

APR 11 1991 -12:00 PM

INTERSTATE COMMERCE COMMISSION

1500 FLEET CENTER  
PROVIDENCE, RHODE ISLAND 02903  
401 274-2000

FAX: 401 277-9600  
TELEX: 952039 HATS PVD-UD

**HINCKLEY, ALLEN, SNYDER & COMEN**

*Attorneys at Law*

April 11, 1991

0017282

REGISTRATION NO. FILED 1991

APR 11 1991 -12:00 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Interstate Commerce Commission  
1201 Constitution Avenue, NW  
Room 2303  
Washington, DC

Re: Fleet Credit Corporation

Dear Ms. Lee:

Enclosed please find the following documents for recording in the order indicated with the Interstate Commerce Commission on Thursday, April 11, 1991:

1. Agreement Terminating Lease between Unionbanc Leasing Corporation as Lessor and Beazer West, Inc. (formerly known as Gifford-Hill & Company) as Lessee - 2 original copies. This terminates the original lease recorded with the ICC on 7/3/73 #7090.
2. Bill of Sale dated March 30, 1990 from Beazer West, Inc. (formerly known as Gifford-Hill & Company) as Seller and Fleet Credit Corporation as Buyer - 2 original copies.
3. Agreement of Lease dated December 26, 1990 between Fleet Credit Corporation as Lessor and Beazer West as Lessee - 1 original and 1 copy.
4. Lease Schedule dated March 30, 1991 - 2 original copies.
5. Certificate of Acceptance dated March 30, 1991 between Beazer West, Inc. and Fleet Credit Corporation - 2 original copies.
6. Sublease Agreement dated December 26, 1990 between Beazer West, Inc. as Sublessor and Subsidiaries as Sublessee - 1 original and 1 copy.

The recordings must be cross-referenced between all of the parties listed for each document, including Gifford-Hill & Company when it is listed as a predecessor to Beazer West, Inc.

*Comen/Snyder - 12 H. Hill*

*122X2 - A.R.C.*

HINCKLEY ALLEN, SNYDER & COMEN

Ms. Mildred Lee

April 11, 1991

Page two

Originally recorded copies of the above-referenced documents should be sent to the attention of the undersigned. Please contact the undersigned at (401) 274-2000 if you have any questions regarding the enclosed.

Very truly yours,



Laurie C. Wilkins  
Legal Assistant

Enclosures

cc: Elizabeth M. Myers  
James S. Judd

VIA TELECOPIER

FC028660 .A50

**Interstate Commerce Commission**

Washington, D.C. 20423

4/11/91

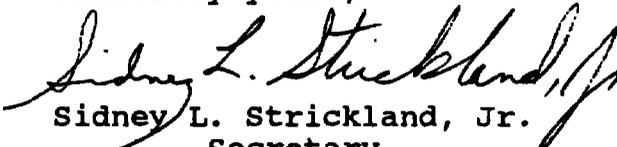
OFFICE OF THE SECRETARY

Laurie C. Wilkins  
Legal Assistant  
Hinckley, Allen, Snyder & Comen  
1500 Fleet Center  
Providence, Rhode Island 02903

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/11/91 at 12:30PM, and assigned recordation number(s). 7090-A, 7090-B, 17282-A,B. and C.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

REGISTRATION NO. 790-B FILED 1991

APR 11 1991 12:22 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE  
30584-14

FOR GOOD AND VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, and intending to be legally bound hereby, Beazer West, Inc., a Delaware corporation (formerly known as Gifford-Hill & Company, Inc.) ("Vendor") has bargained, sold, conveyed, transferred and assigned and by these presents does hereby bargain, sell, convey, transfer and assign to Fleet Credit Corporation, a Rhode Island corporation ("Fleet"), its successors and assigns, forever, good and marketable title to the personal property described as follows (hereinafter referred to as the "Units"):

Thirty-nine (39) 100-ton covered railroad hopper cars manufactured by Ortner Freight Car Company with the following record marks as established by the Association of American Railroads:

- |     |      |      |     |      |      |
|-----|------|------|-----|------|------|
| 1.  | GFHX | 1001 | 2.  | GFHX | 1002 |
| 3.  | GFHX | 1003 | 4.  | GFHX | 1004 |
| 5.  | GFHX | 1005 | 6.  | GFHX | 1006 |
| 7.  | GFHX | 1007 | 8.  | GFHX | 1009 |
| 9.  | GFHX | 1010 | 10. | GFHX | 1011 |
| 11. | GFHX | 1012 | 12. | GFHX | 1013 |
| 13. | GFHX | 1015 | 14. | GFHX | 1016 |
| 15. | GFHX | 1017 | 16. | GFHX | 1018 |
| 17. | GFHX | 1019 | 18. | GFHX | 1020 |
| 19. | GFHX | 1022 | 20. | GFHX | 1023 |
| 21. | GFHX | 1024 | 22. | GFHX | 1025 |
| 23. | GFHX | 1026 | 24. | GFHX | 1027 |
| 25. | GFHX | 1028 | 26. | GFHX | 1029 |
| 27. | GFHX | 1030 | 28. | GFHX | 1031 |
| 29. | GFHX | 1032 | 30. | GFHX | 1033 |
| 31. | GFHX | 1035 | 32. | GFHX | 1036 |
| 33. | GFHX | 1037 | 34. | GFHX | 1038 |
| 35. | GFHX | 1039 | 36. | GFHX | 1040 |
| 37. | GFHX | 1041 | 38. | GFHX | 1042 |
| 39. | GFHX | 1043 |     |      |      |

Vendor hereby covenants and warrants to Fleet, its successors and assigns, that Vendor is the lawful owner of the Units and has full power and authority to sell the same as aforesaid, and the Units are on the date hereof free and clear of all claims, liens, encumbrances and claims of any nature.

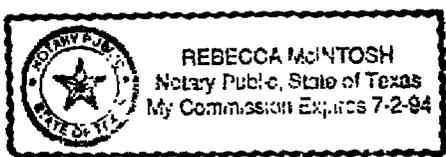
IN WITNESS WHEREOF, Vendor has caused this Bill of Sale to be executed and delivered this 30<sup>th</sup> day of March, 1991.

BEAZER WEST, INC. (formerly known as Gifford-Hill & Company, Inc.)

By: [Signature]  
Title: President

STATE OF TEXAS  
COUNTY OF DALLAS

In Dallas in said county on the 2nd day of April, 1991 before me personally appeared John H. Gault to me known and known by me to be the Treasurer of Beazer West, Inc. and the party executing the foregoing instrument and he/she acknowledged said instrument by him/her to be his/her free act and deed and deed of said Beazer West, Inc.



Rebecca McIntosh  
Notary Public  
My Commission Expires: