

# Chapman and Cutler LLP

Attorneys at Law · Focused on Finance®

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RECORDATION NO. 18283 - J FILED

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 Equipment Trust Agreement  
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 Equipment Trust Agreement 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 (the "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").

The enclosed document relates to (a) the Lease of Railroad Equipment (No. 38-C), and (b) Equipment Trust Agreement (No. 38-C) between Owner Trustee and the Agent, copies of which (or evidence thereof) were previously filed under Recordation Numbers 18283 and 18283-A respectively. Please also note that the enclosed document relates to the Termination of Lease 38-C, dated as of February 29, 2012, between Owner Trustee and TTX Company, which is being submitted for recording concurrently therewith.

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

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

Security Trustee: Wells Fargo Bank Northwest, National Association  
299 South Main Street, 12th Floor  
MAC: 1228-120  
Salt Lake City, Utah 84111

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 Equipment Trust Agreement 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

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/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
<b>TOTAL PURCHASED RAILCARS</b>			154

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**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
<b>TOTAL CASUALTIED RAILCARS</b>			9

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TERMINATION OF EQUIPMENT TRUST AGREEMENT 38-C  
(STB)

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF EQUIPMENT TRUST AGREEMENT 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 ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank of Utah, National Association), as Security Trustee ("*Security Trustee*").

1. Owner Trustee has entered into that certain Lease of Railroad Equipment (No. 38-C) 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 18283. The Lease was assigned to Security Trustee by virtue of an Equipment Trust Agreement (No. 38-C) 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 18283-A.

2. The Equipment Trust Agreement is terminated effective as of the date hereof and Security Trustee 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. (successor-in-interest to  
Society National Bank), not in its individual  
capacity, but solely as Owner Trustee

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

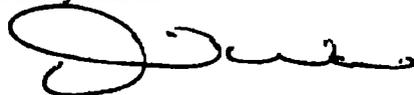
By: \_\_\_\_\_  
Name:  
Title:

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: **David Wall**  
Title: **Assistant Vice President**

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

On this, the 29<sup>th</sup> 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.



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

(SEAL)

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on February \_\_, 2012 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 \_\_\_\_\_ )  
 ) 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.

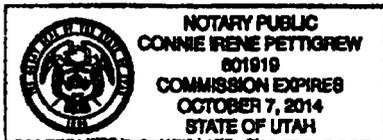
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

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

On this, the \_\_\_\_\_ day of February, 2012, before me, a Notary Public in and for said County and State, personally appeared ~~David Wall~~ Assistant Vice President, who being by me duly sworn, says that (s)he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on February \_\_, 2012 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.



Connie Irene Pettigrew  
Name: Connie Irene Pettigrew  
Notary Public  
My Commission Expires: 10/7/14  
Residing in Salt Lake

(SEAL)

**EXHIBIT A  
LEASE 38-C  
RAILCARS**

<u>EQUIPMENT TYPE</u>	<u>BUILDER</u>	<u>CAR NUMBERS</u>	<u>NUMBER OF CARS</u>
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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
<b>TOTAL CASUALTIED RAILCARS</b>			<hr/> <b>9</b> <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