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January 24, 1994
RECORDATION NO. 9841-FILED 1925 H+Q
010050081

VIA OVERNIGHT COURIER

Secretary
Interstate Commerce Commission
Room 2311
Washington, DC 20423

JAN 23 1995 - 3:35 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
JAN 23 3 30 PM '95
LICENSING BRANCH

Re: Interail, Inc./DOCUMENTS FOR RECORDATION

Dear Secretary:

I am an attorney representing a party to the enclosed documents. I have enclosed two originals or an original and a certified copy of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto. The documents are:

1. Termination of Management Agreement, a secondary document, dated as of March 25, 1994. The name and address of the party to the foregoing document follows:

Owner: TCC Investments Inc. (successor in interest to Hillman Manufacturing Company)
824 Market Street, Suite 900
Wilmington, Delaware 19801

The primary document to which the foregoing document is connected is a Conditional Sales Agreement dated as of October 31, 1978, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841. The equipment covered by the foregoing document follows: all of the railroad cars subject to the Management Agreement dated as of October 31, 1978, between Hillman Manufacturing Company and Detroit and Mackinac Railway Company, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841-B.

2. Termination of Conditional Sales Agreement, a secondary document, dated as of March 25, 1994. The names and addresses of the parties to the foregoing document follow:

Interstate Commerce Commission

January 24, 1995

Page Two

Owner: TCC Investments Inc. (successor in interest to Hillman Manufacturing Company)
824 Market Street, Suite 900
Wilmington, Delaware 19801

Builder: The Provident Bank, as Agent and Assignee of Whitaker Corporation
(Berwick Forge and Fabricating Division)
One East Fourth Street
Cincinnati, Ohio 45202

The primary document to which the foregoing document is connected is a Conditional Sales Agreement dated as of October 31, 1978, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841. The equipment covered by the foregoing document follows: all of the railroad cars subject to the Conditional Sales Agreement dated as of October 31, 1978, among Hillman Manufacturing Company, The Provident Bank, as Agent and Assignee of Whitaker Corporation (Berwick Forge and Fabricating Division), and Wilmington Securities, Inc., filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841.

A fee of \$42.00 is enclosed. Please return an original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number, to Stacy Powell-Bennett, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Termination of Management Agreement dated as of March 25, 1994, by TCC Investments Inc. (successor in interest to Hillman Manufacturing Company), Wilmington, Delaware, covering all of the railroad cars subject to the Management Agreement dated as of October 31, 1978, between Hillman Manufacturing Company and Detroit and Mackinac Railway Company, filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841-B.
2. Termination of Conditional Sales Agreement dated as of March 25, 1994, between TCC Investments Inc. (successor in interest to Hillman Manufacturing Company), Wilmington, Delaware, and The Provident Bank, Cincinnati, Ohio, as Agent and Assignee of Whitaker Corporation (Berwick Forge and Fabricating Division), covering all of the railroad cars subject to the Conditional Sales Agreement dated as of October 31, 1978, among Hillman Manufacturing Company, The Provident Bank,

Interstate Commerce Commission

January 24, 1995

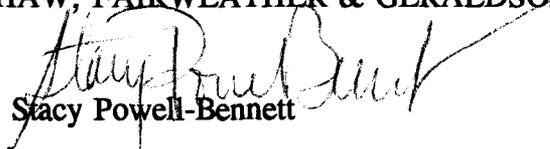
Page Three

as Agent and Assignee of Whitaker Corporation (Berwick Forge and Fabricating Division), and Wilmington Securities, Inc., filed with the Interstate Commerce Commission on November 16, 1978, under Recordation No. 9841.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By:


Stacy Powell-Bennett

cc: Richard E. Meyers (w/o enc.)
Richard Demarest Yant (w/o enc.)



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/23/95

Office Of The Secretary

Stacy Powell-Bennett
Seyfarth, Shaw, Fairweather & Geraldson
55 East Monroe Street, Ste. 4200
Chicago, Illinois 60603-5803

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 1/20/95 at 3:35PM, and assigned recordation number(s) 9841-H. and 9841-I.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100500081)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature Janice M. Fort

9841-H

JAN 25 1995 8:58 PM

TERMINATION OF CONDITIONAL SALES AGREEMENT

This termination is made this 25th date of March, 1994 by and between TCC INVESTMENTS INC. (successor in interest to HILLMAN MANUFACTURING CO.), a Delaware corporation ("Owner") and THE PROVIDENT BANK, as Agent and assignee of Whitaker Corporation (Berwick Forge and Fabricating Division) ("Builder").

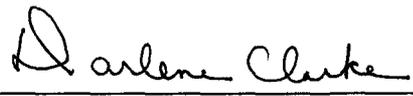
WHEREAS on October 31, 1978, the Owner, Builder and Wilmington Securities, Inc., a Delaware corporation, as Guarantor, entered into a Conditional Sales Agreement ("Conditional Sales Agreement") with respect to the construction and sale of 250, 70 ton railroad cars, now marked DM 10000 to 10249 (the "Cars"), which was recorded with the Interstate Commerce Commission (ICC) on November 16, 1978 and assigned Recordation No. 9841, and which Conditional Sales Agreement was assigned by Whitaker Corporation to The Provident Bank, as an agent for The Great American Insurance Company and Stonewall Insurance Company, in an assignment dated October 31, 1978 and recorded with the ICC on November 16, 1978 and assigned Recordation No. 9841-A.

WHEREAS, the parties now desire to terminate the Conditional Sales Agreement with respect to ~~certain~~ of the Cars.

All 

NOW, THEREFORE, in consideration of ten dollars and other good and valuable consideration, the receipt, adequacy and sufficiency of which being hereby acknowledged, the undersigned covenant and agree that the Conditional Sales Agreement is hereby terminated in its entirety.

TCC INVESTMENTS INC.

By: 
Darlene Clarke

Its: Vice President

THE PROVIDENT BANK

By: 

Its: V.P.

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

The foregoing instrument was acknowledged before me this 8th day of December, 1994, by Darlene Clarke, Vice President of TCC Investments Inc. on behalf of the corporation.

(SEAL)

Jody S. Cosner
Notary Public

My Commission Expires 11/2/97

My Commission expires: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 13th day of January, 1994, by Forest C. Frank, Vice President, of The Provident Bank on behalf of the corporation.

(SEAL)

Michael F. Bigler
Notary Public

MICHAEL F. BIGLER
ATTORNEY AT LAW
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION HAS NO EXPIRATION DATE

My Commission expires: _____