

DEC 28 '09

10-00 AM

Law Offices of

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SURFACE TRANSPORTATION BOARD
New York

Salt Lake City

San Francisco

December 23, 2009

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

Re: TTX Company
Partial Termination of Lease and Equipment Trust Agreement
Lease No. 38-B

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Partial Termination of Equipment Trust Agreement (No. 38 B), dated as of December 28, 2009, between The Bank of New York Mellon Trust Company, N.A., as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, as Security Trustee (the "*Security Trustee*").

The enclosed document relates to the Partial Termination of Lease (Lease No. 38-B), dated as of December 28, 2009, between Owner Trustee and TTX Company, is being submitted for recording concurrently therewith.

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

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

Security Trustee: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

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

CHAPMAN AND CUTLER LLP

322 Railcars as more specifically described in Exhibit A attached hereto.

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

Partial Termination of Equipment Trust Agreement (No. 38-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:

Robert Alvord, 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) 845-3724.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Denitta A. Germann

DAG/meg
Enclosures

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
Four-unit drawbar double stack well car - DTTX	THRALL	25316 - 25328 25330 - 25333 25351 - 25354	21
Three-unit drawbar double stack well car - DTTX	THRALL	25286 - 25293	8
Three-unit drawbar double stack well car - DTTX	THRALL	25389 - 25401 25403 25405 - 25407 25409 - 25418	27
Single unit double stack well car - DTTX	THRALL	54605 - 54611 54613 - 54653 54655 - 54659 54697	54
		54746 - 54772 54774 - 54791 54889 - 54897 54899 - 54901 54903 - 54906 54908 - 54910 54912 - 54930	83
Five-unit articulated double stack well car - DTTX	GUNDERSON	75571 - 75605 75666 - 75678 75680 - 75701	70
Five-unit articulated double stack well car - DTTX	GUNDERSON	75742 - 75748 75750 - 75755 75757	14
Five-unit articulated double stack well car - DTTX	THRALL	720118 720119 720127 720130 720131 720133	6
Five-unit articulated double stack well car - DTTX	THRALL	720163 - 720185	<u>23</u>
TOTAL PURCHASED			<u>306</u>

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
CASUALTIED RAILCARS			
Four-unit drawbar double stack well car - DTTX	THRALL	25329	1
Three-unit drawbar double stack well car - DTTX	THRALL	25402 25404 25408	3
Single unit double stack well car - DTTX	THRALL	54612 54654 54773 54898 54902 54907 54911	7
Five-unit articulated double stack well car - DTTX	GUNDERSON	75679 75749 75756	3
Five-unit articulated double stack well car - DTTX	THRALL	720123 720132	<u>2</u>
TOTAL CASUALTIED			<u>16</u>
TOTAL ALL RAILCARS			<u>322</u>

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SURFACE TRANSPORTATION BOARD

PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT
(STB)

THIS PARTIAL TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 38-B) is made and entered into as of December 28, 2009 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 ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee (the "*Security Trustee*").

1. The Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 38-B) with TTX Company 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 18282. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 38-B) dated as of June 30, 1993 (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 June 30, 1993 under Recordation Number 18282-A.

2. The Equipment Trust Agreement is terminated effective as of the date hereof solely with respect to the railroad equipment set forth on Exhibit A attached hereto (the "*Released Equipment*") and the Security Trustee hereby releases all of its right, title and interest in and to the Released Equipment. The Equipment Trust Agreement shall otherwise remain in full force and effect as to all other Equipment (as defined in the Equipment Trust Agreement) covered by the Equipment Trust Agreement.

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. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee

By: 
Name: J. Bartolini
Title: Vice President

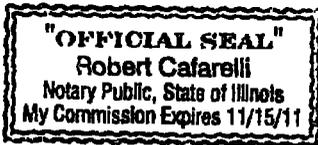
WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank of Utah, National Association),
not in its individual capacity, but solely as
Security Trustee

By: _____
Name:
Title:

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

On this, the 18th day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared J. Bartolini, who being by me duly sworn, says that she is a Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 18th, 2009 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)

[Signature]
Name:
Notary Public
My Commission Expires:

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

On this, the _____ day of December, 2009, 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 __, 2009 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)

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. (successor-in-interest to
Society National Bank), not in its individual
capacity, but solely as Owner Trustee

By: _____
Name:
Title:

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
Security Trustee

By: _____
Name:
Title: Val T. Orton
Vice President

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

On this, the _____ day of December, 2009, 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 December __, 2009 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.

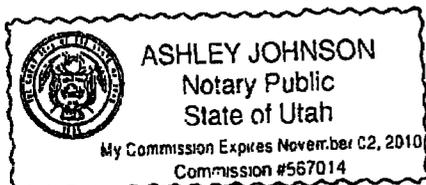
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF UTAH)
)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of December, 2009, before me, a Notary Public in and for said County and State, personally appeared Val T. Orton, 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 __, 2009 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)

Val T. Orton
Name:
Notary Public
My Commission Expires:
Residing in _____

**EXHIBIT A
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
PURCHASED RAILCARS			
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TOTAL CASUALTIED			<u>16</u>
TOTAL ALL RAILCARS			<u>322</u>

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: 12/28/09



Robert W. Alvord