

**BALL JANIK LLP**

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. 11865-F FILED ✓  
FEB 9 '99 2-25 PM

February 9, 1999

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

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of January 29, 1999. The primary document to which this is connected is recorded under Recordation No. 11865. We request that this document be recorded under Recordation No. 11865-F.

The names and addresses of the parties to the Instrument of Satisfaction and Release are:

Trustee:

The Bank of New York  
101 Barclay Street - 21W  
New York, NY 10286

Lessor:

GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

*Countryparts - J. Williams*

BALL JANIK LLP

Honorable Vernon A. Williams  
February 9, 1999  
Page 2

Lessee:

Great Lakes Carbon Corporation  
110 East 59th Street, 34th Floor  
New York, NY 10022

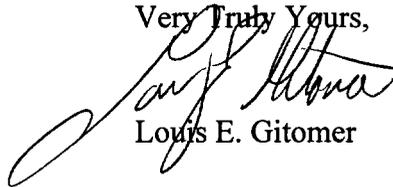
A description of the equipment covered by the Instrument of Satisfaction and Release consists of 65 100-ton covered triple hopper cars numbered GLCX 8000-8009, inclusive, 8011-8019, inclusive, 8021-8024, inclusive, 8027, 8028, 8031-8033, inclusive, 8036-8047, inclusive, 8049-8051, inclusive, 8054, 8056, and 8065-8084, inclusive.

A fee of \$26.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release among The Bank of New York, 101 Barclay Street – 21W, New York, NY 10286, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Great Lakes Carbon Corporation, 110 East 59th Street, 34th Floor, New York, NY 10022, covering 65 100-ton covered triple hopper cars numbered GLCX 8000-8009, inclusive, 8011-8019, inclusive, 8021-8024, inclusive, 8027, 8028, 8031-8033, inclusive, 8036-8047, inclusive, 8049-8051, inclusive, 8054, 8056, and 8065-8084, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

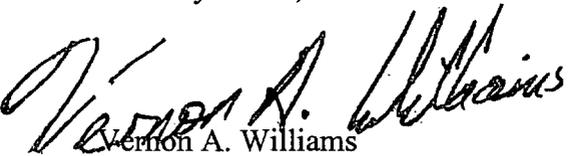
OFFICE OF THE SECRETARY

Louis E. Gitomer  
Ball Janik LLP  
1455 F Street, NW., Ste. 225  
Washington, DC., 20005

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.  
11301 and CFR 1177.3 (c), on 2/9/99 at 2:25 PM, and  
assigned recordation numbers (s): 11865-F.

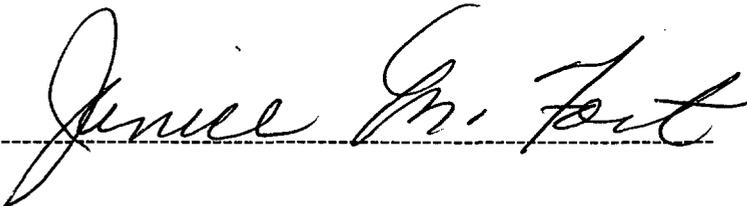
Sincerely Yours,

  
Vernon A. Williams

Enclosure(s)  
26.00

\$\_\_\_\_\_ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



FEB 9 '99 2:25 PM

INSTRUMENT OF SATISFACTION AND RELEASE dated as of January 27, 1999 among GATX Third Aircraft Corporation ("GATX"), successor to Eccdor Leasing, a division of Eccdor Investment Company ("Eccdor"), The Bank of New York ("Bank of New York"), successor in interest to the Mercantile-Safe Deposit and Trust Company ("Mercantile"), and Great Lakes Carbon Corporation ("Great Lakes").

## WITNESSETH

WHEREAS, by a Conditional Sale Agreement dated as of May 15, 1980 ("CSA") between Eccdor, as vendee, and Trinity Industries, Inc. ("Trinity"), as vendor and builder, Trinity agreed to sell to Eccdor its interest in 230 100-ton covered triple hopper cars numbered GLCX 8000-8229, inclusive (the "Equipment");

WHEREAS, by an Agreement and Assignment dated as of May 15, 1980 (the "CSA Assignment") between Trinity, as assignor, and Mercantile, as agent and assignee, Trinity agreed to assign, transfer and set over to Mercantile all its rights, security title, and interest in and to each unit of Equipment;

WHEREAS, by a Lease of Railroad Equipment dated as of May 15, 1980 (the "Lease") between Eccdor, as lessor, and Great Lakes, as lessee, Eccdor leased the Equipment to Great Lakes;

WHEREAS, by an Assignment of Lease and Agreement dated as of May 15, 1980 (the "Lease Assignment") between Eccdor, as lessor and assignor, and Mercantile, as agent and assignee, Eccdor agreed to assign, transfer and set over to Mercantile all its rights, security title, and interest in and to each unit of Equipment under the Lease;

WHEREAS, by an Amendment Agreement dated as of July 15, 1980 (the "Amendment Agreement") among Eccdor, as trustee, Great Lakes, as lessee, and Mercantile, as assignee, the number of units of the Equipment under the CSA, CSA Assignment, Lease, and Lease Assignment were reduced to 65 100-ton covered triple hopper cars numbered GLCX 8000-8009, inclusive, 8011-8019, inclusive, 8021-8024, inclusive, 8027, 8028, 8031-8033, inclusive, 8036-8047, inclusive, 8049-8051, inclusive, 8054, 8056, and 8065-8084, inclusive;

