

3-148A003

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

May 28, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

18016-D
RECORDATION NO. 18016-1
MAY 28 1993 10:30 AM
INTERSTATE COMMERCE COMMISSION
MOTOR OPERATING UNIT
MAY 28 10 27 AM '93

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged copies of a Termination of Agreement dated May 28, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to an Interim Use Agreement dated as of November 24, 1992, which was recorded on December 2, 1992 under Recordation Number 18016.

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

lessor Thrall Car Manufacturing Company
2521 State Street
Chicago Heights, Illinois 60411-0218

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173

A description of the railroad equipment covered by the enclosed document is set forth in Annex A thereto.

[Handwritten signatures]

Mr. Sidney L. Strickland, Jr.
May 28, 1993
Page 2

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/28/93

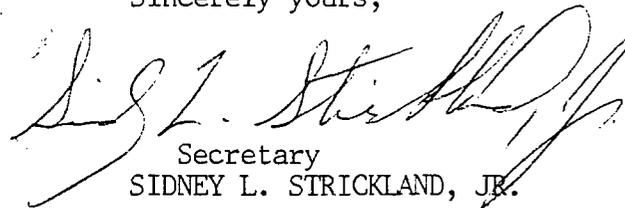
OFFICE OF THE SECRETARY

Robert w. Alvord
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

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 **5/28/93** at **10:30am**, and assigned
recordation number(s). **18016-D, 18066-H & 18066-I**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/28/93

TERMINATION OF AGREEMENT

MAY 28 1993 10:30 AM

INTERSTATE COMMERCE COMMISSION
THIS TERMINATION OF AGREEMENT, made this 28th day of May, 1993, by and between THRALL CAR MANUFACTURING COMPANY, an Illinois corporation ("Thrall"), and THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation ("Railroad").

WHEREAS, Thrall and Railroad are parties to an Interim Use Agreement, dated as of November 24, 1992 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on December 2, 1992, at 11:55 a.m. and given Recordation Number 18016; and

WHEREAS, Thrall and Railroad desire to terminate and cancel the Agreement with respect to the items described herein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and Thrall, intending to be legally bound, the parties hereto agree as follows:

1. Railroad and Thrall hereby terminate and cancel the Agreement, effective May 28, 1993, with respect to the items described on Annex A hereto (hereinafter, the "Terminated Units"), and Railroad and Thrall hereby agree that no rights, duties or liabilities under the Agreement with respect to such Terminated Units shall survive the termination and cancellation of the Agreement, except for the obligations under Section 4 of the Agreement with respect to the time period during which the Terminated Units were subject to the Agreement, which obligations shall survive the termination and cancellation of the Agreement.

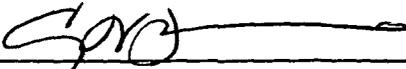
2. The parties agree to record this Termination of Agreement with the ICC.

3. This Termination of Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Agreement.

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY


Name: Craig N. Smetko
Title: Assistant Secretary

By: 
Name: L. S. Vollmer
Title: Director of Finance

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Railroad and Thrall have each caused this Termination of Agreement to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:
(SEAL)

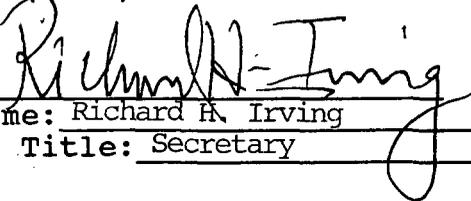
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

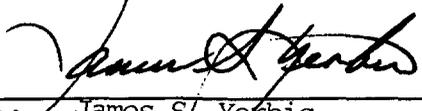
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY


Name: Richard H. Irving
Title: Secretary


By: _____
Name: James S. Yerbic
Title: Vice President of Finance

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this ____ day of May, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____, THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the foregoing instrument was signed on behalf of such 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 such corporation.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

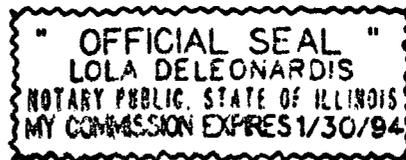
On this 20th day of May, 1993, before me personally appeared James S. Yerbic, to me personally known, who, being duly sworn, did say that he is Vice President of Finance _____ of THRALL CAR MANUFACTURING COMPANY, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Lola DeLeonardis

Notary Public

My commission expires:

