

Chapman and Cutler LLP
Attorneys at Law · Focused on Finance®

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RECORDATION NO. 18281-G FILED

December 28, 2010

DEC 28 '10 -4 30 PM

SURFACE TRANSPORTATION BOARD

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
Lease No. 38-A

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 38-A dated as of December 28, 2010, between The Bank of New York Mellon Trust Company, N.A. (successor-in-interest to Society National Bank), not in its individual capacity, but solely as Owner Trustee, as lessor ("*Lessor*"), and TTX Company as lessee ("*Lessee*")

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18281-A and supplements thereto were subsequently filed under Recordation Numbers 18281-B, 18281-C and 18281-D.

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

Lessee: **TTX Company**
101 North Wacker Drive
Chicago, Illinois 60606

Lessor: **The Bank of New York Trust Company, N.A.**
Bank of New York Mellon Trust
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

Chapman and Cutler LLP

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

The 322 railcars (including casualties) within the series DTTX 75536 - DTTX 75741, DTTX 720086 - DTTX 720162, DTTX 25298 - DTTX 25350, DTTX 25278 - DTTX 25285, DTTX 25358 - DTTX 25388, DTTX 54550 - DTTX 54888 as more specifically described in Schedule 1 attached hereto.

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

Partial Termination of Lease 38-A.

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, DC 2003

Chapman and Cutler LLP

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM/dk
Enclosures

DEC 28 '10 -4 30 PM

**SCHEDULE 1
LEASE NO. 38-A**

SURFACE TRANSPORTATION BOARD

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75536	66
		75538 - 75563	
		75565 - 75570	
		75630 - 75636	
		75638 - 75654	
		75656 - 75658	
		75660 - 75665	
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	75727 - 75741	15
		720086	8
		720092	
		720094	
		720100	
		720104	
		720113 - 720115	
Four-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720140 - 720161	22
		25298 - 25315	22
		25335	
		25342 - 25343	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25350	
		25278 - 25285	8

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		25358 - 25362	26
		25364 - 25366	
		25370	
		25372 - 25388	
Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54550 - 54571	53
		54573 - 54581	
		54583 - 54601	
		54603 - 54604	
		54696	
		54700 - 54740	86
		54742 - 54745	
		54847 - 54848	
		54850 - 54888	
TOTAL PURCHASED			<u>306</u>
CASUALTIED RAILCARS			
Five-unit articulated double- stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75537	6
		75564	
		75637	
		75655	
		75659	
		75726	
Five-unit articulated double- stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720162	1

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25367	4
		25368	
		25369	
		25371	
Single-unit double-stack container-well cars, including drawbar connected	THRALL	54572	5
		54582	
		54602	
		54741	
		54849	
TOTAL CASUALTIED			16
TOTAL ALL RAILCARS			<u>322</u>

**PARTIAL TERMINATION OF LEASE 38-A
(STB)**

THIS PARTIAL TERMINATION OF LEASE 38-A is made and entered into as of December 28, 2010 by and between THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor-in-interest to Society National Bank), 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. 38-A), dated as of June 30, 1993 (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, 1993 under Recordation Number 18281-A and supplements thereto were subsequently filed under Recordation Numbers 18281-B, 18281-C and 18281-D.

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.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual capacity,
but solely as Owner Trustee

By: M Callahan
Title: VICE PRESIDENT

TTX COMPANY, as Lessee

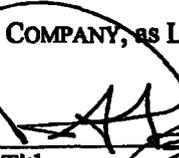
By: _____
Title: _____

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.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual capacity,
but solely as Owner Trustee

By: _____
Title: _____

TTX COMPANY, as Lessee

By:  _____
Title: SVP - Law

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

On this, the 21 day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared M. CALLAHAN who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December , 2010 on behalf of said trust company 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 trust company.

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




Name: Julie Meadors
Notary Public
My Commission Expires: 1-7-12
Residing in Illinois

(SEAL)

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

On this, the _____ day of December, 2010, 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 , 2010 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, 2010, 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 THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December __, 2010 on behalf of said trust company 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 trust company.

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

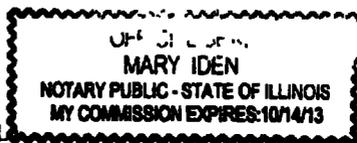
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the 28th day of December, 2010, before me, a Notary Public in and for said County and State, personally appeared Patrick Loftus, who being by me duly sworn, says that (s)he is the SVP of TTX COMPANY, that said instrument was signed on December 28, 2010 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.



(SEAL)

Mary Idem
Name: Mary Idem
Notary Public
My Commission Expires:
Residing in Chicago IL

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	GUNDERSON	75536	66
		75538 - 75563	
		75565 - 75570	
		75630 - 75636	
		75638 - 75654	
		75656 - 75658	
		75660 - 75665	
		75727 - 75741	15
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		720092	
		720094	
		720100	
		720104	
		720113 - 720115	
		720140 - 720161	22
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		25335	
		25342 - 25343	
		25350	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25278 - 25285	8
		25358 - 25362	26
		25364 - 25366	
		25370	
		25372 - 25388	

Single-unit double-stack container well cars, with capacity for 20' to 48' containers in all wells - DTTX	THRALL	54550 - 54571	53	
		54573 - 54581		
		54583 - 54601		
		54603 - 54604		
		54696		
		54700 - 54740		86
		54742 - 54745		
		54847 - 54848		
54850 - 54888				
TOTAL PURCHASED			<u>306</u>	
CASUALTIED RAILCARS				
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		75564		
		75637		
		75655		
		75659		
		75726		
Five-unit articulated double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	720162	1	
Three-unit drawbar-connected double-stack container well cars with capacity for 20' to 48' containers in all wells - DTTX	THRALL	25367	4	
		25368		
		25369		
		25371		
Single-unit double-stack container-well cars, including drawbar connected	THRALL	54572	5	
		54582		
		54602		
		54741		

54849

TOTAL CASUALTIED

16

TOTAL ALL RAILCARS

322

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:

12/28/10



Robert W. Alvord