

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
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201 South Main Street
Salt Lake City, UT 84111
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February 18, 2009

RECORDATION NO.

15785-H
FILED

FEB 18 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

Re: TTX Company
Termination and Release dated as of February 18, 2009

Dear Bob:

With respect to the purchase by TTX Company of certain railroad equipment, we are enclosing two original copies of the Termination Release dated as of February 18, 2009, to be recorded in the Office of the Secretary of the Surface Transportation Board pursuant to 49 U.S.C. §11301, upon the direction of the undersigned, on February 18, 2009. We have also enclosed a transmittal letter to the Office of the Secretary of the Surface Transportation Board to accompany the filing of the enclosed document. Please contact us when you receive this package and prior to filing same. Upon direction from the undersigned, please file the document.

Upon completion of recordation, please fax the file-stamped cover pages reflecting the recordation number to the undersigned.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (312) 845-3429 or Gus Francis at (312) 845-2977.

Very truly yours,

CHAPMAN AND CUTLER LLP

Patrick Vining

By
Patrick Vining

PV:pv
Enclosures

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February 18, 2009

Ms. Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: TTX Company
Termination and Release dated as of February 18, 2009

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination and Release dated as of February 18, 2009, among U.S. Bank, N.A. (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as trustee (the "*Trustee*"), The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Mercantile-Safe Deposit and Trust Company), as agent (the "*Agent*") and TTX Company, formerly known as Trailer Train Company, as Lessee (the "*Lessee*").

The enclosed document relates to documents previously filed with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on August 23, 1988 at 2:05 P.M. under recordation numbers 15785, 15785-A, 15785-B and 15785-C.

Law Offices of
CHAPMAN AND CUTLER LLP

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

Trustee:	U.S. Bank, N.A. 300 Delaware Ave, 9th Floor Wilmington, DE 19801
Agent:	The Bank of New York Mellon Trust Company, N.A. 2 North LaSalle St., Suite 1020 Chicago, IL 60602
Lessee:	TTX Company 101 North Wacker Drive Chicago, IL 60606

The equipment covered as of the date hereof by the aforesaid Termination and Release consists of the following:

504 railcars (including casualties), within the following series: TTOX 145595 through TTOX 145600; TTZX 83800 through TTZX 86906; NTTX 66060 through NTTX 68009; TTLX 60200 through TTLX 60399; all as specifically described in Exhibit A attached hereto.

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

Termination and Release dated as of February 18, 2009.

Law Offices of
CHAPMAN AND CUTLER LLP

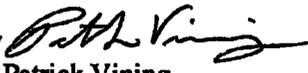
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 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 
Patrick Vining

Enclosures

**EXHIBIT A
UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS AND ROAD NUMBERS
Single Platform Flatcars	6	TTOX 145595 through TTOX 145600, inclusive
Centerbeam Flatcars	141	TTZX 83800 through TTZX 83804, inclusive, TTZX 83806 through TTZX 83824, inclusive, TTZX 86707, TTZX 86774, TTZX 86776, TTZX 86790 through TTZX 86792, inclusive, TTZX 86797 through TTZX 86802, inclusive, TTZX 86804 through TTZX 86808, inclusive, TTZX 86811 through TTZX 86812, inclusive, TTZX 86814 through TTZX 86838, inclusive, TTZX 86840, TTZX 86842 through TTZX 86843, inclusive, TTZX 86845 through TTZX 86850, inclusive, TTZX 86852 through TTZX 86864, inclusive, TTZX 86866, TTZX 86868 through TTZX 86871, inclusive, TTZX 86873 through TTZX 86877, inclusive, TTZX 86879 through TTZX 86894, inclusive, TTZX 86896 through TTZX 86902, inclusive, TTZX 86904 through TTZX 86906, inclusive Casualties: TTZX 83805, TTZX 86803, TTZX 86809 through TTZX 86810, inclusive, TTZX 86813, TTZX 86839, TTZX 86841, TTZX 86844, TTZX 86851, TTZX 86865, TTZX 86867, TTZX 86872, TTZX 86878, TTZX 86895, TTZX 86903
Five Platform Flatcars for Containers	157	NTTX 66060 through NTTX 66072, inclusive, NTTX 66074 through NTTX 66094, inclusive, NTTX 66096 through NTTX 66097, inclusive, NTTX 66099 through NTTX 66101, inclusive, NTTX 66103 through NTTX 66104, inclusive,

