

Chapman and Cutler LLP

Attorneys at Law • Focused on Finance®

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January 7, 2011

RECORDATION NO. 17136-C FILED

JAN 07 '11 -2 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**
Termination of Lease and Security Documents
Lease No. 33

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of the Termination of Security Documents 33, dated as of January 7, 2011, between U.S. Bank National Association (successor to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*"), and The Bank of New York Mellon Trust Company, N.A. (successor to Mercantile Safe Deposit and Trust Company), not in its individual capacity, but solely as agent (the "*Agent*").

The enclosed document relates to (a) the Equipment Trust Agreement (No. 33), (b) the Lease of Railroad Equipment (No. 33), and (c) the Lease Supplement; Equipment Trust Agreement Supplement; Trust Agreement Supplement (No. 33) (the "*Supplement*") to which the Owner Trustee, the Agent and TTX Company, as applicable, are parties, copies of which (or evidence thereof) were previously filed under Recordation Numbers 17136-A, 17136, and 17136-B, respectively. The Equipment Trust Agreement and the Supplement are referred to herein collectively as the "*Security Documents*." Please also note that the enclosed document relates to the Termination of Lease 33, dated as of January 7, 2011, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

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

Owner Trustee: U.S. Bank National Association
Corporate Trust Services
225 Asylum Street - 23rd Floor
Hartford, CT 06103

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

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

The 448 railcars (including casualties) within the series TTZX 87231 - TTZX 87281, TTAX 76461 - TTAX 76613, TTAX 77200 - TTAX 77324, TTAX 78510 - TTAX 78699 and TTAX 79000 - TTAX 79093 as more specifically described in Schedule 1 attached hereto.

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

Termination of Security Documents (No. 33).

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 20036

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

**SCHEDULE 1
LEASE NO. 33**

PURCHASED RAILCARS

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
73-foot center-partitioned bulkhead flatcars with winch tie-down devices for carrying packaged lumber products - TTZX	Thrall	87231 – 87238	48
		87240 – 87250	
		87252 – 87264	
		87266 – 87281	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Trinity	76463 – 76492	105
		76494	
		76533 – 76571	
		76573 – 76573	
		76575 – 76585	
		76587 – 76597	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Thrall	77239	57
		77242	
		77247 – 77248	
		77252	
		77254	
		77260	
		77267 – 77269	
		77272 – 77277	
		77279	
		77281 – 77285	
		77287 – 77288	
		77290 – 77297	
		77299 – 77300	
		77302 – 77324	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Bethlehem	78562	120
		78570	
		78574 – 78575	
		78577 – 78578	
		78580 – 78600	

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
		78602 – 78604	
		78606 – 78646	
		78648 – 78659	
		78661 – 78667	
		78669 – 78688	
		78690 – 78699	
Five-platform articulated all- purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Gunderson	79000	84
		79002 – 79003	
		79005 – 79009	
		79011 – 79012	
		79014 – 79048	
		79050 – 79065	
		79067 – 79073	
		79075	
		79077	
		79079 – 79082	
		79084 – 79093	
		Total	414

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Centerbeam flatcar - TTZX	Thrall	87239	3
		87251	
		87265	
Five-unit all purpose articulated spine cars - TTAX	Trinity	76461	6
		76462	
		76493	
		76572	
		76574	
		76586	
Five-unit all purpose articulated spine cars - TTAX	Thrall	77200	9
		77238	
		77271	
		77278	
		77280	
		77286	
		77289	
		77298	
		77301	
Five-unit all purpose articulated spine cars - TTAX	Bethlehem	78510	8
		78579	
		78601	
		78605	
		78647	
		78660	
		78668	
		78689	
Five-unit all purpose articulated spine cars - TTAX	Gunderson	79001	8
		79004	
		79010	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
		79013	
		79049	
		79066	
		79074	
		79083	
TOTAL CASUALTIED RAILCARS			34

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**TERMINATION OF SECURITY DOCUMENTS 33
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF SECURITY DOCUMENTS 33 is made and entered into as of January 7, 2011 by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to Mercantile-Safe Deposit and Trust Company), not in its individual capacity, but solely as Security Trustee ("*Security Trustee*").

1. Reference is made to (a) the Equipment Trust Agreement (No. 33) dated as of December 1, 1990 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), among U.S. Bank National Association (successor to The Connecticut National Bank) (the "*Owner Trustee*") and the Security Trustee, (b) the Lease of Railroad Equipment (No. 33) dated as of December 1, 1990 (as amended, modified or supplemented, the "*Lease*") between TTX Company (formerly Trailer Train Company) ("*Lessee*") and the Owner Trustee, and (c) the Lease Supplement; Equipment Trust Agreement Supplement; Trust Agreement Supplement (No. 33) dated as of February 20, 1991 (as amended, modified or supplemented, the "*Supplement*") among the Owner Trustee, the Lessee and the Security Trustee. Copies (or evidence thereof) of the Equipment Trust Agreement and the Lease were filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on December 20, 1990 under Recordable Numbers 17136-A and 17136 respectively and a copy of the Supplement was so filed on February 20, 1991 under Recordable Number 17136-B. The Equipment Trust Agreement and the Supplement are referred to herein collectively as the "*Security Documents*."

2. The Security Documents are terminated effective as of the date hereof and the Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the party hereto has caused this termination to be duly executed by its officer 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 Security Trustee

By:  _____

Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

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

On this, the _____ day of January, 2011, before me, a Notary Public in and for said County and State, personally appeared D.G. DONOVAN, 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 January ____, 2011 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 national association.

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



A handwritten signature in black ink, appearing to be "R.C.", written over a horizontal line.

Name: _____
Notary Public
My Commission Expires: 11-15-11
Residing in COOK COUNTY, ILLINOIS

(SEAL)

**EXHIBIT A
RAILCARS**

PURCHASED RAILCARS

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		78689	
Five-unit all purpose articulated spine cars - TTAX	Gunderson	79001	8
		79004	
		79010	
		79013	
		79049	
		79066	
		79074	

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
TOTAL CASUALTIED RAILCARS		79083	34

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:

1/7/11



Robert W. Alvord