcars that appeared on prior Reports, but were determined by TTX and a Carrier to be in Carrier's possession and do not have any movements between quarterly reporting periods, will not appear on subsequent Reports for as long as the railcar remains at the same location as when it last appeared on the Report. If a Carrier disagrees that one or more railcars are candidate Inactive Railcars, then the Carrier must provide evidence to the contrary within 90 calendar days of the Report being distributed to said Carrier. If the evidence (i.e. photographs, written records) is sufficient as determined by TTX in its sole discretion, then TTX will acknowledge that the railcar(s) are **not** Inactive Railcars and are eligible for normal handling via the applicable Form Car Contract. In the event that no evidence can be provided by the Carrier, or said evidence is unacceptable to TTX, and/or the Carrier confirms the Inactive status of the Railcars, TTX will take the following actions:

- A) TTX will mark each Inactive Railcar in its railcar management systems; and
- B) TTX will add each Inactive Railcar ineligible for car hire relief in its railcar management systems.

Following the above steps, the Inactive Railcar(s) will no longer be eligible for Car Hire Relief. TTX will then commence the settlement process. TTX will calculate the settlement value in accordance with AAR Office Manual's Rule 107 "Handling of Damaged or Destroyed Equipment" and present two options to the Carrier: (1) Settlement; or (2) Continued Car Hire.

1. Settlement

If the Carrier elects to settle, TTX will send a Settlement Agreement to the Carrier's applicable Advisory Board member for the Inactive Railcar's particular business line (i.e. Intermodal, Automotive, General Equipment). If the Carrier accepts the Settlement Agreement, it must sign and return the document to TTX per the instructions set forth in the Settlement Agreement. By signing and returning the Settlement Agreement, the Carrier accepts the settlement and authorizes TTX to invoice Carrier for payment of the settlement amount. TTX will then remove the Inactive Railcar(s) from UMLER.

If after 90 calendar days from the date the Settlement Agreement was sent to the Carrier, the document has not been signed, returned to, and received by TTX, TTX will assume the offer to settle has been refused and the offer will become void. The Carrier will then be obligated to pay or continue to pay Car Hire on the Inactive Railcar.

If an Inactive Railcar is found after settlement, TTX and the Carrier will be governed by the terms of the Settlement Agreement addressing such situation.

2. Settlement Not Accepted – Continued Car Hire

If the Carrier refuses to settle for the Inactive Railcar(s), the Carrier will be obligated to continue to pay Car Hire to TTX indefinitely on said railcar(s) or until Settlement is accepted by the Carrier.

Defined Terms

Carrier – Railroad Signatory to the applicable TTX Form Car Contract, as supplemented or amended.

Inactive Railcars – TTX marked railcars determined to be Lost or Inaccessible (see trailing definitions).

Lost – The physical location of the railcar is unknown or the location is known, but upon inspection the railcar is not at said location.

Inaccessible – The railcar cannot be reached via normal railroad operations (e.g. a railcar inaccessible due to flooding, as one example).

Possession – TTX marked railcars reported on a Carrier's property or deemed to be within said Carrier's control or influence via, but not limited to, a haulage agreement or delivery to a non-Carrier as indicated by TRAIN II® System, CLM and/or LCS messages.

#####