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RECORDATION NO. 18283-I FEB

FEB 29 '12 -8 0 0 AM

SURFACE TRANSPORTATION BOARD

February 29, 2012

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
Lease No. 38-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 38-C dated as of February 29, 2012, 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, as lessor ("*Lessor*"), and TTX Company as lessee ("*Lessee*").

Please note that the enclosed document relates to the lease agreement previously filed under Recordation Number 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.

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

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

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1980481

Chapman and Cutler LLP

Lessor: The Bank of New York Trust Company, N.A.
Chicago Corporate Trust
Two North LaSalle Street, Suite 1020
Chicago, IL 60602

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

The 163 railcars (including casualties) as more specifically described in Schedule 1 attached hereto.

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

Termination of Lease 38-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:

Edward M. 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/mg
Enclosures

**SCHEDULE 1
LEASE NO. 38-C
PURCHASED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79732 79763 - 79770 79799 - 79816 79854 79861 - 79867 79872 - 79876	40
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553007 - 553008 553192 - 553193 553207 - 553218 553220 - 553233	30
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653186 653190 653194 - 653208 653210 653212 - 653232	39
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780259 780261 - 780269 780271 - 780275 780277 780325 - 780333 780335 780337 - 780339 780384 - 780399	45
TOTAL PURCHASED RAILCARS			154

**SCHEDULE 1
LEASE NO. 38-C
CASUALTIED RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79731 79868	2
Five-unit all purpose articulated spine cars — TTAX (53')	TRINITY	553219	1
Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653209 653211	2
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780260 780270 780334 780336	4
TOTAL CASUALTIED RAILCARS			9

RECORDATION NO. 18283 - I
FEB

FEB 29 '12 -8 0 0 AM

**TERMINATION OF LEASE 38-C
(STB)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE 38-C is made and entered into as of February 29, 2012 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, 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. 38-C), 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 18283 and supplements thereto were subsequently filed under Recordation Numbers 18283-B, 18283-C and 18283-D.

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.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., not in its individual
capacity, but solely as Owner Trustee

By: 
Name: **D. G. DONOVAN**
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.

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A., 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: Vice President and Chief Financial
Officer

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

On this, the 28th day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on February __, 2012 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)

T. Mosterd
Name: T. MOSTERD
Notary Public
My Commission Expires: 1/22/2013
Residing in _____

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

On this, the _____ day of February, 2012, 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 February __, 2012 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 _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of February, 2012, 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 February __, 2012 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 _____

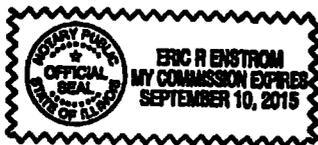
(SEAL)

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

On this, the 28th day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared Kathleen M. Savard, who being by me duly sworn, says that (s)he is the V.P. I.C.F.O. of TTX COMPANY, that said instrument was signed on February 27, 2012 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.

Eric R. Enstrom
Name: Eric R. Enstrom
Notary Public
My Commission Expires: 9/10/15
Residing in Illinois



(SEAL)

**EXHIBIT A
LEASE 38-C
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
Five-unit all purpose articulated spine cars — TTAX (48')	TRINITY	79732 79763 - 79770 79799 - 79816 79854 79861 - 79867 79872 - 79876	40
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Five-unit all purpose articulated spine cars — TTAX (53')	JAC	653209 653211	2
Five-unit all purpose articulated spine cars — TTAX (48')	JAC	780260 780270 780334 780336	4
TOTAL CASUALTIED RAILCARS			<hr/> 9 <hr/>

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 2/29/12

Edward M Luria
Edward M. Luria