January 30, 1994



ANNEX A
CAR LISTING

Trilevel

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	850314	ATSF 3048	05/04/93	GM
ETTX	850371	ATSF 3049	05/04/93	GM
ETTX	820985	ATSF 3050	05/04/93	GM
ETTX	853930	ATSF 3051	05/04/93	GM
ETTX	820678	ATSF 3052	05/04/93	GM
ETTX	852186	ATSF 3053	05/04/93	GM
ETTX	852049	ATSF 3054	05/04/93	GM
ETTX	854155	ATSF 3055	05/04/93	GM
ETTX	852004	ATSF 3056	05/04/93	GM
ETTX	852522	ATSF 3058	05/04/93	GM
ETTX	850237	ATSF 3059	05/04/93	GM
ETTX	852034	ATSF 3060	05/04/93	GM
ETTX	820683	ATSF 3061	05/04/93	GM
ETTX	820630	ATSF 3062	05/05/93	GM
ETTX	820744	ATSF 3063	05/05/93	GM
ETTX	852626	ATSF 3064	05/05/93	GM
ETTX	852387	ATSF 3065	05/05/93	GM
ETTX	820589	ATSF 3066	05/05/93	GM
ETTX	852677	ATSF 3067	05/05/93	GM
ETTX	852673	ATSF 3068	05/05/93	GM
ETTX	850028	ATSF 3069	05/05/93	GM
ETTX	852704	ATSF 3070	05/05/93	GM
ETTX	850058	ATSF 3071	05/06/93	GM
ETTX	820746	ATSF 3074	05/06/93	GM
ETTX	852097	ATSF 3075	05/06/93	GM
ETTX	852399	ATSF 3076	05/06/93	GM
ETTX	852659	ATSF 3077	05/06/93	GM
ETTX	850243	ATSF 3078	05/06/93	GM
ETTX	850367	ATSF 3079	05/06/93	GM
ETTX	853369	ATSF 3072	05/07/93	GM
ETTX	820592	ATSF 3073	05/07/93	GM
ETTX	852142	ATSF 3080	05/07/93	GM
ETTX	852054	ATSF 3081	05/07/93	GM
ETTX	700307	ATSF 3082	05/07/93	GM
ETTX	852059	ATSF 3083	05/07/93	GM
ETTX	700316	ATSF 3084	05/07/93	GM
ETTX	852657	ATSF 3085	05/07/93	GM
ETTX	820568	ATSF 3086	05/07/93	GM
ETTX	852674	ATSF 3087	05/10/93	GM
ETTX	852565	ATSF 3088	05/10/93	GM
ETTX	850491	ATSF 3089	05/10/93	GM
ETTX	850297	ATSF 3090	05/10/93	GM
ETTX	852553	ATSF 3091	05/10/93	GM
ETTX	820584	ATSF 3092	05/10/93	GM
ETTX	852353	ATSF 3093	05/10/93	GM
ETTX	852141	ATSF 3094	05/10/93	GM
ETTX	850130	ATSF 3057	05/11/93	GM
ETTX	850565	ATSF 3097	05/11/93	GM

ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	700257	ATSF 3098	05/11/93	GM
ETTX	820722	ATSF 3099	05/11/93	GM
ETTX	850364	ATSF 3100	05/11/93	GM
ETTX	852132	ATSF 3101	05/11/93	GM
ETTX	700497	ATSF 3102	05/11/93	GM
ETTX	852337	ATSF 3103	05/11/93	GM
ETTX	850356	ATSF 3106	05/12/93	GM
ETTX	850258	ATSF 3107	05/12/93	GM
ETTX	850443	ATSF 3108	05/12/93	GM
ETTX	853784	ATSF 3109	05/12/93	GM
ETTX	852046	ATSF 3110	05/12/93	GM
ETTX	850374	ATSF 3111	05/12/93	GM
ETTX	850288	ATSF 3112	05/12/93	GM
ETTX	852178	ATSF 3113	05/12/93	GM
ETTX	820539	ATSF 3095	05/13/93	GM
ETTX	852679	ATSF 3096	05/13/93	GM
ETTX	852206	ATSF 3114	05/13/93	GM
ETTX	852065	ATSF 3115	05/13/93	GM
ETTX	854161	ATSF 3116	05/13/93	GM
ETTX	854159	ATSF 3117	05/13/93	GM
ETTX	854145	ATSF 3118	05/13/93	GM
ETTX	851375	ATSF 3119	05/13/93	GM
ETTX	820578	ATSF 3120	05/13/93	GM
ETTX	852511	ATSF 3121	05/13/93	GM
ETTX	820741	ATSF 3104	05/14/93	GM
ETTX	820599	ATSF 3105	05/14/93	GM
ETTX	852402	ATSF 3122	05/14/93	GM
ETTX	852148	ATSF 3123	05/14/93	GM
ETTX	852093	ATSF 3124	05/14/93	GM
ETTX	852670	ATSF 3125	05/14/93	GM
ETTX	852096	ATSF 3126	05/14/93	GM
ETTX	852252	ATSF 3127	05/14/93	GM
ETTX	852163	ATSF 3128	05/14/93	GM
ETTX	852729	ATSF 3129	05/14/93	GM
ETTX	700329	ATSF 3130	05/17/93	GM
ETTX	852048	ATSF 3131	05/17/93	GM
ETTX	820731	ATSF 3132	05/17/93	GM
ETTX	850278	ATSF 3133	05/17/93	GM
ETTX	852635	ATSF 3134	05/17/93	GM
ETTX	852559	ATSF 3135	05/17/93	GM
ETTX	852301	ATSF 3136	05/17/93	GM
ETTX	852434	ATSF 3137	05/17/93	GM
ETTX	852275	ATSF 3138	05/18/93	GM
ETTX	852525	ATSF 3139	05/18/93	GM
ETTX	850138	ATSF 3140	05/18/93	GM
ETTX	852676	ATSF 3141	05/18/93	GM
ETTX	852050	ATSF 3142	05/18/93	GM
ETTX	700338	ATSF 3143	05/18/93	GM

ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	820749	ATSF 3144	05/18/93	GM
ETTX	850076	ATSF 3145	05/18/93	GM
ETTX	850074	ATSF 3147	05/19/93	GM
ETTX	852630	ATSF 3148	05/19/93	GM
ETTX	820676	ATSF 3149	05/19/93	GM
ETTX	850054	ATSF 3150	05/19/93	GM
ETTX	820580	ATSF 3152	05/19/93	GM
ETTX	852556	ATSF 3154	05/19/93	GM
ETTX	851855	ATSF 3156	05/20/93	GM
ETTX	700297	ATSF 3157	05/20/93	GM
ETTX	850555	ATSF 3158	05/20/93	GM
ETTX	700229	ATSF 3159	05/20/93	GM
ETTX	700428	ATSF 3160	05/20/93	GM
ETTX	850672	ATSF 3161	05/20/93	GM
ETTX	854153	ATSF 3162	05/20/93	GM
ETTX	850362	ATSF 3163	05/21/93	GM
ETTX	852085	ATSF 3164	05/21/93	GM
ETTX	820585	ATSF 3165	05/21/93	GM
ETTX	852903	ATSF 3166	05/21/93	GM
ETTX	850085	ATSF 3167	05/21/93	GM
ETTX	700381	ATSF 3168	05/21/93	GM
ETTX	852678	ATSF 3169	05/21/93	GM

TOTAL 118

ANNEX A
CAR LISTING

Bilevel

CAR MARK	CAR NUMBER	RACK NUMBER	SHIP DATE	SERVICE
TTGX	980619	ATSF 3010	4/26/93	GM
TTGX	963179	ATSF 3017	4/26/93	GM
TTGX	990583	ATSF 3018	4/26/93	GM
TTGX	993108	ATSF 3019	4/26/93	GM
TTGX	990593	ATSF 3020	4/26/93	GM
TTGX	940905	ATSF 3021	4/26/93	GM
TTGX	980168	ATSF 3022	4/26/93	GM
TTGX	991359	ATSF 3023	4/26/93	GM
TTGX	941454	ATSF 3011	4/27/93	GM
TTGX	991331	ATSF 3012	4/27/93	GM
TTGX	979933	ATSF 3013	4/27/93	GM
TTGX	982157	ATSF 3014	4/27/93	GM
TTGX	982078	ATSF 3015	4/27/93	GM
TTGX	980351	ATSF 3016	4/27/93	GM
TTGX	981887	ATSF 3027	4/27/93	GM
TTGX	979938	ATSF 3028	4/27/93	GM
TTGX	990782	ATSF 3024	4/28/93	GM
TTGX	964250	ATSF 3025	4/28/93	GM
TTGX	979233	ATSF 3026	4/28/93	GM
TTGX	990746	ATSF 3029	4/28/93	GM
TTGX	983041	ATSF 3030	4/28/93	GM
TTGX	975781	ATSF 3031	4/28/93	GM
TTGX	979179	ATSF 3036	4/28/93	GM
TTGX	981210	ATSF 3037	4/28/93	GM
TTGX	981302	ATSF 3032	4/29/93	GM
TTGX	980226	ATSF 3033	4/29/93	GM
TTGX	975769	ATSF 3034	4/29/93	GM
TTGX	964171	ATSF 3035	4/29/93	GM
TTGX	979981	ATSF 3038	4/29/93	GM
TTGX	975829	ATSF 3039	4/29/93	GM
TTGX	981028	ATSF 3040	4/29/93	GM
TTGX	983351	ATSF 3041	4/29/93	GM
TTGX	983264	ATSF 3042	4/30/93	GM
TTGX	990986	ATSF 3043	4/30/93	GM
TTGX	981139	ATSF 3044	4/30/93	GM
TTGX	990308	ATSF 3045	4/30/93	GM
TTGX	979983	ATSF 3046	4/30/93	GM
TTGX	981445	ATSF 3047	4/30/93	GM

TOTAL

38