WHEREAS, by a General Assignment, Distribution, Conveyance and Transfer of Assets (the "General Assignment") dated January 23, 1987 from Eccdor to GATX, as successor, Eccdor agreed to assign, transfer and set over to GATX all its rights, security title, and interest in and to each unit of Equipment;

WHEREAS, the CSA was filed and recorded with the Interstate Commerce Commission (the "ICC") on May 30, 1980 and assigned Recordation No. 11865;

WHEREAS, the CSA Assignment was filed and recorded with the ICC on May 30, 1980 and assigned Recordation No. 11865-A;

WHEREAS, the Lease was filed and recorded with the ICC on May 30, 1980 and assigned Recordation No. 11865-B;

WHEREAS, the Lease Assignment was filed and recorded with the ICC on May 30, 1980 and assigned Recordation No. 11865-C;

WHEREAS, the Amendment Agreement was filed and recorded with the ICC on July 31, 1980 and assigned Recordation No. 11865-D;

WHEREAS, the General Assignment was filed and recorded with the ICC on April 23, 1997 and assigned Recordation No. 11865-E;

WHEREAS, Great Lakes has acquired the amended Equipment presently covered by the CSA and CSA Assignment, the Lease and the Lease Assignment, the Amendment Agreement, and the General Assignment pursuant to a Bill of Sale dated January 4, 1999; and

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under the CSA and CSA Assignment, the Lease and the Lease Assignment, the Amendment Agreement, and the General Assignment.

NOW THEREFORE, in consideration of the premises, it is agreed:

The parties hereto do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under the CSA and CSA Assignment, the Lease and the Lease Assignment, the Amendment Agreement, and the General Assignment.

The Bank of New York does hereby release its security interests and other encumbrances created by, or retained under, the CSA, the CSA Assignment, and the Lease Assignment in the amended Equipment to GATX.

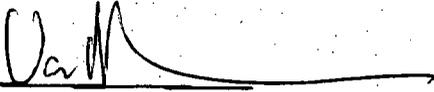
GATX does hereby release its security interests and other encumbrances created by, or retained under the Lease and the Lease Assignment in the amended Equipment to Great Lakes.

Great Lakes will cause this Instrument to be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. § 11301.

This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

The Bank of New York

By:   
Title: Assistant Vice President

GATX Third Aircraft Corporation

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

Great Lakes Carbon Company

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

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

The Bank of New York

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

GATX Third Aircraft Corporation

By: Thomas P. Nard  
Title: Vice President

Great Lakes Carbon Company

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

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

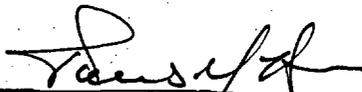
The Bank of New York

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

GATX Third Aircraft Corporation

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

Great Lakes Carbon Company CORPORATION (a)

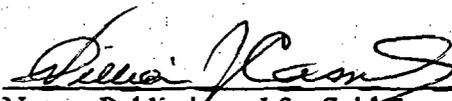
By:   
Title: PRESIDENT & CEO

STATE OF )  
 ) ss  
COUNTY OF )

On 2/8/99, before me, the undersigned, a Notary Public in and for said State, personally appeared Van K. Brown, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

**WILLIAM J. CASSELS**  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2000

  
Notary Public in and for Said State

STATE OF )  
 ) ss  
COUNTY OF )

On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for Said State

STATE OF )  
 ) ss  
COUNTY OF )

On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for Said State

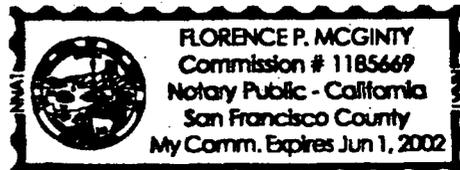
STATE OF \_\_\_\_\_ )  
 ) ss  
 COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for Said State

STATE OF California )  
 ) ss  
 COUNTY OF San Francisco )



On January 28, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared Thomas C. Nord, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Florence P. McGinty  
 Notary Public in and for Said State

STATE OF \_\_\_\_\_ )  
 ) ss  
 COUNTY OF \_\_\_\_\_ )

On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Notary Public in and for Said State

STATE OF New York )  
COUNTY OF New York ) ss  
)

On January 29, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES D. ACKENZIE, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

*Raymond B. Hoojenboom*  
Notary Public in and for Said State

STATE OF )  
COUNTY OF ) ss  
)

RAYMOND B. HOOGENBOOM  
NOTARY PUBLIC, State of New York  
No. 01HO4822052  
Qualified in New York County  
Commission Expires Oct. 31, 2000

On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for Said State

STATE OF )  
COUNTY OF ) ss  
)

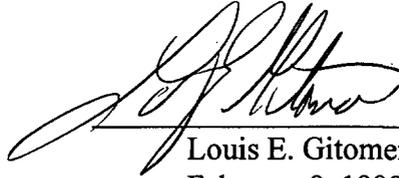
On \_\_\_\_\_, before me, the undersigned, a Notary Public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for Said State

## CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Satisfaction and Release dated as of January 29, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "L. E. Gitomer", is written over a horizontal line.

Louis E. Gitomer  
February 9, 1999