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

RECORDATION NO. 20163 FILED 1425  
AUG 14 1996 - 11:25 AM  
STATE BOARD OF TRANSPORTATION

OF COUNSEL  
URBAN A. LESTER

AUG 14 11 25 AM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

August 14, 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 two (2) copies of a Termination of Agreement, dated July 1, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Interim Use Agreement which was previously filed with the Board under Recordation Number 20163.

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

Customer: Engineered Carbons, Incorporated  
1215 Main Street  
Port Neches, Texas 77651

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

A description of the railroad equipment covered by the enclosed document is

fifty (50) covered hoppers bearing reporting marks and road numbers ECQX 47001 through ECQX 47050

*Hum. Barton*  
*counterpart*

Mr Vernon A Williams  
August 14, 1996  
Page 2

Also enclosed is a check in the amount of \$21 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W Alvord

RWA/bg  
Enclosures

20163-A  
AUG 1 1996 12:00 AM

**TERMINATION OF AGREEMENT**

Termination of Agreement dated July 1, 1996 between Thrall Car Manufacturing Company, an Illinois corporation with its principal offices located at 2521 State Street Chicago Heights, IL 60411 ("Thrall"), and Engineered Carbons, Incorporated, a Delaware corporation with its principal offices located at 1215 Main Street, Port Neches, Texas 77651 ("Customer").

WHEREAS, Thrall and Customer are parties to an Interim Use Agreement dated June 17, 1996 (the "Agreement") with respect to fifty (50) 4,727 cubic foot covered hopper railcars bearing car numbers ECQX 47001 through ECQX 47050, 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 July 1, 1996 at 11:30 a.m. and given Recordation Number 20163; and

WHEREAS, Thrall and Customer desire to terminate the Agreement with respect to all 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 terminated the Agreement, effective as of June 28, 1996, with respect to all of the Cars; 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 thereof.
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.

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

THRALL CAR MANUFACTURING  
COMPANY

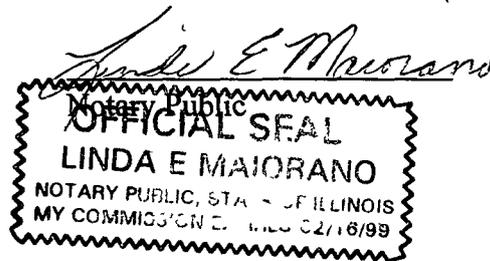
By Robert O. Webb  
Title V.P. Finance

ENGINEERED CARBONS, INCORPORATED

By C. P. Johnson  
Title TREASURER

STATE OF IL )  
 ) ss:  
COUNTY OF Cook )

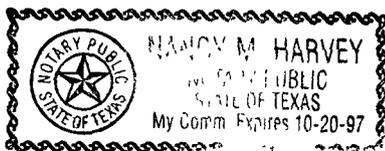
On the 26<sup>th</sup> day of July, 1996 before me personally appeared Robert A. Walk, to me known who, being by me duly sworn, stated that he is Vice President Finance of Thrall Car Manufacturing Company, that the foregoing instrument was executed on behalf of such corporation, and he acknowledged that the execution of the foregoing instrument was the act and deed of such corporation.



My commission expires: 2/16/99

STATE OF Texas )  
 ) ss:  
COUNTY OF Jefferson )

On the 21<sup>st</sup> day of July, 1996 before me personally appeared C.R. Beskow, to me known who, being by me duly sworn, stated that he is Maurice of Engineered Carbons, Incorporated, 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.



Nancy M. Harvey  
Notary Public

My commission expires: 10-20-97