

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

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

lgitomer@bjllp.com

RECORDATION NO. 10378-G, H  
FILED

JUL 16 '97

11-32 AM

July 16, 1997

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

Dear Secretary Williams:

I have enclosed two certified copies of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

1. The first document is a Bill of Sale, a secondary document, dated as of July 15, 1997. The primary document to which this is connected is recorded under Recordation No. 10378. We request that this document be recorded under Recordation No. 10378-G. ✓

The name and address of the party to the Bill of Sale is:

Seller:

State Street Bank and Trust Company  
750 Main Street, Suite 1114  
Hartford, CT 06103

A description of the equipment covered by the Bill of Sale consists of 97 4,750 cubic foot 100-ton covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive.

2. The second document is a Bill of Sale, a secondary document, dated as of July 15, 1997. The primary document to which this is connected is recorded under Recordation No. 10378. We request that this document be recorded under Recordation No. 10378-H. ✓

The name and address of the party to the Bill of Sale is:

RECEIVED  
SURFACE TRANSPORTATION BOARD  
JUL 16 11 32 AM '97

*Counterpart - [Signature]*

Honorable Vernon A. Williams

July 16, 1997

Page 2

Seller:

Fourteenth HFC Leasing Corporation  
2700 Sanders Road  
Prospect Heights, IL 60070

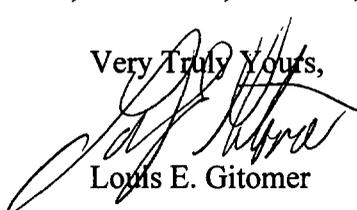
A description of the equipment covered by the Bill of Sale consists of 97 4,750 cubic foot 100-ton covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive.

A fee of \$48.00 is enclosed. Please return one certified copy of each document to:

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

A short summary of the documents to appear in the index follows: (1) a the Bill of Sale by State Street Bank and Trust Company, 750 Main Street, Suite 1114, Hartford, CT 06103; and (2) Bill of Sale by Fourteenth HFC Leasing Corporation, 2700 Sanders Road, Prospect Heights, IL 60070, both covering 97 4,750 cubic foot 100-ton covered hopper cars numbered GLCX 7000-7030, inclusive, 7032-7063, inclusive, 7065-7088, inclusive, and 7090-7099, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

JUL 16 '97

11-32AM

BILL OF SALE

For and in consideration of the sum of TWO MILLION SIX HUNDRED FIFTY-SEVEN THOUSAND EIGHT HUNDRED DOLLARS (\$2,657,800.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, 1979 by and between FOURTEENTH HFC LEASING CORPORATION ("HFC") does hereby sell, assign, and transfer unto GENERAL ELECTRIC CAPITAL CORPORATION ("Buyer"), and its successors and assigns, all of HFC's right, title and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment") which it may have, if any, pursuant to the terms of that certain Conditional Sale Agreement dated March 15, 1979 ("Sale Agreement") between Thrall Car Manufacturing Company and The Connecticut Bank and Trust Company as Trustee ("Original Trustee") under Trust Agreement dated March 15, 1979 with HFC.

This Bill of Sale is given at the direction of GREAT LAKES CARBON CORPORATION ("Great Lakes") pursuant to the terms of that certain Lease dated as of March 15, 1979 by and between Great Lakes as Lessee and Original Trustee as Lessor and neither expands upon nor limits the right and obligations of the parties under said Lease or the Sale Agreement.

HFC hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That HFC has full power and authority to execute this Bill of Sale; and
2. That HFC has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE TRUSTEE, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE TRUSTEE SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 15<sup>TH</sup> day of July, 1997.

WITNESS:

FOURTEENTH HFC LEASING CORPORATION,

BY: S. S. Mafrenski

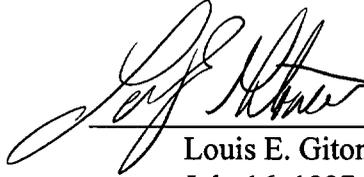
TITLE: VICE PRESIDENT

APPENDIX A

NINETY SEVEN (97) 4.750 CUBIC FOOT ONE HUNDRED TON COVERED  
HOPPER CARS BEARING ROAD NUMBERS GLCX 7000-7099, EXCLUDING  
ROAD NUMBERS GLCX 7031, 7064 AND 7089

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated as of July 15, 1997, 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 "Louis E. Gitomer", written over a horizontal line.

Louis E. Gitomer  
July 16, 1997