

RECORDATION NO. 20243-A B  
NOV 27 1996 11:10 AM

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

OF COUNSEL  
URBAN A. LESTER

November 26, 1996

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies each of a Termination of Agreement, dated October 18, 1996, and November 8, 1996, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Interim Use Agreement previously filed with the Board under Recordation Number 20243.

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

Manufacturer: Thrall Car Manufacturing Company  
2521 State Street  
Chicago Heights, Illinois 60411

Customer: Otter Tail Power Company  
215 South Cascade Street  
Fergus Falls, Minnesota 56538

A description of the railroad equipment covered by the enclosed documents is:

246 gondola railcars - BSPX 1501 through BSPX 1746, inclusive and  
4 gondola railcars - BSPX 1747 through BSPX 1750, inclusive

*Counterparts - E. M. Linn*

Mr Vernon A Williams  
November 26, 1996  
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Also enclosed is a check in the amount of \$44 00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg  
Enclosures

RECORDATION NO. 20243-A  
FILED 11:55 AM  
NOV 2 1996 11 10 AM

## TERMINATION OF AGREEMENT

Termination of Agreement dated October 18, 1996 between Thrall Car Manufacturing Company, an Illinois corporation with its principal offices located at 2521 State Street Chicago Heights, IL 60411 ("Thrall"), and Otter Tail Power Company, a Minnesota corporation with its principal offices located at 215 South Cascade Street, Fergus Falls, Minnesota 56538 ("Customer").

WHEREAS, Thrall and Customer are parties to an Interim Use Agreement dated August 7, 1996 (the "Agreement") with respect to two hundred forty-six (246) 121-ton, 4530 c/f MAXGON aluminum coal gondola railcars bearing car numbers BSPX 1501 through BSPX 1746 inclusive and four (4) 121-ton, 4530 c/f double rotary MAXGON aluminum coal gondola railcars bearing car numbers BSPX 1747 through BSPX 1750 inclusive, manufactured by Thrall for Customer (the "Cars"); and

WHEREAS, the Agreement was duly filed for recordation with the Surface Transportation Board of the Department of Transportation ( the "Board") on August 26, 1996 at 11:55 a.m. and given Recordation Number 20243; and

WHEREAS, Thrall and Customer desire to terminate the Agreement with respect to certain of the Cars and to record such termination with the Board;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, receipt of which is acknowledged, the parties hereby agree as follows:

1. Thrall and Customer hereby terminate the Agreement, effective as of the date of this Termination of Agreement, with respect to the Cars listed on Schedule 1 attached hereto; provided, however, that nothing contained in this Termination of Agreement shall affect the rights and liabilities of the parties under the Agreement with respect to acts, events or omissions occurring on or prior to the date hereof.
2. Customer shall record this Termination of Agreement with the Board in order to release any lien created by or arising out of the Agreement with respect to the Cars listed on Schedule 1.
3. Nothing contained herein shall be construed to terminate the Agreement with respect to any Cars other than the Cars listed on Schedule 1.

4 This Termination of Agreement may be executed in multiple counterparts which taken together shall constitute a single instrument

THRALL CAR MANUFACTURING  
COMPANY

By Charles R Snavely  
Name Charles R Snavely  
Title. Treasurer

OTTER TAIL POWER COMPANY

By \_\_\_\_\_  
Title \_\_\_\_\_

4. This Termination of Agreement may be executed in multiple counterparts which taken together shall constitute a single instrument.

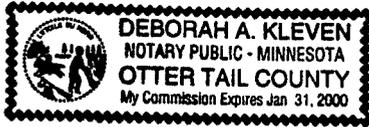
THRALL CAR MANUFACTURING COMPANY

By: Charles R. Snavely  
Name: Charles R. Snavely  
Title: Treasurer

OTTER TAIL POWER COMPANY

By: Ward Uggren  
Title: Vice President, Operations

*Deborah A. Kleven*

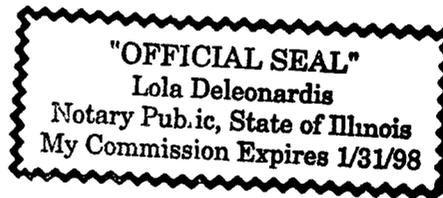


STATE OF ILLINOIS     )  
  ) ss  
COUNTY OF DU PAGE    )

On the 17th day of August, 1996, before me personally appeared Charles R Snavely to me known who, being by me duly sworn, stated that he is Treasurer of Thrall Car Manufacturing Company, that the foregoing instrument was executed on behalf of such corporation, and he acknowledged that the execution of the foregoing instrument was the act and deed of such corporation

Lola A Deleonardis  
Notary Public

My commission expires 1/31/98



SCHEDULE 1

Description of Car. 4530 c/f Maxxon Aluminum Coal Gondola Railcar

Quantity 125

Car Numbers: \_\_\_\_\_

BSPX	1531
BSPX	1532
BSPX	1533
BSPX	1534
BSPX	1535
BSPX	1536
BSPX	1537
BSPX	1538
BSPX	1539
BSPX	1540
BSPX	1541
BSPX	1542
BSPX	1543
BSPX	1544
BSPX	1545
BSPX	1546
BSPX	1547
BSPX	1548
BSPX	1549
BSPX	1550
BSPX	1551
BSPX	1552
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BSPX	1554
BSPX	1555
BSPX	1556
BSPX	1557
BSPX	1558
BSPX	1559
BSPX	1561
BSPX	1562

BSPX	1501
BSPX	1502
BSPX	1503
BSPX	1504
BSPX	1505
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BSPX	1508
BSPX	1509
BSPX	1510
BSPX	1511
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BSPX	1619
BSPX	1620
BSPX	1621
BSPX	1626
BSPX	1627
BSPX	1628
BSPX	1629
BSPX	1630

BSPX	1631
BSPX	1632
TOTAL	<u>125</u>