

# BALL JANIK LLP

A T T O R N E Y S

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January 7, 2000

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

RECORDATION NO. 6697-0 FILED

JAN 7 '00 3-38 PM

SURFACE TRANSPORTATION BOARD

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 a Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment, a secondary document, dated as of December 23, 1999. The primary document to which this is connected is recorded under Recordation No. 6697. We request that this document be recorded under Recordation No. 6697-O.

The name and address of the party to the Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment is:

Secured Party:

IBJ Whitehall Bank & Trust Company, successor to Schroder Trust Company  
1 State Street  
New York, NY 10004

A description of the equipment covered by the Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment consists of 150 gondola cars numbered EJE 4200-4349, inclusive, 24 coke hopper cars numbered EJE 3000-3023, inclusive, 100 coke hopper cars numbered EJE 73001-73100, inclusive, and four GP-38 locomotives numbered EM 700-703, inclusive.

**BALL JANIK LLP**

Honorable Vernon A. Williams

January 7, 2000

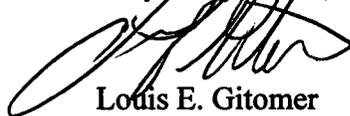
Page 2

A fee of \$26.00 is enclosed. Please return the original of the 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 document to appear in the index follows: a Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment by IBJ Whitehall Bank & Trust Company, successor to Schroder Trust Company, 1 State Street, New York, NY 10004, covering 150 gondola cars numbered EJE 4200-4349, inclusive, 24 coke hopper cars numbered EJE 3000-3023, inclusive, 100 coke hopper cars numbered EJE 73001-73100, inclusive, and four GP-38 locomotives numbered EM 700-703, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

**BILL OF SALE AND RELEASE AND TERMINATION OF CONDITIONAL SALE AGREEMENT AND LEASE OF RAILROAD EQUIPMENT**

By this Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment dated as of December 23, 1999 IBJ Whitehall Bank & Trust Company, successor to Schroder Trust Company, ("IBJW"), assignee of Interet Equipment Company ("Interet"), sells to the Elgin, Joliet and Eastern Railway Company ("EJE") the railroad equipment described in the Attachment and releases the security interest created under: (1) the Conditional Sale Agreement dated as of July 17, 1972 among Interet, Unilease Ltd. ("Unilease") and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the Interstate Commerce Commission ("ICC") on August 18, 1972 and assigned Recordation No. 6697; (2) the Lease of Railroad Equipment dated as of July 17, 1972 between Unilease, as lessor, and EJE, as lessee, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on August 18, 1972 and assigned Recordation No. 6697-A; (3) Lease Supplement No. 1 dated August 16, 1972 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on August 18, 1972 and assigned Recordation No. 6697-B; (4) Lease Supplement No. 2 dated August 17, 1972 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on August 18, 1972 and assigned Recordation No. 6697-C; (5) the Lease Assignment from Unilease, as assignor, to Interet, as assignee, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on August 18, 1972 and assigned Recordation No. 6697-D; (6) the Collateral Assignment dated as of July 17, 1972 from Interet, as assignor, to IBJW, as assignee, of the rights, title and interests of Interet in, to or under the Purchase Orders, the Consents and Assignments, the Conditional Sale Agreement the Lease and the Lease Assignment, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on August 18, 1972 and assigned Recordation No. 6697-E; (7) the Amendment Agreement dated October 31, 1972 among Interet, Unilease, and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on December 12, 1972 and assigned Recordation No. 6697-F; (8) the Amendment Agreement dated October 31, 1972 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on December 12, 1972 and assigned Recordation No. 6697-G; (9) Lease Supplement No. 3 dated as of December 21, 1972 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on January 15, 1973 and assigned Recordation No. 6697-H; (10) Lease Supplement No. 4 dated as of December 24, 1972 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on January 15, 1973 and assigned Recordation No. 6697-I; (11) Lease Supplement No. 5 dated as of January 2, 1973 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on January 17, 1973 and assigned Recordation No. 6697-J; (12) the Amendment Agreement among Interet, Unilease, and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on June 13, 1973 and assigned Recordation No. 6697-K; (13) the Amendment Agreement between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on June 13, 1973 and assigned Recordation No. 6697-L; (14) the Amendment Agreement dated as of June 1, 1974 among Interet, Unilease, and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on June 20, 1974 and assigned Recordation No. 6697-M; and (15) the Amendment Agreement dated as of June 1, 1974 between Unilease and EJE, which pursuant to 49 U.S.C. § 11303 was filed and recorded with the ICC on June 20, 1974 and assigned Recordation No. 6697-N (the "Lien Documents").

WHEREAS, IBJW desires to execute this instrument to evidence for the public record the satisfaction release of all the rights and obligations of EJE, under the Lien Documents.

RECORDATION NO. 6697-0 FILED

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SURFACE TRANSPORTATION BOARD

WHEREAS, IBJW, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by EJE at or before the execution and delivery of these presents the receipt of which is hereby acknowledged does hereby grant, bargain, sell, transfer and set-over unto EJE, its successors and assigns, the railroad equipment described in the Attachment.

NOW, THEREFORE, in consideration of the premises, IBJW agrees that the lien on the railroad equipment described in the Attachment created by the Lien Documents is released.

IN WITNESS WHEREOF, IBJW has executed or caused this instrument executed as of the date first above written.

IBJ WHITEHALL BANK & TRUST COMPANY

By:

Its: AUTHORIZED SIGNATORY

STATE OF New York  
COUNTY OF New York

The undersigned, a Notary Public within and for said County, in the State aforesaid, duly commissioned and acting, hereby certifies that on this 4<sup>th</sup> day of January, 2000, personally appeared before me Max Volmar, to me personally known and known to be the person who signed the foregoing document, who, being by me duly sworn and says he is an authorized signatory of IBJW, stated and acknowledged on oath that he signed, sealed and delivered same with authority as his free and voluntary act and deed, for the uses, purposes and considerations therein mentioned and set forth.

Aileen V. Burnes  
NOTARY PUBLIC

My Commission expires on July 16, 2000

AILEEN V. BURNES  
Notary Public, State of New York  
No. 60-4969531  
Qualified in Westchester County  
Commission Expires July 16, 2000

ATTACHMENT

150 100-ton gondolas numbered EJE 4200-4349, inclusive.

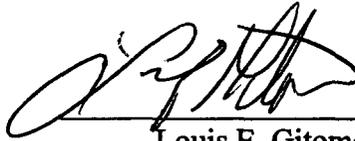
24 125-ton coke hopper cars numbered EJE 3000-3023, inclusive.

100 70-ton coke hopper cars numbered EJE 73001-73 100, inclusive.

4 GP-38 2000 H.P. locomotives numbered EM 700-703, inclusive.

## CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Bill of Sale and Release and Termination of Conditional Sale Agreement and Lease of Railroad Equipment dated as of December 23, 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.



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Louis E. Gitomer  
January 7, 2000