

Chapman and Cutler LLP

Attorneys at Law · Focused on Finance®

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July 25, 2011

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

RECORDATION NO. 18862-6

JUL 27 '11 -11 20 AM

SURFACE TRANSPORTATION BOARD

Re: **TTX Company**
Termination of Lease and Equipment Trust Agreement
Lease No. 41-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 Equipment Trust Agreement (No. 41-C), dated as of July 27, 2011, between TTX Lease 41-C Trust, as Owner (the "Owner"), and Wells Fargo Bank, N.A. (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "Security Trustee").

The enclosed document relates to the equipment trust agreement previously filed under Recordation Number 18862-B and a supplement thereto which was subsequently filed under Recordation Number 18862-E. Please also note that the enclosed document relates to the Termination of Lease (Lease No. 41-C), dated as of July 27, 2011, between Owner and TTX Company, which is being submitted for recording concurrently therewith.

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

Owner: TTX Lease 41-C Trust
c/o Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

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

Chapman and Cutler LLP

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

The 886 Railcars as more specifically described in Exhibit A attached hereto.

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

Termination of Equipment Trust Agreement (No. 41-C).

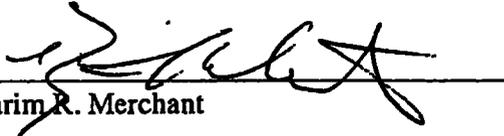
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

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) 845-3465.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM/dk
Enclosures

**EXHIBIT A
RAILCARS**

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	427000 - 427001	61
		427003 - 427023	
		427025 - 427034	74
		427036 - 427043	
		427046 - 427051	
		427053 - 427066	
		427170 - 427173	
		427175 - 427176	
		427178 - 427194	
		427196 - 427203	
427205 - 427247			
Four-unit double stack well car — DTTX	NSC	430000 - 430011	59
		430013 - 430015	
		430017 - 430038	
		430040 - 430042	
		430044 - 430045	
		430087 - 430103	
Single-unit double stack well car — DTTX	GUNDERSON	456097 - 456099	57
		456101 - 456125	
		456127 - 456135	
		456137 - 456151	80
		456153 - 456157	
		456263 - 456264	
		456266 - 456267	
		456269	
		456271	
		456273 - 456286	
		456288 - 456325	
		456327 - 456342	
		456344 - 456349	
Centerbeam flatcar — TTZX	TRINITY	85585 - 85603	170
		85605 - 85630	
		85632 - 85633	
		85635 - 85740	
		85742 - 85748	
		85750 - 85759	
		85885 - 85927	
		85929 - 85935	
		85937	
		85939 - 85946	
		85987 - 85991	
		85993 - 85994	
		855000	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
		855004 - 855009	
		855028 - 855039	22
		855041 - 855045	
		855047 - 855051	
Centerbeam flatcar — TTZX	NSC	861000 - 861031	114
		861033 - 861034	
		861036 - 861039	
		861041 - 861073	
		861075 - 861088	
		861090 - 861118	
		861200 - 861239	73
		861241 - 861245	
		861295 - 861302	
		861304 - 861318	
		861320 - 861324	
Five-unit all purpose articulated spine cars — TTAX	TRINITY	553451 - 553464	47
		553466	
		553472	
		553530	
		553540 - 553542	
		553544 - 553552	
		553554 - 553563	
		553595 - 553599	
		553601 - 553603	
Five-unit all purpose articulated spine cars — TTAX	JAC	653854	12
		653898 - 653899	
		653901 - 653909	
TOTAL			<u>842</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	427002	10
		427024	
		427035	
		427044 - 427045	
		427052	
		427174	
		427177	
		427195	
		427204	

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Four-unit double stack well car — DTTX	NSC	430012 430016 430039 430043	4
Single-unit double stack well car — DTTX	GUNDERSON	456100 456126 456136 456152 456265 456268 456270 456272 456287 456326	10
Centerbeam flatcar — TTZX	TRINITY	85604 85631 85634 85741 85749 855040 855046	7
Centerbeam flatcar — TTZX	NSC	861032 861035 861040 861074 861089 861240 861303 861319	8
Five-unit all purpose articulated spine cars — TTAX	TRINITY	553465 553543 553553 553600	4
Five-unit all purpose articulated spine cars — TTAX	JAC	653900	1
TOTAL			<hr/> 44 <hr/>
TOTAL ALL RAILCARS			<hr/> 886 <hr/>

JUL 27 '11 -11 20 AM

**TERMINATION OF EQUIPMENT TRUST AGREEMENT
(STB)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT (No. 41-C) is made and entered into as of July 27, 2011 by and between TTX LEASE 41-C TRUST, as Owner (the "*Owner*"), and Wells Fargo Bank, National Association (successor-in-interest to First Security Bank of Idaho, National Association), as Security Trustee (the "*Security Trustee*").

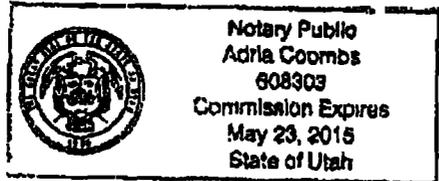
1. The Owner has entered into that certain Lease of Railroad Equipment (No. 41-C) with TTX Company dated as of June 30, 1994 (as amended, modified or supplemented, the "*Lease*"), a copy of which (or evidence thereof) was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to the provisions of 49 U.S.C. Section 11303 on June 30, 1994 under Recordation Number 18862. The Lease was assigned to the Security Trustee by virtue of an Equipment Trust Agreement (No. 41-C) dated as of June 30, 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 June 30, 1994 under Recordation Number 18862-B, and a supplement thereto was subsequently filed under Recordation Number 18862-E.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and the 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)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of July, 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 July __, 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.



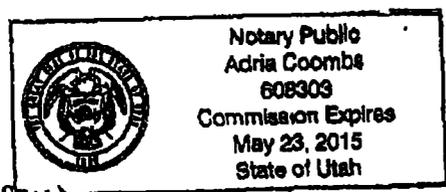
Adria Coombs
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

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

On this, the _____ day of July, 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 July __, 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.



Adria Coombs
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

**EXHIBIT A
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		85929 - 85935			
		85937			
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		553472	
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		553554 - 553563	
		553595 - 553599	
		553601 - 553603	
Five-unit all purpose articulated spine cars — TTAX	JAC	653854	12
		653898 - 653899	
		653901 - 653909	
TOTAL			<hr/> 842 <hr/>

CASUALTIED RAILCARS

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		427174	
		427177	
		427195	
		427204	

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TOTAL			<hr/> 44 <hr/>
TOTAL ALL RAILCARS			<hr/> 886 <hr/>

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: 7/27/11



Robert W. Alvord