

March 28, 2012

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
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 Termination of Lease 38-A dated as of March 28, 2012, 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

Chapman and Cutler LLP

Lessor: 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 243 railcars (including casualties) as more specifically described in Schedule 1 attached hereto.

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

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:

Edward M. Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

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/mg
Enclosures

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

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79701 - 79706	56
		79708	
		79710 - 79715	
		79733 - 79746	
		79748 - 79756	
		79771	
		79817 - 79826	
		79828	
		79835 - 79840	
		79847	
		79849	
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553000 - 553003	45
		553009 - 553019	
		553021 - 553030	
		553032 - 553048	
		553050 - 553052	
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653000	56
		653002 - 653018	
		653020 - 653025	
		653027 - 653058	
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780203 - 780208	69
		780210 - 780218	
		780220 - 780224	
		780226 - 780229	
		780248	
		780258	
		780276	
		780279 - 780282	
		780284 - 780299	
780340 - 780361			

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

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79707	7
		79709	
		79747	
		79772	
		79827	
		79841	
		79850	
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553031	2
		553049	
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653001	3
		653019	
		653026	
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780209	5
		780219	
		780225	
		780278	
		780283	
		Total	17

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

THIS TERMINATION OF LEASE 38-A is made and entered into as of March 28, 2012 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 is terminated effective as of the date hereof and Lessor 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 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: 
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

TTX COMPANY, as Lessee

By: _____
Name:
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: _____
Name:
Title:

TTX COMPANY, as Lessee

By: Kathleen Savard
Name: Kathleen Savard
Title: Vice President & Chief Financial
Officer

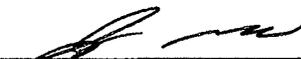
STATE OF Illinois)
) SS.:
COUNTY OF Cook)

On this, the 21st day of March, 2012, 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 March 21, 2012 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.



(SEAL)


Name: Julie Meadors
Notary Public
My Commission Expires: 2-6-16
Residing in Chicago, IL 60602

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

On this, the _____ day of March, 2012, 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 March __, 2012 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 March, 2012, 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 March __, 2012 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.

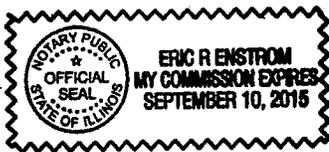
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the 2/5th day of March, 2012, before me, a Notary Public in and for said County and State, personally appeared Kathleen Sward, who being by me duly sworn, says that (s)he is the V.P. & C.F.O. of TTX COMPANY, that said instrument was signed on March 21, 2012 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.



Eric R. Enstrom
Name: Eric R. Enstrom
Notary Public
My Commission Expires: 9/10/15
Residing in Illinois

(SEAL)

**EXHIBIT A
LEASE 38-A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars -- TTAX (48')	TRINITY	79701 - 79706 79708 79710 - 79715 79733 - 79746 79748 - 79756 79771 79817 - 79826 79828 79835 - 79840 79847 79849	56
Five-unit all purpose articulated spine cars -- TTAX (53')	TRINITY	553000 - 553003 553009 - 553019 553021 - 553030 553032 - 553048 553050 - 553052	45
Five-unit all purpose articulated spine cars -- TTAX (53')	JAC	653000 653002 - 653018 653020 - 653025 653027 - 653058	56
Five-unit all purpose articulated spine cars -- TTAX (48')	JAC	780203 - 780208 780210 - 780218 780220 - 780224 780226 - 780229 780248 780258 780276 780279 - 780282 780284 - 780299 780340 - 780361	69
TOTAL PURCHASED RAILCARS			226

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79707	7
		79709	
		79747	
		79772	
		79827	
		79841	
		79850	
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553031	2
		553049	
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653001	3
		653019	
		653026	
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780209	5
		780219	
		780225	
		780278	
		780283	
TOTAL CASUALTIED RAILCARS		Total	17

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: March 28, 2012 Edward M Luria
Edward M. Luria