

RECORDATION 20243-A, B
NOV 27 1996

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

OF COUNSEL
URBAN A. LESTER

Countersparts - Ethel M. Linn

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

Mr. Vernon A. Williams
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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 black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/bg
Enclosures

NOV 27 1996 11 19 AM

TERMINATION OF AGREEMENT

Termination of Agreement dated Nov 8, 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.

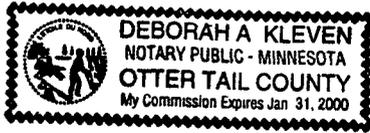
THRALL CAR MANUFACTURING COMPANY

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

OTTER TAIL POWER COMPANY

Deborah Kleven

By: Wendy Lippard
Title: Vice President, Operations

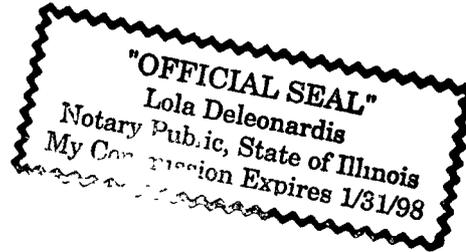


STATE OF ILLINOIS)
) ss
COUNTY OF DU PAGE)

On the 4th day of November, 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


Notary Public

My commission expires 11/31/98



SCHEDULE 1

4530 C/F MAXGON ALUMINUM GONDOLA CARS

SHIPPED FOR JOB 946

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
BSPX	1560
BSPX	1563
BSPX	1564
BSPX	1622
BSPX	1623
BSPX	1624
BSPX	1625
BSPX	1633
BSPX	1634
BSPX	1635
BSPX	1636
BSPX	1637
BSPX	1638
BSPX	1639
BSPX	1640
BSPX	1641
BSPX	1642
BSPX	1643
BSPX	1644
BSPX	1645
BSPX	1646
BSPX	1647
BSPX	1648
BSPX	1649
BSPX	1650
BSPX	1651
BSPX	1652
BSPX	1653
BSPX	1654
BSPX	1655
BSPX	1656
BSPX	1657

SCHEDULE 1

4530 C/F MAXGON ALUMINUM GONDOLA CARS

SHIPPED FOR JOB 946

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
BSPX	1658
BSPX	1659
BSPX	1660
BSPX	1661
BSPX	1662
BSPX	1663
BSPX	1664
BSPX	1665
BSPX	1666
BSPX	1667
BSPX	1668
BSPX	1669
BSPX	1670
BSPX	1671
BSPX	1672
BSPX	1673
BSPX	1674
BSPX	1675
BSPX	1676
BSPX	1677
BSPX	1678
BSPX	1679
BSPX	1680
BSPX	1681
BSPX	1682
BSPX	1683
BSPX	1684
BSPX	1685
BSPX	1686
BSPX	1687
BSPX	1688
BSPX	1689

SCHEDULE 1

4530 C/F MAXGON ALUMINUM GONDOLA CARS

SHIPPED FOR JOB 946

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
BSPX	1690
BSPX	1691
BSPX	1692
BSPX	1693
BSPX	1694
BSPX	1695
BSPX	1696
BSPX	1697
BSPX	1698
BSPX	1699
BSPX	1700
BSPX	1701
BSPX	1702
BSPX	1703
BSPX	1704
BSPX	1705
BSPX	1706
BSPX	1707
BSPX	1708
BSPX	1709
BSPX	1710
BSPX	1711
BSPX	1712
BSPX	1713
BSPX	1714
BSPX	1715
BSPX	1716
BSPX	1717
BSPX	1718
BSPX	1719
BSPX	1720
BSPX	1721

SCHEDULE 1

4530 C/F MAXGON ALUMINUM GONDOLA CARS

SHIPPED FOR JOB 946

<u>CAR</u> <u>INITIAL</u>	<u>CAR</u> <u>NUMBER</u>
BSPX	1722
BSPX	1723
BSPX	1724
BSPX	1725
BSPX	1726
BSPX	1727
BSPX	1728
BSPX	1729
BSPX	1730
BSPX	1731
BSPX	1732
BSPX	1733
BSPX	1734
BSPX	1735
BSPX	1736
BSPX	1737
BSPX	1738
BSPX	1739
BSPX	1740
BSPX	1741
BSPX	1742
BSPX	1743
BSPX	1744
BSPX	1745
BSPX	1746
BSPX	1747
BSPX	1748
BSPX	1749
BSPX	1750
TOTAL	<u>125</u>