

Chapman and Cutler LLP

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RECORDATION NO. 18972-I 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 Lease (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, 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 18972 and supplements thereto were subsequently filed under Recordation Numbers 18972-C and 18972-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
Corporate Trust Services
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Chapman and Cutler LLP

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 Lease (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

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-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
TOTAL			97

RECORDATION NO.

18972 - I
FILED

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

JAN 03 '12 -4 5 5 PM

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE (No. 42-B) is made and entered into as of January 3, 2012 by and 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, 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. 42-B), 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 and supplements thereto were filed under Recordation Numbers 18972-C and 18972-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: _____
Name:
Title:

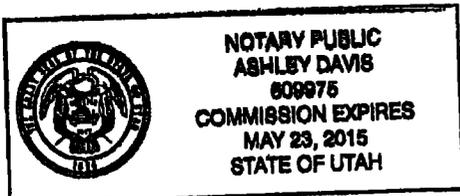
TTX COMPANY, as Lessee

By: Kathleen Savard
Name: Kathleen M. Savard
Title: VP, CFO

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

On this, the 28th 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 _____)
)
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 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)

**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
TOTAL			<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