

January 02, 2014 12:00 PM

SURFACE TRANSPORTATION BOARD

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Attorneys at Law · Focused on Finance[®]

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January 2, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: TTX Company
Partial Termination of Lease and Equipment Trust Agreement
Lease No. 43-B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Partial Termination of Lease (No. 43-B), dated as of January 2, 2014, between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee, as lessor (the "*Lessor*"), and TTX Company, as lessee (the "*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 19509 and the supplement thereto filed under Recordation Number 19509-A.

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

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

Lessor: Wells Fargo Bank Northwest, National Association
Corporate Trust Services
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

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284 railcars: TTAX 753037 – TTAX 753057 and within the series TTAX 554305 – TTAX 554618, DTTX 427539 – DTTX 427920, DTTX 454075 – DTTX 454119 and DTTX 720463 – DTTX 720500, not including 18 casualties, DTTX 427548, 427549, 427551, 427560, 427568, 427400, 427921, 454091, 454095, 454118, 720472, 720482 and 720494 and TTAX 554306, 554318, 554321, 554334 and 554343.

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

Partial Termination of Lease (No. 43-B).

A fee of forty-four dollars (\$44.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Edward M. Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Charles C. Calloway

CCC/lt
Enclosures

**PARTIAL TERMINATION OF LEASE (NO. 43-B)
(STB)**

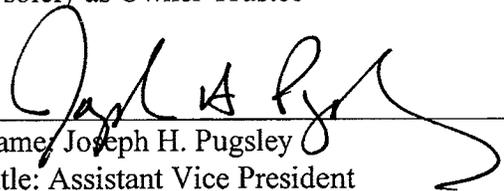
THIS PARTIAL TERMINATION OF LEASE (No. 43-B) is made and entered into as of January 2, 2014 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee, as lessor ("*Lessor*"), and TTX COMPANY, as lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 43-B), dated as of June 15, 1995 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1995 under Recordation Number 19509 and the supplement thereto filed under Recordation Number 19509-A.

2. The Lease, solely with respect to the railroad equipment set forth on Exhibit A attached hereto, is terminated effective as of the date hereof. The Lease shall otherwise remain in full force and effect as to all other Equipment (as defined in the Lease) covered by the Lease.

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: 
Name: Joseph H. Pugsley
Title: Assistant Vice President

TTX COMPANY, as Lessee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: _____

Name:

Title:

TTX COMPANY, as Lessee

By: Victoria A. Dudley

Name: Victoria A. Dudley

Title: Vice President, Chief Financial
Officer and Treasurer

STATE OF Utah)
) SS.:
COUNTY OF Salt Lake)

On this, the 27th day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared Joseph H. Pugsley, who being by me duly sworn, says that (s)he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 2013 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Priya Chettier

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of TTX COMPANY, that said instrument was signed on December __, 2013 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December ___, 2013 on behalf of said national association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

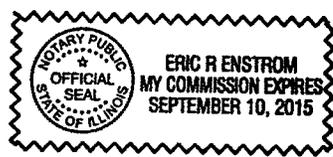
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 20th day of December, 2013, before me, a Notary Public in and for said County and State, personally appeared Victoria A. Dudley, who being by me duly sworn, says that (s)he is the VP - CFO & Treasurer of TTX COMPANY, that said instrument was signed on December 20, 2013 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Eric R. Enstrom
Name: Eric R. Enstrom
Notary Public
My Commission Expires: 9/10/15
Residing in Illinois

(SEAL)

**EXHIBIT A
LEASE NO. 43-B**

PURCHASED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Three-unit double stack well car - DTTX	GUNDERSON	427539 - 427547	57
		427550	
		427552 - 427559	
		427561 - 427567	
		427569 - 427600	
		427664 - 427676	
Four-unit double stack well car - DTTX	GUNDERSON	427389 - 427399	29
		427401 - 427418	
		427916 - 427920	
Single unit double stack well car - DTTX	THRALL	454075 - 454090	42
		454092 - 454094	
		454096 - 454117	
		454119	
Five-unit double stack well car - DTTX	THRALL	720463 - 720471	35
		720473 - 720481	
		720483 - 720493	
		720495 - 720500	
Five-unit spine car - TTAX	NSC	753037 - 753057	21
Five-unit spine car - TTAX	TRINITY	554305	81
		554307 - 554317	
		554319 - 554320	
		554322 - 554333	
		554335 - 554342	
		554344 - 554390	
		554618	1
TOTAL			<u>284</u>

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Three-unit double stack well car - DTTX	GUNDERSON	427548	5
		427549	
		427551	
		427560	
		427568	
Four-unit double stack well car - DTTX	GUNDERSON	427400	2
		427921	
Single unit double stack well car - DTTX	THRALL	454091	3
		454095	
		454118	
Five-unit double stack well car - DTTX	THRALL	720472	3
		720482	
		720494	
Five-unit spine car - TTAX	TRINITY	554306	5
		554318	
		554321	
		554334	
		554343	
			<hr/> <u>18</u> <hr/>

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: 1/2/14

Edward M Luria
Edward M. Luria