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May 1, 2002

RECORDATION NO. 23832-A FILED

Recordation No.23832-A

MAY 1 2002 11-11 AM

Dear Mr. Williams:

SURFACE TRANSPORTATION BOARD

On behalf of Thrall Trinity Freight Car, Inc. I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Termination of Agreement ("Termination") dated April 26, 2002.

The parties covered by the enclosed Termination are:

Thrall Trinity Freight Car, Inc. - IN THE NATURE OF A LESSOR
2521 State Street
Chicago Heights, IL 60411

Sid Richardson - IN THE NATURE OF A LESSEE
Carbon, Ltd.
201 Main Street
Fort Worth, TX 76102

The said Termination, among other things, acts to release, delete and terminate that certain Interim Use Agreement covering eighty (80) covered hopper cars, recorded under Recordation No. 23832, and the Termination should be recorded under the next available letter under Recordation No. 23832, which letter we believe to be "-A".

The equipment covered by the instant Termination is identified as SRCX 3101-3180.

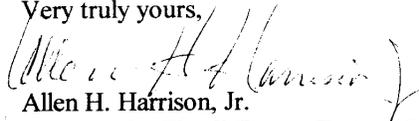
A short summary of the Termination to appear in the Surface Transportation Board Index is as follows:

"Termination of Interim Use Agreement."

Enclosed is a check in the amount of thirty dollars (\$30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for Thrall Trinity Freight Car, Inc.,
for the purpose of this filing.*

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

Enclosures

BY HAND

8231-020

TERMINATION OF AGREEMENT

Termination of Agreement dated April 26, 2002 between Thrall Trinity Freight Car, Inc., a Delaware corporation, with its principal offices located at Oakbrook Terrace Tower, One Tower Lane, Suite 2900, Oakbrook Terrace, IL 60181 ("TTFC"), and Sid Richardson Carbon, LTD., a Texas limited liability company with its principal offices located at 201 Main Street, Fort Worth, Texas 76102 ("Customer").

WHEREAS, TTFC and Customer are parties to an Interim Use Agreement dated December 27, 2001 (the "Agreement") with respect to eighty (80) 70 ton, 4720 cubic foot covered hopper railcars, configured for carbon black service bearing car numbers SRCX 3101 through 3180 inclusive manufactured by TTFC 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 January 16, 2002 and given Recordation Number 23832; and

WHEREAS, TTFC 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. TTFC and Customer hereby terminate the Agreement, effective April 29, 2002, 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.

RECORDATION NO. 23832-A FILED
MAY 1 '02 11-11 AM
SURFACE TRANSPORTATION BOARD

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

THRALL TRINITY FREIGHT CAR, INC.

By *M. Graham*
Print Name: Martin Graham
Title: President

SID RICHARDSON CARBON, LTD.,

a Texas limited partnership

By: SRCG Genpar, Inc

a Texas corporation, its sole General Partner

By *Herb Trulove*
Print Name: Herb Trulove
Title: Vice President

STATE OF TEXAS)
) §§
COUNTY OF TARRANT)

On the 30th day of April, 2002 before me personally appeared Herb Trulove, to me known who, being by me duly sworn, stated that he/she is the vice President of SRCG Genpar, Inc., a Texas corporation acting as the sole general partner of Sid Richardson Carbon, Ltd., a Texas limited partnership, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by the authority of its Board of Directors to act on behalf of said partnership as its sole general partner and he (he/she), acknowledged the execution of the foregoing instrument was the free act and deed of said corporation acting on behalf of said partnership as its sole general partner.

Notary *Darla Miles*
Notary Public in and for the State of *Texas*

My commission expires: *08-21-05*



Thrall Trinity Freight Car, Inc.

By *M. Graham*
Print Name: Martin Graham
Title: President

STATE OF ILLINOIS)
) §§
COUNTY OF DU PAGE)

On the 29th day of April, 2002 before me personally appeared Martin Graham, to me personally known, who being by me duly sworn, says that he is the President of Thrall Trinity Freight Car, Inc., a Delaware corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said corporation by the authority of its Board of Directors, and Martin Graham, acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary *Linda O'Brien*

Notary Public in and for the State of _____

My commission expires: _____



SCHEDULE 1

Description of Car: 70 ton, 4720 cubic foot, covered hopper railcars configured for carbon black service

Quantity: 80

Car Numbers: SRCX 3101 through 3180 inclusive