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RECORDATION NO. 18016 FILED 1425

OF COUNSEL
URBAN A. LESTER

JUL 30 1993 1:05 PM

3-211 INTERSTATE COMMERCE COMMISSION

18016

18

July 30, 1993

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 July 30, 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, 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:
Betty J. Strickland
C. [unclear]

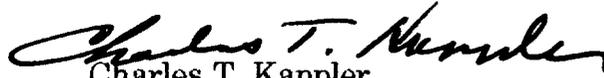
JUL 30 12 53 PM '93
MOTOR OPERATING COMMISSION

Mr. Sidney L. Strickland, Jr.
July 30, 1993
Page 2

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, NW, Washington, DC 20006.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

JUL 30 1993 1-05 PM

TERMINATION OF AGREEMENT INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF AGREEMENT, made this 30th day of July, 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, agree as follows:

1. Railroad and Thrall hereby terminate and cancel the Agreement, effective July 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 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)


Name: C. N. Smetko
Title: Assistant Secretary

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

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

ATTEST:
(SEAL)

Name: _____
Title: _____

THRALL CAR MANUFACTURING COMPANY

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)

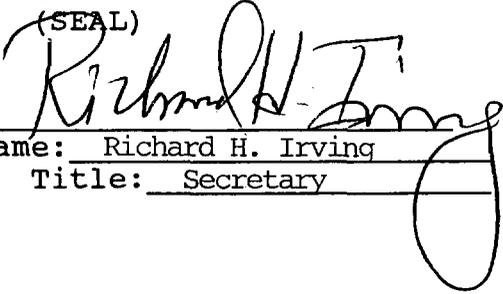
THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

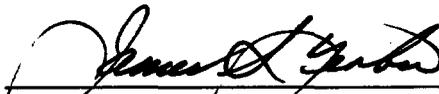
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

ATTEST:
(SEAL)

THRALL CAR MANUFACTURING COMPANY

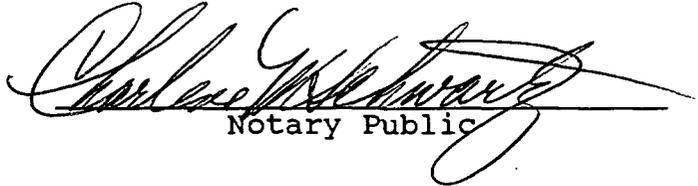

Name: Richard H. Irving
Title: Secretary

By: 
Name: James S. Yerbic
Title: Vice President-Finance

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 26th day of July, 1993, before me personally appeared L.S. Tallman, to me personally known, who, being duly sworn, did say that he is Director of Finance of 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.

" OFFICIAL SEAL "
CHARLENE M. SCHWARTZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/2/93


Notary Public

My commission expires:

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this _____ day of July, 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 July, 1993, before me personally appeared _____, to me personally known, who, being duly sworn, did say that he is _____ of 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)
 DuPAGE)
COUNTY OF ~~COOK~~)

On this 30th day of July, 1993, before me personally appeared James S. Yerbic, to me personally known, who, being duly sworn, did say that he is Vice President-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:
1-30-94



ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 739

RACK NUMBER	CAR MARK	ROAD NUMBERS	INSPECTION DATE
ATSF 3293	TTGX	982342	JUL-13-1993
ATSF 3294	TTGX	942355	" "
ATSF 3295	TTGX	991342	" "
ATSF 3296	TTGX	979888	" "
ATSF 3297	TTGX	979862	" "
ATSF 3298	TTGX	941205	" "
ATSF 3299	TTGX	981299	" "
ATSF 3300	TTGX	962405	" "
ATSF 3301	TTGX	942357	" "
ATSF 3302	TTGX	975730	" "
ATSF 3303	TTGX	980292	" "
ATSF 3304	TTGX	992974	" "
ATSF 3305	TTGX	981967	" "
ATSF 3306	TTGX	978944	" "
ATSF 3307	TTGX	990394	" "
ATSF 3308	TTGX	978871	JUL-13-1993
ATSF 3309	TTGX	993069	" "
ATSF 3310	TTGX	983079	" "
ATSF 3311	TTGX	964666	" "
ATSF 3312	TTGX	983040	" "
ATSF 3313	TTGX	982360	JUL-14-1993
ATSF 3314	TTGX	982013	" "
ATSF 3315	TTGX	975822	" "
ATSF 3316	TTGX	982255	" "
ATSF 3318	TTGX	981294	" "
ATSF 3320	TTGX	254889	" "
ATSF 3321	TTGX	978913	" "
ATSF 3322	TTGX	991091	" "
ATSF 3317	TTGX	993134	JUL-15-1993
ATSF 3319	TTGX	978106	" "
ATSF 3323	TTGX	942260	" "
ATSF 3324	TTGX	982140	" "
ATSF 3325	TTGX	982291	" "
ATSF 3326	TTGX	982154	" "
ATSF 3327	TTGX	941959	" "
ATSF 3330	TTGX	981130	JUL-16-1993
ATSF 3331	TTGX	975812	" "
ATSF 3332	TTGX	990411	" "
ATSF 3333	TTGX	990455	" "
ATSF 3334	TTGX	965569	" "
ATSF 3328	TTGX	961920	JUL-19-1993

ANNEX A

FULLY ENCLOSED BI-LEVEL AUTO RACKS

SHIPPED FOR JOB 739

RACK NUMBER	CAR MARK	ROAD NUMBERS	INSPECTION DATE	

ATSF	3329	TTGX	990748	" "
ATSF	3335	TTGX	942246	" "
ATSF	3336	TTGX	981999	" "
ATSF	3337	TTGX	975845	" "
ATSF	3338	TTGX	975807	" "
ATSF	3339	TTGX	975788	" "
ATSF	3340	TTGX	980196	" "
ATSF	3341	TTGX	982317	JUL-20-1993
ATSF	3342	TTGX	979048	" "
ATSF	3343	TTGX	975796	" "
ATSF	3344	TTGX	990656	" "
ATSF	3345	TTGX	990492	" "
ATSF	3346	TTGX	965639	" "
ATSF	3347	TTGX	965591	" "
ATSF	3348	TTGX	978815	" "
ATSF	3349	TTGX	990578	JUL-21-1993
ATSF	3350	TTGX	990500	" "
ATSF	3351	TTGX	978875	" "
ATSF	3352	TTGX	941743	" "
ATSF	3353	TTGX	990459	" "
ATSF	3354	TTGX	981254	" "
ATSF	3356	TTGX	973998	" "
ATSF	3357	TTGX	981453	" "
ATSF	3355	TTGX	980453	JUL-22-1993
ATSF	3358	TTGX	964375	" "
ATSF	3359	TTGX	991122	" "
ATSF	3360	TTGX	980039	" "
ATSF	3361	TTGX	975813	" "
ATSF	3362	TTGX	992938	" "
ATSF	3363	TTGX	990420	" "
ATSF	3364	TTGX	979050	" "
ATSF	3365	TTGX	980420	JUL-23-1993
ATSF	3366	TTGX	981223	" "
ATSF	3367	TTGX	990981	" "
ATSF	3368	TTGX	982425	" "

TOTAL CARS

76