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20162-A
FILED 1423

JUL 15 1996 - 1 32 PM

U.S. STATE DEPT.

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RECEIVED
SURFACE TRANSPORTATION
BOARD

July 15, 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 copies of the following document: a Bill of Sale dated as of June 28, 1996, a secondary document, as defined in the Board's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Railroad Equipment Lease Agreement, dated as of June 28, 1996 which was duly filed with the Commission/Board under Recordation Number 20162.

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

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

Purchaser: Chase Equipment Leasing, Inc.
633 3rd Avenue
New York, New York 10017

A description of the railroad equipment covered by the enclosed documents is set forth on Schedule A attached to the Bill of Sale.

Counterparts - Edmund M. Linn

Mr. Vernon A. Williams
July 15, 1996
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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 documents to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bjg
Enclosures

20162-A

BILL OF SALE

1996

KNOW ALL MEN BY THESE PRESENTS that **THRALL CAR MANUFACTURING COMPANY**, in consideration of the sum of \$10.00 and other valuable consideration the receipt of which is hereby acknowledged by the undersigned paid by **CHASE EQUIPMENT LEASING, INC.** by these presents does bargain, sell, grant, convey, transfer, and deliver unto **CHASE EQUIPMENT LEASING, INC.** good and marketable title in and to the covered hopper cars described on Schedule A attached hereto and made a part hereof (the "Equipment").

To have and to hold the same unto Chase Equipment Leasing, Inc., its successors and assigns forever;

And the undersigned does for itself and its successors and assigns warrant and represent to Chase Equipment Leasing, Inc. that the title conveyed is good, its transfer is rightful; and the Equipment is, has been, or shall be delivered free from any security interest or other lien or encumbrance, other than those arising by, through or under Chase Equipment Leasing or Engineered Carbons, Inc.

And the undersigned does for itself and its successors and assigns covenant and agree with Chase Equipment Leasing, Inc. to warrant and defend such title to such Equipment hereby sold unto Chase Equipment Leasing, Inc., its successors and assigns against all and every person and persons whomsoever.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 28 day of June, 1996.

ATTEST:

THRALL CAR MANUFACTURING CO.



By:  (SEAL)
Name: Robert A. Walk
Title: V.P. Finance

SCHEDULE A

70 TON 4727 C/F HOPPER CARS (CARBON BLACK)

SHIPPED FOR JOB 928

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
ECQX	47001
ECQX	47002
ECQX	47003
ECQX	47004
ECQX	47005
ECQX	47006
ECQX	47007
ECQX	47008
ECQX	47009
ECQX	47010
ECQX	47011
ECQX	47012
ECQX	47013
ECQX	47014
ECQX	47015
ECQX	47016
ECQX	47017
ECQX	47018
ECQX	47019
ECQX	47020
ECQX	47021
ECQX	47022
ECQX	47023
ECQX	47024
ECQX	47025
ECQX	47026
ECQX	47027
ECQX	47028
ECQX	47029
ECQX	47030

SCHEDULE A

70 TON 4727 C/F HOPPER CARS (CARBON BLACK)

SHIPPED FOR JOB 928

<u>CAR INITIAL</u>	<u>CAR NUMBER</u>
ECQX	47031
ECQX	47032
ECQX	47033
ECQX	47034
ECQX	47035
ECQX	47036
ECQX	47037
ECQX	47038
ECQX	47039
ECQX	47040
ECQX	47041
ECQX	47042
ECQX	47043
ECQX	47044
ECQX	47045
ECQX	47046
ECQX	47047
ECQX	47048
ECQX	47049
ECQX	47050
TOTAL	<u>50</u>

STATE OF Illinois)
) ss:
COUNTY OF Cook)

On the 22nd day of June, 1996 before me personally appeared Robert A. Walk to me known who, being by me duly sworn, stated that he is Robert A. Walk of The All Gr. Mfg. Co., 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.

Linda E. Maiorano
OFFICIAL SEAL Public
LINDA E MAIORANO
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 02/18/99

My commission expires: _____