

**Chapman and Cutler LLP**

Attorneys at Law · Focused on Finance®

August J. Francis  
Partner

111 W Monroe  
Chicago, IL 60603

T 312.845.2977  
F 312 516 3977  
francis@chapman.com

RECORDATION NO. 18972-J FILED

January 3, 2012

JAN 03 '12 -4 5 5 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 Equipment Trust Agreement  
Lease No. 42-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 Termination of Equipment Trust Agreement (No. 42-B), dated as of January 3, 2012, 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 (the "*Owner Trustee*"), and Wells Fargo Bank, National Association (successor to First Security Bank of Idaho, National Association), not in its individual capacity, but solely as security trustee (the "*Security Trustee*").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 42-B) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Lease*") between TTX Company and the Owner Trustee and (b) the Equipment Trust Agreement (No. 42-B) dated as of September 8, 1994 (as amended, modified or supplemented, the "*Equipment Trust Agreement*"), between the Owner Trustee and the Security Trustee, copies of which (or evidence thereof) 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 September 8, 1994 under Recordable Numbers 18972 and 18972-B respectively. Please also note that the enclosed document relates to the Termination of Lease (No. 42-B), dated as of January 3, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

Chapman and Cutler LLP

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

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

Security Trustee: Wells Fargo Bank, 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:

The 97 railcars as more specifically described in Schedule 1 attached hereto.

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

Termination of Equipment Trust Agreement (No. 42-B).

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:

Ed Luria, 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) 845-2977.

Sincerely,

CHAPMAN AND CUTLER LLP

By August J. Francis  
August J. Francis

AJF/dk  
Enclosures

**CASUALTIED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427258	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553823	1
Five-unit all purpose articulated spine car - TTAX	JAC	654117	<u>1</u>
TOTAL CASUALTIED RAILCARS			<u>3</u>
TOTAL ALL RAILCARS			<u>100</u>

JAN 03 '12 -4 5 5 PM

**TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-B)  
(STB)**

**SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 42-B) is made and entered into as of January 3, 2012 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Utah, National Association), not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee"), and WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "Security Trustee").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 42-B) with TTX Company dated as of September 8, 1994 (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 September 8, 1994 under Recordation Number 18972. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 42-B) dated as of September 8, 1994 (as amended, modified or supplemented, the "Equipment Trust Agreement"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303 on September 8, 1994 under Recordation Number 18972-B.

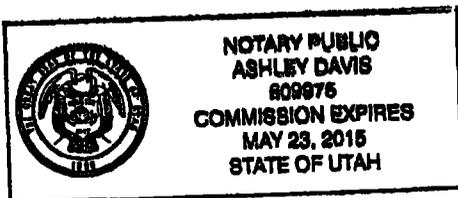
2. The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee hereby releases all of its right, title and interest in and to the railroad equipment set forth on Exhibit A attached hereto.



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

On this, the 28<sup>th</sup> day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2011 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.



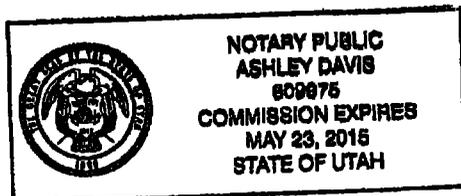
(SEAL)

Ashley Davis  
Name: Ashley Davis  
Notary Public  
My Commission Expires: May 23, 2015  
Residing in Utah

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

On this, the 28<sup>th</sup> day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK, NATIONAL ASSOCIATION, that said instrument was signed on December 28, 2011 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.



(SEAL)

Ashley Davis  
Name: Ashley Davis  
Notary Public  
My Commission Expires: May 23, 2015  
Residing in Utah

**EXHIBIT A  
LEASE NO. 42-B**

**PURCHASED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427259 427284 - 427286	4
Four-unit double stack well car - DTTX	NSC	430115	1
Single unit double stack well car - DTTX	GUNDERSON	456448 - 456462	15
Five-unit articulated double stack well car - DTTX	THRALL	720216 - 720217 720247 - 720249	2 3
Five-unit all purpose articulated spine car - TTAX	TRINITY	553688 - 553695 553822 553824 553891 - 553911 554022	8 23  1
Five-unit all purpose articulated spine car - TTAX	JAC	653931 653962 - 653965 654029 - 654036 654112 - 654116 654118 - 654119 654199 - 654207 654276 - 654286	1 4 8 7  9 11
<b>TOTAL</b>			<u>97</u>

## CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Three-unit double stack well car - DTTX	GUNDERSON	427258	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553823	1
Five-unit all purpose articulated spine car - TTAX	JAC	654117	1
TOTAL CASUALTIED RAILCARS			<u>3</u>
TOTAL ALL RAILCARS			<u>100</u>

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. 1/3/12

Edward M Luria  
Edward M Luria