

Chapman and Cutler LLP

Attorneys at Law · Focused on Finance®

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January 3, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 18473 - I
FILED

JAN 03 '12 -- 1 4 0 PM

SURFACE TRANSPORTATION BOARD

Re: TTX Company
Termination of Lease and Equipment Trust Agreement
Lease No. 42-C

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 (No. 42-C), dated as of January 3, 2012, between Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Owner Trustee, as lessor (the "Lessor"), and TTX Company, as lessee (the "Lessee").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18973 and supplements thereto were subsequently filed under Recordation Numbers 18973-C and 18973-F.

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

Lessee: TTX Company
101 North Wacker Drive
Chicago, IL 60606

Lessor: Wells Fargo Bank Northwest, National Association
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 245 railcars as more specifically described in Schedule 1 attached hereto.

Chapman and Cutler LLP

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

Termination of Lease (No. 42-C).

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

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

**SCHEDULE 1
LEASE NO. 42-C**

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	427260 - 427262 427264 427287 - 427292	10
Four-unit double stack well car - DTTX	NSC	430116 - 430119	4
Single unit double stack well car - DTTX	GUNDERSON	456463 - 456499 456501	38
Five-unit articulated double stack well car - DTTX	THRALL	720218 - 720223 720250 - 720254 720256 - 720258	14
Five-unit all purpose articulated spine car - TTAX	TRINITY	553696 - 553698 553700 - 553710 553712 - 553714 553825 - 553832 553912 - 553913 553915 - 553932 553934 - 553944 553946 553961 - 553979 554023 - 554032 554034 - 554036	89
Five-unit all purpose articulated spine car - TTAX	JAC	653932 - 653933 653966 - 653975 654037 - 654038 654040 - 654056 654059 654120 - 654138 654208 - 654230 654288 - 654294 654296 - 654304	90
TOTAL			<hr/> 245 <hr/>

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	427293	1
Five-unit articulated double stack well car - DTTX	THRALL	720255	1
Five-unit all purpose articulated spine car - TTAX	TRINITY	553699 553711 553914 553933 553945 554033	6
Five-unit all purpose articulated spine car - TTAX	JAC	653934 654039 654287 654295	4
TOTAL			12

RECORDATION NO.

18973 - I
FILED

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**TERMINATION OF LEASE (No. 42-C)
(STB)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE (No. 42-C) is made and entered into as of January 3, 2012 by and between WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee, as lessor (the "*Lessor*"), and TTX COMPANY, as lessee (the "*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 42-C), 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 18973 and supplements thereto were subsequently filed under Recordation Numbers 18973-C and 18973-F.

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.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: Megan C. Giamalakis
Name: Megan C. Giamalakis
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.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, not in its individual capacity,
but solely as Owner Trustee

By: _____
Name:
Title:

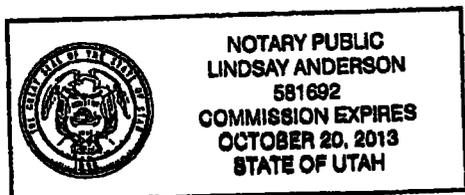
TTX COMPANY, as Lessee

By: Kathleen Savard
Name: Kathleen M. Savard
Title: VP/CFD

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

On this, the 20th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Megan C. Giannakakis, 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 14, 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)

Lindsay Anderson
Name: Lindsay Anderson
Notary Public
My Commission Expires: 10/20/2013
Residing in Salt Lake

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

On this, the _____ day of December, 2011, 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 __, 2011 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 _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of December, 2011, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on December __, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the 28th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Kathleen Sarant who being by me duly sworn, says that (s)he is the CEO of TTX COMPANY, that said instrument was signed on December 28, 2011 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: 10-14-13
Residing in Oak Park IL

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

PURCHASED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
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TOTAL			<hr/> 245 <hr/>

CASUALTIED RAILCARS

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
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Five-unit all purpose articulated spine car - TTAX	TRINITY	553699 553711 553914 553933 553945 554033	6
Five-unit all purpose articulated spine car - TTAX	JAC	653934 654039 654287 654295	4
TOTAL			<hr/> 12 <hr/>