EQUIPMENT	QUANTITY	REPORTING MARKS AND ROAD NUMBERS
		NTTX 67090 through NTTX 67117, inclusive, NTTX 67119 through NTTX 67139, inclusive, NTTX 67140 through NTTX 67163, inclusive, NTTX 67165 through NTTX 67174, inclusive, NTTX 67176 through NTTX 67199, inclusive, NTTX 68009 Casualties: NTTX 66073, NTTX 66095, NTTX 66098, NTTX 67164, NTTX 67175, NTTX 66102, NTTX 66105, NTTX 67118
Five Platform Flatcars for Trailers	200	TTLX 60200 through TTLX 60203, inclusive, TTLX 60205 through TTLX 60213, inclusive, TTLX 60215 through TTLX 60220, inclusive, TTLX 60222 through TTLX 60279, inclusive, TTLX 60281 through TTLX 60287, inclusive, TTLX 60289 through TTLX 60297, inclusive, TTLX 60299, TTLX 60301 through TTLX 60318, inclusive, TTLX 60320 through TTLX 60331, inclusive, TTLX 60333 through TTLX 60373, inclusive, TTLX 60376 through TTLX 60383, inclusive, TTLX 60385 through TTLX 60391, inclusive, TTLX 60393 through TTLX 60399, inclusive Casualties: TTLX 60204, TTLX 60214, TTLX 60221, TTLX 60280, TTLX 60288, TTLX 60298, TTLX 60300, TTLX 60319, TTLX 60332, TTLX 60374 through TTLX 60375, inclusive, TTLX 60384, TTLX 60392
Total Units:	504	

FEB 18 '09 -4 00 PM

TERMINATION AND RELEASE

SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE is made and entered into as of February 18, 2009 by and among U.S. BANK, N.A. (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Trustee (the "*Trustee*"), THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Mercantile-Safe Deposit and Trust Company), as agent (the "*Agent*") and TTX COMPANY, formerly known as Trailer Train Company, as Lessee (the "*Lessee*").

1. The parties have heretofore entered into: (i) the Conditional Sale Agreement dated as of August 15, 1988 between Trustee and Lessee, as Seller (as amended, modified or supplemented to date, the "*Conditional Sale Agreement*"), a copy of which was recorded with the Interstate Commerce Commission on August 23, 1988 at 2:05 P.M. under recordation number 15785, (ii) the Agreement and Assignment dated as of August 15, 1988 between the Agent and the Lessee (as amended, modified or supplemented to date, the "*Agreement and Assignment*"), a copy of which was recorded with the Interstate Commerce Commission on August 23, 1988 at 2:05 P.M. under recordation number 15785-A, (iii) the Lease of Railroad Equipment (No. 30) dated as of August 15, 1988 between the Lessee and Trustee, as Lessor (as amended, modified or supplemented to date, the "*Lease*"), a copy of which was recorded with the Interstate Commerce Commission on August 23, 1988 at 2:05 P.M. under recordation number 15785-B, and (iv) the Assignment of Lease and Agreement dated as of August 15, 1988 between the Trustee and the Agent (as amended, modified or supplemented to date, the "*Lease Assignment*"), a copy of which was recorded with the Interstate Commerce Commission on August 23, 1988 at 2:05 P.M. under recordation number 15785-C.

2. For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the parties hereby terminate, release and discharge all interests described in the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Lease Assignment effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A hereto.

3. This Termination and Release shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

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.

U.S. BANK, N.A. (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Trustee

By Nicole Poole
Name: Nicole Poole
Title: Vice President

Executed on this 18th day of February, 2009.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor-in-interest to Mercantile-Safe Deposit and Trust Company) not in its individual capacity, but solely as Agent

By _____
Name: Mary Callahan
Title: Vice President

Executed on this ___ day of February, 2009.

TTX COMPANY, as Lessee

By _____
Name: Kathleen M. Savard
Title: Vice President and Chief Financial Officer

Executed on this ___ day of February, 2009.

+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.

U.S. BANK, N.A. (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Trustee

By _____
Name: _____
Title: _____

Executed on this ___ day of February, 2009.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor-in-interest to Mercantile-Safe Deposit and Trust Company) not in its individual capacity, but solely as Agent

By M Callahan
Name: Mary Callahan
Title: Vice President

Executed on this 18th day of February, 2009.

TTX COMPANY, as Lessee

By _____
Name: Kathleen M. Savard
Title: Vice President and
Chief Financial Officer

Executed on this ___ day of February, 2009.

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.

U.S. BANK, N.A. (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Trustee

By _____
Name: _____
Title: _____

Executed on this ___ day of February, 2009.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor-in-interest to Mercantile-Safe Deposit and Trust Company) not in its individual capacity, but solely as Agent

By _____
Name: Mary Callahan
Title: Vice President

Executed on this ___ day of February, 2009.

TTX COMPANY, as Lessee

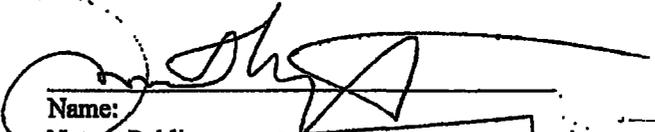
By Kathleen M. Savard
Name: Kathleen M. Savard
Title: Vice President and Chief Financial Officer

Executed on this 18th day of February, 2009.

STATE OF DELAWARE)
)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 18 day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Nicole Roale, who being by me duly sworn, says that she is the Vice President of U.S. BANK, N.A., that said instrument was signed on February 18, 2009 on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said 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 _____

JOANNE L. WRIGHT
NOTARY PUBLIC
DELAWARE
MY COMMISSION EXPIRES NOV. 14, 2011

STATE OF ILLINOIS)
)
) SS.:
COUNTY OF COOK)

On this, the ____ day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Mary Callahan, who being by me duly sworn, says that she is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on February __, 2009 on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said 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

STATE OF DELAWARE)
)
- COUNTY OF NEW CASTLE) SS.:

On this, the ____ day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that she is the _____ of U.S. BANK, N.A., that said instrument was signed on February __, 2009 on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

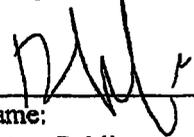
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in

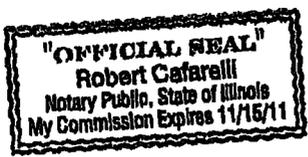
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 18th day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Mary Callahan, who being by me duly sworn, says that she is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on February 18, 2009 on behalf of said association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said 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



STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.:

On this, the 18th day of February, 2009, before me, a Notary Public in and for said County and State, personally appeared Kathleen M. Savard, who being by me duly sworn, says that she is the Vice President and Chief Financial Officer of TTX COMPANY, that said instrument was signed on February 18, 2009 on behalf of said corporation by authority of its Board of Directors, and she 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:
Notary Public
My Commission Expires:
Residing in Illinois



EXHIBIT A**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS AND ROAD NUMBERS
Single Platform Flatcars	6	TTOX 145595 through TTOX 145600, inclusive
Centerbeam Flatcars	141	TTZX 83800 through TTZX 83804, inclusive, TTZX 83806 through TTZX 83824, inclusive, TTZX 86707, TTZX 86774, TTZX 86776, TTZX 86790 through TTZX 86792, inclusive, TTZX 86797 through TTZX 86802, inclusive, TTZX 86804 through TTZX 86808, inclusive, TTZX 86811 through TTZX 86812, inclusive, TTZX 86814 through TTZX 86838, inclusive, TTZX 86840, TTZX 86842 through TTZX 86843, inclusive, TTZX 86845 through TTZX 86850, inclusive, TTZX 86852 through TTZX 86864, inclusive, TTZX 86866, TTZX 86868 through TTZX 86871, inclusive, TTZX 86873 through TTZX 86877, inclusive, TTZX 86879 through TTZX 86894, inclusive, TTZX 86896 through TTZX 86902, inclusive, TTZX 86904 through TTZX 86906, inclusive Casualties: TTZX 83805, TTZX 86803, TTZX 86809 through TTZX 86810, inclusive, TTZX 86813, TTZX 86839, TTZX 86841, TTZX 86844, TTZX 86851, TTZX 86865, TTZX 86867, TTZX 86872, TTZX 86878, TTZX 86895, TTZX 86903
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EQUIPMENT	QUANTITY	REPORTING MARKS AND ROAD NUMBERS
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Five Platform Flatcars for Trailers	200	TTLX 60200 through TTLX 60203, inclusive, TTLX 60205 through TTLX 60213, inclusive, TTLX 60215 through TTLX 60220, inclusive, TTLX 60222 through TTLX 60279, inclusive, TTLX 60281 through TTLX 60287, inclusive, TTLX 60289 through TTLX 60297, inclusive, TTLX 60299, TTLX 60301 through TTLX 60318, inclusive, TTLX 60320 through TTLX 60331, inclusive, TTLX 60333 through TTLX 60373, inclusive, TTLX 60376 through TTLX 60383, inclusive, TTLX 60385 through TTLX 60391, inclusive, TTLX 60393 through TTLX 60399, inclusive Casualties: TTLX 60204, TTLX 60214, TTLX 60221, TTLX 60280, TTLX 60288, TTLX 60298, TTLX 60300, TTLX 60319, TTLX 60332, TTLX 60374 through TTLX 60375, inclusive, TTLX 60384, TTLX 60392
Total Units:	504	

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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:

2/18/09



Robert W. Alvord