

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  

---

 (202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

RECORDATION NO. 25507-A FILED  
SEP 30 '05 3-30 PM  
SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 28, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (TXU Railcar Trust 2005-A), dated as of September 30, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Master Leasing Agreement previously filed with the Board under Recordation Number 25507.

The name and address of the parties to the enclosed document are:

Lessor: BLC Corporation  
450 Mamaroneck Avenue, 2nd Floor, Zone 8  
Harrison, NY 10528

[Lessee: TXU Energy Company, LLC  
Energy Plaza  
1601 Bryan Street  
Dallas, Texas 75201]

Mr. Vernon A. Williams  
September 28, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All railcars currently covered by the documents on file under Recordation Number 25507 are RELEASED, including TXUX 050001 - TXUX 050700 and TXUX 053001 - TXUX 050280.

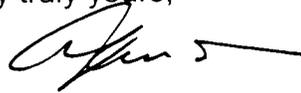
A short summary of the document to appear in the index is:

Termination and Release (TXU Railcar Trust 2005-A).

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

**TERMINATION AND RELEASE  
(TXU RAILCAR TRUST 2005-A)**

SEP 30 '05

**3-30 PM**

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE (TXU RAILCAR TRUST 2005-A) dated as of September 30, 2005 (the "Termination Agreement") is made by BLC CORPORATION (hereinafter "BLC") in favor of each Person that is a party to the Participation Agreement referred to below. Each capitalized term used in this Termination Agreement and not otherwise defined herein shall have the meaning specified in Schedule A to the Participation Agreement.

W I T N E S S E T H :

WHEREAS, TXU Energy Company LLC (as successor in interest to Texas Utilities Mining Company) ("TXU Energy") and BLC entered into that certain Master Leasing Agreement, dated as of January 15, 1988 (as amended, modified or supplemented, the "TXU Energy/BLC Lease"), pursuant to which BLC leased to TXU Energy certain railcars, including the railcars identified on Annex A hereto (collectively, the "Railcars");

WHEREAS, the TXU Energy/BLC Lease was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on March 21, 2005 at 2:10 p.m. under Recordation No. 25507, which reflected BLC's interest in the Railcars;

WHEREAS, pursuant to that certain Participation Agreement (TXU Railcar Trust 2005-A) among TXU Energy, as Lessee, Key Equipment Finance Inc., as Owner Participant, TXU Railcar Trust 2005-A (the "Owner Trust"), acting through Wilmington Trust Company, not in its individual capacity, except as expressly provided therein, but solely as owner trustee under the Trust Agreement, the Persons identified therein as Loan Participants and The Bank of New York, as Indenture Trustee, the Owner Trust has made arrangements satisfactory to TXU Energy and BLC for the purchase of the Railcars from BLC;

WHEREAS, on the date hereof, BLC has delivered to the Owner Trust, against BLC's receipt of the purchase price therefore, a bill of sale with respect to the Railcars.

NOW, THEREFORE, BLC agrees as follows:

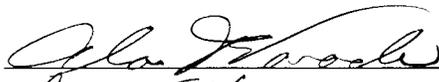
Section 1. Termination and Release of the Railcars. All right, title and interest of BLC in and to the Railcars, arising from and through the TXU Energy/BLC Lease is hereby terminated and released.

Section 2. Further Assurances. BLC hereby agrees to execute and deliver to Owner Trust, at TXU Energy's cost and expense, such additional instruments, notices, or releases as Owner Trust may reasonably request to effectuate the foregoing provisions of this Termination Agreement.

Section 3. Representations and Warranties. BLC represents and warrants that this Termination Agreement constitutes the legal and valid obligation of BLC, enforceable against BLC in accordance with its terms, and BLC has full authority to terminate and release all of its right, title and interest in and to the Railcars.

IN WITNESS WHEREOF, BLC has caused this Termination Agreement to be duly executed by its duly authorized representative as of the day and year first above written.

BLC CORPORATION

By:   
Name: Adam F. VARADE  
Title: VICE PRESIDENT

State of New York )  
County of Putnam ) SS.:

On this, the 29<sup>th</sup> day of September, 2005, before me, a Notary Public, personally appeared Alan Vatac, who being by me duly sworn, say that he is the Vice President of BLC CORPORATION, that said instrument was signed on September 29, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledges 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.

Michelle L. Bradshaw

Name:

Notary Public

My Commission does not expire:

**Michelle L. Bradshaw**  
**Notary Public**  
**Commission #01BR6117422**  
**Putnam County, New York**  
**My Commission Expires September 7, 2008**

**DESCRIPTION OF RAILCARS**

Equipment type	Builder	Car numbers	Number of cars
4200 cubic foot capacity coal cars	Trinity Rail	TXUX 00050001 – 00050700	700
4200 cubic foot capacity coal cars	Johnstown Rail	TXUX 00053001 - 00053280	280