

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005 6-147A031

COUNSEL MAURICE T. MOORE

TELEPHONE 212 422-3000

TELEX RCA 233663 WUD 125547 WUI 620976 TRT 177149

CABLE ADDRESSES CRAVATH, N. Y. CRAVATH, LONDON E. C. 2

2 HONEY LANE, CHEAPSIDE LONDON EC2V 8BT, ENGLAND TELEPHONE: 1-606-1421 TELEX: 8814901 RAPIFAX/INFOTEC: 1-606-1425

RALPH L. McAFEE ALLEN F. MAULSBY STEWARD R. BROSS, JR. HENRY P. RIORDAN JOHN R. HUPPER SAMUEL C. BUTLER WILLIAM J. SCHRENK, JR. BENJAMIN F. CRANE JOHN F. HUNT GEORGE J. GILLESPIE, III WAYNE E. CHAPMAN THOMAS D. BARR MELVIN L. BEDRICK GEORGE T. LOWY ROBERT ROSENMAN JAMES H. DUFFY ALAN J. HRUSKA JOHN E. YOUNG JAMES N. EDWARDS DAVID G. ORMSBY DAVID L. SCHWARTZ RICHARD J. HIEGEL CHRISTINE BESHAR ROBERT S. RIFKIND DAVID BOIES DAVID O. BROWNWOOD PAUL M. DODYK RICHARD M. ALLEN THOMAS R. BROME ROBERT D. JOFFE

ROBERT F. MULLEN ALLEN FINKELSON RONALD S. ROLFE JOSEPH R. SAHID PAUL C. SAUNDERS MARTIN L. SENZEL DOUGLAS D. BROADWATER ALAN C. STEPHENSON RICHARD L. HOFFMAN JOSEPH A. MULLINS MAX R. SHULMAN WILLIAM P. DICKEY STUART W. GOLD JOHN W. WHITE JOHN E. BEERBOWER EVAN R. CHESLER PATRICIA DEOGHEGAN D. COLLIER KIRKHAM MICHAEL L. SCHLER DANIEL P. CUNNINGHAM KRIS F. HEINZELMAN B. ROBBINS KIESSLING ROGER D. TURNER PHILIP A. GELSTON RORY O. MILLSON NEIL P. WESTREICH FRANCIS P. BARRON RICHARD W. CLARY WILLIAM P. ROGERS, JR.

No. Date MAY 27 1986 Fee \$ 10.00 ICC Washington, D. C.

14932-A Filed 1425

MAY 27 1986 - 9 25 AM INTERSTATE COMMERCE COMMISSION

Mr. Lee - Need separate letter for this one. Thanks

May 23, 1986

Release dated as of May 22, 1986 with respect to an Interim User Agreement Filed Under Recordation Number 14932

Dear Mr. Bayne:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of The Kansas City Southern Railway Company for filing and recordation counterparts of the following document:

Release dated as of May 22, 1986, with Thrall Car Manufacturing Company.

The Release relinquishes all and any interest to the equipment described in and subject to the Interim User Agreement dated as of March 20, 1986, previously filed and recorded with the Interstate Commerce Commission on April 2, 1986, at 10:50 a.m., Recordation No. 14932.

Please file and record the Release submitted with this letter and assign it Recordation Number 14932-A.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Release.

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining

Hand Hiegel

Thank this will be 14932-A but please check

Handwritten signature

counterparts of the document be delivered to the bearer of this letter.

Very truly yours,

*Laurance V. Goodrich*

Laurance V. Goodrich  
as Agent for  
The Kansas City Southern  
Railway Company

James H. Bayne, Secretary,  
Interstate Commerce Commission,  
Washington, D. C. 20423

encls.

Interstate Commerce Commission  
Washington, D.C. 20423

5/27/86

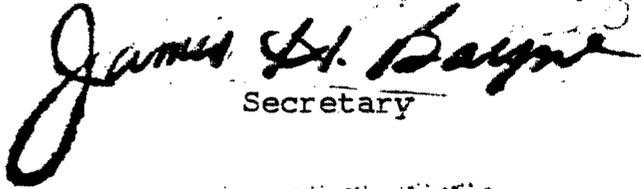
OFFICE OF THE SECRETARY

Laurance V. Goodrich  
Cravath, Swaine & Moore  
One Chase Manhattan Plaza  
New York, N. Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/27/86 at 9:35am and assigned re-  
recording number(s). 14932-A

Sincerely yours,

  
Secretary

Enclosure(s)

SE-30  
(7/79)

REGISTRATION NO. 14932-A Filed 1425

RELEASE

MAY 27 1986 -9 35 AM

INTERSTATE COMMERCE COMMISSION

Reference is made to that Interim User Agreement dated as of March 20, 1986, between Thrall Car Manufacturing Company and The Kansas City Southern Railway Company, Said Interim User Agreement was recorded with the Interstate Commerce Commission (the Commission) on April 2, 1986, at 10:50 a.m., and assigned recordation number /4932.

Thrall Car Manufacturing Company, for and in consideration of \$1.00 and other good and valuable consideration the receipt of which is hereby acknowledged, and intending to be fully bound hereby, does forever and fully release and quit-claim all and any of the open top hoppers described in and subject to the above-described Interim User Agreement.

IN WITNESS WHEREOF, Thrall Car Manufacturing Company has caused these presents to be executed in its name by one of its officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested as of this 22nd day of May, 1986.

ATTEST:  
(Corporate Seal)

THRALL CAR MANUFACTURING  
COMPANY

By: *[Signature]*  
Assistant Secretary

By: *[Signature]*  
Vice President

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

On this 22nd day of May, 1986, before me personally appeared J. M. HIGGINS, to me personally known who, being by me duly sworn, says that he is Vice President of Thrall Car Manufacturing Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*[Signature]*  
Notary Public

My Commission Expires: 1/16/89

(NOTARIAL SEAL)