

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

RECORDATION NO. 18016-F FILED 1425

JUN 30 1993 11:15 AM

B16

June 30, 1993

INTERSTATE COMMERCE COMMISSION

18016 -

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

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 June 30, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

MOTOR OPERATING UNIT
JUN 30 11 08 AM '93

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:

Thrall Car Manufacturing Company
2521 State Street
Chicago, 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.

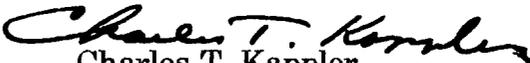
Handwritten signature/initials on the left margin.

Mr. Sidney L. Strickland, Jr.
June 30, 1993
Page Two

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

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

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/30/93

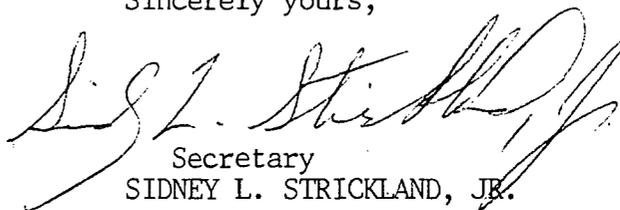
OFFICE OF THE SECRETARY

Charles T. Kappler
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 **6/30/93** at **11:15am**, and assigned recordation number(s). **18016-E & 18066-J**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

Handwritten mark

JUN 30 1993 11:15 AM

TERMINATION OF AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF AGREEMENT, made this 30th day of June, 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;

WHEREAS, that certain Termination of Agreement dated May 28, 1993 (the "May Termination Agreement") by and between Thrall and Railroad, filed with the ICC on May 28, 1993 as number 18016-D, contained an error on page 3 to Annex A and Thrall and Railroad desire to correct the error;

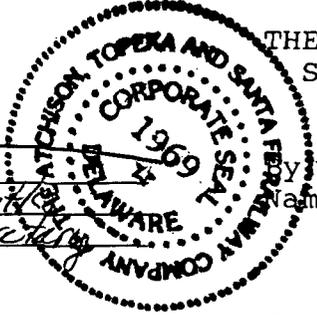
NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and Thrall, intending to be legally bound, the parties hereto agree as follows:

1. Railroad and Thrall hereby terminate and cancel the Agreement, effective June 30, 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 May Termination Agreement is hereby amended by replacing page 3 of Annex A to the May Termination Agreement with revised page 3 attached hereto.
3. The parties agree to record this Termination of Agreement with the ICC.

4. 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. Smith
Title: Asst. Secretary

By: [Signature]
Name: L.S. Vollmer
Title: Director of Finance

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: _____

4. 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)

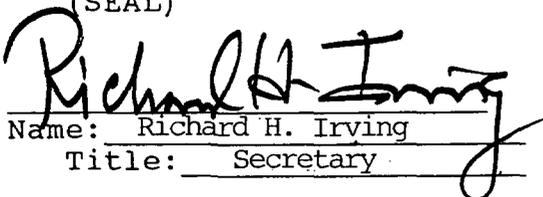
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

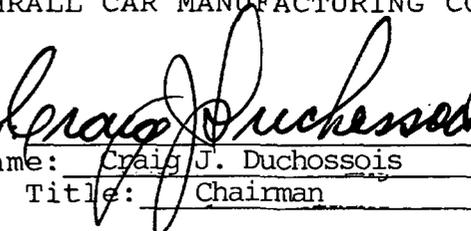
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY


Name: Richard H. Irving
Title: Secretary

By: 
Name: Craig J. Duchossois
Title: Chairman

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 25th day of June, 1993, before me personally appeared L. J. Volmer, to me personally known, who, being duly sworn, did say that he is Director of Finance, 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.

Lois M. Melkovitz
Notary Public

My commission expires:



STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this _____ day of June, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____ 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.

Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this ____ day of June, 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~~ DuPage)

On this 30th day of June, 1993, before me personally appeared Craig J. Duchossois, to me personally known, who, being duly sworn, did say that he is _____ Chairman 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:

1-30-94



ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	820594	ATSF 3170	05/21/93	GM
ETTX	850169	ATSF 3171	05/24/93	GM
ETTX	852969	ATSF 3172	05/24/93	GM
ETTX	852655	ATSF 3173	05/24/93	GM
ETTX	820598	ATSF 3174	05/24/93	GM
ETTX	850188	ATSF 3175	05/24/93	GM
ETTX	850077	ATSF 3176	05/24/93	GM
ETTX	852003	ATSF 3177	05/24/93	GM
ETTX	852089	ATSF 3178	05/24/93	GM
ETTX	820542	ATSF 3146	05/25/93	GM
ETTX	850489	ATSF 3151	05/25/93	GM
ETTX	852175	ATSF 3153	05/25/93	GM
ETTX	820583	ATSF 3155	05/25/93	GM
ETTX	853912	ATSF 3179	05/25/93	GM
ETTX	852280	ATSF 3180	05/25/93	GM
ETTX	852701	ATSF 3181	05/25/93	GM
ETTX	852098	ATSF 3182	05/25/93	GM
ETTX	820574	ATSF 3183	05/25/93	GM
ETTX	853584	ATSF 3184	05/25/93	GM
ETTX	700010	ATSF 3185	05/25/93	GM
ETTX	820570	ATSF 3186	05/25/93	GM
ETTX	820567	ATSF 3187	05/26/93	GM
ETTX	820593	ATSF 3188	05/26/93	GM
ETTX	852321	ATSF 3189	05/26/93	GM
ETTX	820733	ATSF 3190	05/26/93	GM
ETTX	852634	ATSF 3191	05/26/93	GM
ETTX	852681	ATSF 3192	05/26/93	GM
ETTX	700211	ATSF 3193	05/26/93	GM
ETTX	850067	ATSF 3194	05/26/93	GM
ETTX	852690	ATSF 3195	05/27/93	GM
ETTX	851875	ATSF 3197	05/27/93	GM
ETTX	852327	ATSF 3198	05/27/93	GM
ETTX	852366	ATSF 3199	05/27/93	GM
ETTX	852185	ATSF 3200	05/27/93	GM
ETTX	852691	ATSF 3201	05/27/93	GM
ETTX	852974	ATSF 3202	05/27/93	GM
ETTX	700258	ATSF 3203	05/27/93	GM
ETTX	850069	ATSF 3196	05/28/93	GM
ETTX	852072	ATSF 3204	05/28/93	GM
ETTX	852722	ATSF 3205	05/28/93	GM
ETTX	850285	ATSF 3206	05/28/93	GM
ETTX	852382	ATSF 3207	05/28/93	GM
ETTX	852702	ATSF 3208	05/28/93	GM
ETTX	852381	ATSF 3209	05/28/93	GM
ETTX	852307	ATSF 3210	05/28/93	GM
ETTX	852355	ATSF 3211	06/01/93	GM
ETTX	850041	ATSF 3212	06/01/93	GM
ETTX	850115	ATSF 3213	06/01/93	GM

ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	850023	ATSF 3214	06/01/93	GM
ETTX	852686	ATSF 3215	06/01/93	GM
ETTX	852971	ATSF 3216	06/01/93	GM
ETTX	820692	ATSF 3217	06/01/93	GM
ETTX	820591	ATSF 3218	06/01/93	GM
ETTX	700337	ATSF 3219	06/02/93	GM
ETTX	850313	ATSF 3220	06/02/93	GM
ETTX	852542	ATSF 3221	06/02/93	GM
ETTX	850400	ATSF 3222	06/02/93	GM
ETTX	850340	ATSF 3223	06/02/93	GM
ETTX	850436	ATSF 3224	06/02/93	GM
ETTX	700349	ATSF 3225	06/02/93	GM
ETTX	852652	ATSF 3226	06/02/93	GM
ETTX	852371	ATSF 3227	06/03/93	GM
ETTX	820735	ATSF 3228	06/03/93	GM
ETTX	852664	ATSF 3229	06/03/93	GM
ETTX	700034	ATSF 3230	06/03/93	GM
ETTX	820750	ATSF 3231	06/03/93	GM
ETTX	852031	ATSF 3232	06/03/93	GM
ETTX	852083	ATSF 3233	06/03/93	GM
ETTX	700391	ATSF 3234	06/03/93	GM
ETTX	820738	ATSF 3235	06/04/93	GM
ETTX	852304	ATSF 3236	06/04/93	GM
ETTX	852392	ATSF 3237	06/04/93	GM
ETTX	700347	ATSF 3238	06/04/93	GM
ETTX	852313	ATSF 3239	06/04/93	GM
ETTX	850358	ATSF 3240	06/04/93	GM
ETTX	850034	ATSF 3241	06/04/93	GM
ETTX	852528	ATSF 3242	06/04/93	GM
ETTX	850177	ATSF 3243	06/07/93	GM
ETTX	852970	ATSF 3244	06/07/93	GM
ETTX	852967	ATSF 3245	06/07/93	GM
ETTX	820724	ATSF 3246	06/07/93	GM
ETTX	852723	ATSF 3247	06/07/93	GM
ETTX	854150	ATSF 3248	06/07/93	GM
ETTX	820742	ATSF 3249	06/07/93	GM
ETTX	700217	ATSF 3250	06/07/93	GM
ETTX	700064	ATSF 3251	06/08/93	GM
ETTX	850053	ATSF 3252	06/08/93	GM
ETTX	850745	ATSF 3253	06/08/93	GM
ETTX	852282	ATSF 3254	06/08/93	GM
ETTX	850351	ATSF 3255	06/08/93	GM
ETTX	820093	ATSF 3256	06/08/93	GM
ETTX	852637	ATSF 3257	06/08/93	GM
ETTX	852144	ATSF 3258	06/08/93	GM
ETTX	700346	ATSF 3259	06/09/93	GM
ETTX	852662	ATSF 3260	06/09/93	GM
ETTX	852687	ATSF 3261	06/09/93	GM

ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
ETTX	852264	ATSF 3262	06/09/93	GM
ETTX	852667	ATSF 3263	06/09/93	GM
ETTX	820720	ATSF 3264	06/09/93	GM
ETTX	850384	ATSF 3265	06/09/93	GM
ETTX	820573	ATSF 3266	06/10/93	GM
ETTX	852018	ATSF 3267	06/10/93	GM
ETTX	701280	ATSF 3268	06/10/93	GM
ETTX	852025	ATSF 3269	06/10/93	GM
ETTX	854126	ATSF 3270	06/10/93	GM
ETTX	820745	ATSF 3271	06/10/93	GM
ETTX	700248	ATSF 3272	06/10/93	GM

ANNEX A
CAR LISTING

CAR MARK -----	CAR NUMBER -----	RACK NUMBER -----	SHIP DATE -----	SERVICE -----
TTQX	901621	ATSF 3273	06/11/93	CHRYSLER
TTQX	904056	ATSF 3274	06/11/93	CHRYSLER
TTQX	904666	ATSF 3275	06/11/93	CHRYSLER
TTQX	908964	ATSF 3276	06/11/93	CHRYSLER
TTQX	903411	ATSF 3277	06/11/93	CHRYSLER
TTQX	904020	ATSF 3278	06/11/93	CHRYSLER
TTQX	800514	ATSF 3279	06/11/93	CHRYSLER
TTQX	903123	ATSF 3280	06/14/93	CHRYSLER
TTQX	903539	ATSF 3281	06/14/93	CHRYSLER
TTQX	904623	ATSF 3282	06/14/93	CHRYSLER
TTQX	909228	ATSF 3283	06/14/93	CHRYSLER
TTQX	800008	ATSF 3284	06/14/93	CHRYSLER
TTQX	901525	ATSF 3285	06/14/93	CHRYSLER
TTQX	800876	ATSF 3286	06/14/93	CHRYSLER
TTQX	905586	ATSF 3287	06/14/93	CHRYSLER
TTQX	903184	ATSF 3288	06/15/93	CHRYSLER
TTQX	903217	ATSF 3289	06/15/93	CHRYSLER
TTQX	904530	ATSF 3290	06/15/93	CHRYSLER
TTQX	802163	ATSF 3291	06/15/93	CHRYSLER
TTQX	904012	ATSF 3292	06/15/93	CHRYSLER