

RECORDATION NO. 16933-I FILED

December 29, 2011

DEC 29 '11 -2 30 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 Security Documents
Lease No. 32-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 (No. 32-A), dated as of December 29, 2011, between U.S. Bank National Association (successor to Meridian Trust Company) not in its individual capacity, but solely as Owner Trustee, as lessor (the "*Lessor*"), and TTX Company (formerly Trailer Train Company), as lessee (the "*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 16933 and supplements thereto were subsequently filed under Recordation Numbers 16933-B, 16933-D and 16933-E.

Chapman and Cutler LLP

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: U.S. Bank National Association
Corporate Trust Services
225 Asylum Street - 23rd Floor
Hartford, CT 06103

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

The 321 railcars (including casualties) within the series TTAX 76230 - TTAX 76500, TTAX 77103 - TTAX 77270 and TTAX 78201 - TTAX 78531 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. 32-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:

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

Chapman and Cutler LLP

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. 32-A**

REMAINING RAILCARS

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Trinity	76230 - 76234	100
		76279	
		76291 - 76307	
		76309 - 76319	
		76323	
		76325 - 76337	
		76339 - 76349	
		76411 - 76422	
		76435 - 76460	
		76498 - 76500	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Thrall	77103 - 77104	72
		77106 - 77121	
		77124 - 77125	
		77140	
		77152	
		77165	
		77167 - 77187	
		77232 - 77237	
		77240 - 77241	
		77243 - 77246	
		77249 - 77251	
		77253	
		77255 - 77259	
		77261 - 77266	
77270			
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Bethlehem	78201 - 78202	133
		78205	
		78209	
		78273	
		78314 - 78323	
		78325 - 78337	
		78339	
		78342	
		78349	
		78351	
78353 - 78354			

TYPE OF EQUIPMENT	BUILDER	REMAINING CAR NUMBERS	NO. OF UNITS REMAINING
		78375 - 78381	
		78383 - 78398	
		78412 - 78422	
		78424 - 78431	
		78433 - 78444	
		78470 - 78482	
		78492	
		78497 - 78498	
		78500 - 78509	
		78511 - 78513	
		78515 - 78529	
		78531	
		Total	305

CASUALTIED RAILCARS

EQUIPMENT TYPE	BUILDER	CAR NUMBERS	NUMBER OF CARS
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Trinity	76308	4
		76324	
		76338	
		76410	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Thrall	77122	3
		77123	
		77166	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Bethlehem	78324	9
		78382	
		78399	
		78423	
		78432	
		78496	
		78499	
78514			
78530			
TOTAL CASUALTIED RAILCARS			16

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**TERMINATION OF LEASE
(STB)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE (No. 32-A) is made and entered into as of December 29, 2011 by and between U.S. BANK NATIONAL ASSOCIATION (successor to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee, as lessor ("*Lessor*"), and TTX COMPANY (formerly Trailer Train Company), as lessee ("*Lessee*").

1. Lessor has leased to Lessee certain railroad equipment pursuant to the Lease of Railroad Equipment (No. 32-A), dated as of July 16, 1990 (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 July 16, 1990 under Recordation Number 16933, and filings relating to the subject railcars were also filed under Recordation Numbers 16933-A through G.

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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: Annette Morgan
Name: Annette Morgan
Title: Assistant Vice President

TTX COMPANY

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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: _____
Name:
Title:

TTX COMPANY

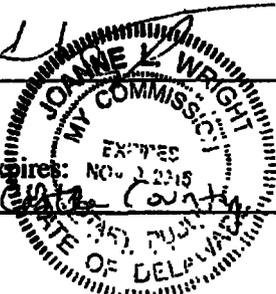
By: Kathleen Savard
Name: Kathleen M. Savard
Title: VP/CFD

Delaware
STATE OF ~~CONNECTICUT~~)
New Castle) SS.:
COUNTY OF ~~HARTFORD~~)

On this, the 28th day of December, 2011, before me, a Notary Public in and for said County and State, personally appeared Invette Morgan, who being by me duly sworn, says that (s)he is the ASSI Vice President of U.S. BANK 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.

[Signature]
Name: _____
Notary Public
My Commission Expires: NOV 2 2015
Residing in New Castle County



(SEAL)

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 CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

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 U.S. BANK 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)
) SS.:
COUNTY OF COOK)

On this, the 28 day of December, 2011, 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 CFD 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

REMAINING RAILCARS

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		76309 - 76319	
		76323	
		76325 - 76337	
		76339 - 76349	
		76411 - 76422	
		76435 - 76460	
		76498 - 76500	
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		77106 - 77121	
		77124 - 77125	
		77140	
		77152	
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		77243 - 77246	
		77249 - 77251	
		77253	
		77255 - 77259	
		77261 - 77266	
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		78209	
		78273	
		78314 - 78323	
		78325 - 78337	
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		78342	
		78349	
		78351	
		78353 - 78354	
78375 - 78381			

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		78412 - 78422	
		78424 - 78431	
		78433 - 78444	
		78470 - 78482	
		78492	
		78497 - 78498	
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		78515 - 78529	
		78531	
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		76324	
		76338	
		76410	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Thrall	77122	3
		77123	
		77166	
Five-platform articulated all-purpose spine flatcars with retractable hitches for carrying trailers or containers - TTAX	Bethlehem	78324	9
		78382	
		78399	
		78423	
		78432	
		78496	
		78499	
	78514		
	78530		
TOTAL CASUALTIED RAILCARS			16

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. 12/29/11

Edward M. Luria
Edward M. Luria