

AUG 31 1983 - 1 02 PM

INTERSTATE COMMERCE COMMISSION LAW OFFICES

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D. C.  
20006-2973

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D. C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

August 31, 1983

AUG 31 1983 - 1 02 PM

INTERSTATE COMMERCE COMMISSION

JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 802  
393-2266

TELEX  
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440348 CDAA UI

RECEIVED  
REGISTRATION SR.  
AUG 31 1983

AUG 31 1983

20 00

3-213A022

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 and the Rules for the Recordation of Documents (as revised) are four counterparts of a Statement of New Road Marks dated as of August 25, 1983, a "secondary document" as that term is defined in 49 C.F.R. §1177.1(b).

The enclosed document relates to the following documents now in your files:

1. Equipment Lease dated as of April 1, 1978 between Westinghouse Leasing Corporation, as Lessor, and United States Lease Financing, Inc., as Lessee, which was duly filed and recorded at 9:50 a.m. on April 28, 1978 and assigned Recordation Number 9348.
2. Security Agreement-Trust Deed dated as of April 1, 1978 between Westinghouse Leasing Corporation, as Debtor, and Wells Fargo Bank, National Association, as Security Trustee, which was duly filed and recorded at 9:50 a.m. on April 28, 1978 and assigned Recordation Number 9349.

A general description of the railroad equipment covered by the enclosed document is:

Seventy (70) 100-ton covered hopper cars bearing identifying mark and numbers in the series PCN 800203 through PCN 800495 (formerly in the series SSW 800203 through SSW 800495), as set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for United States Lease

*Counterpart - C.T. Kappler*

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
August 31, 1983  
Page Two

Financing, Inc. for the purpose of submitting the enclosed document for filing and recordation and has knowledge of the matters contained therein.

Kindly return the stamped counterparts of the enclosed document not needed for your official files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$ payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Very truly yours,

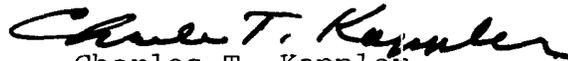
  
Charles T. Kappler

EXHIBIT A

Original Identifying  
Mark and Number

New Identifying  
Mark and Number

SSW 800203	PCN 800203
SSW 800207	PCN 800207
SSW 800209	PCN 800209
SSW 800210	PCN 800210
SSW 800212	PCN 800212
SSW 800213	PCN 800213
SSW 800219	PCN 800219
SSW 800224	PCN 800224
SSW 800225	PCN 800225
SSW 800228	PCN 800228
SSW 800238	PCN 800238
SSW 800247	PCN 800247
SSW 800257	PCN 800257
SSW 800264	PCN 800264
SSW 800266	PCN 800266
SSW 800271	PCN 800271
SSW 800272	PCN 800272
SSW 800284	PCN 800284
SSW 800285	PCN 800285
SSW 800290	PCN 800290
SSW 800292	PCN 800292
SSW 800294	PCN 800294
SSW 800296	PCN 800296
SSW 800297	PCN 800297
SSW 800298	PCN 800298
SSW 800310	PCN 800310
SSW 800312	PCN 800312
SSW 800322	PCN 800322
SSW 800323	PCN 800323
SSW 800325	PCN 800325
SSW 800327	PCN 800327
SSW 800331	PCN 800331
SSW 800334	PCN 800334
SSW 800337	PCN 800337
SSW 800339	PCN 800339
SSW 800340	PCN 800340
SSW 800346	PCN 800346
SSW 800355	PCN 800355
SSW 800358	PCN 800358
SSW 800361	PCN 800361
SSW 800366	PCN 800366
SSW 800367	PCN 800367
SSW 800370	PCN 800370
SSW 800371	PCN 800371
SSW 800374	PCN 800374
SSW 800392	PCN 800392
SSW 800399	PCN 800399
SSW 800402	PCN 800402
SSW 800411	PCN 800411

Original Identifying  
Mark and Number

New Identifying  
Mark and Number

SSW 800422  
SSW 800427  
SSW 800429  
SSW 800432  
SSW 800435  
SSW 800447  
SSW 800450  
SSW 800455  
SSW 800459  
SSW 800464  
SSW 800467  
SSW 800468  
SSW 800470  
SSW 800471  
SSW 800476  
SSW 800478  
SSW 800483  
SSW 800489  
SSW 800492  
SSW 800494  
SSW 800495

PCN 800422  
PCN 800427  
PCN 800429  
PCN 800432  
PCN 800435  
PCN 800447  
PCN 800450  
PCN 800455  
PCN 800459  
PCN 800464  
PCN 800467  
PCN 800468  
PCN 800470  
PCN 800471  
PCN 800476  
PCN 800478  
PCN 800483  
PCN 800489  
PCN 800492  
PCN 800494  
PCN 800495

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles E. Koppler, Esq.  
Alvord and Alvord  
200 World Center Bldg.  
918 Sixteenth St. N. W.  
Washington, D. C. 20006-2973

August 31, 1983

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/83 at 1:00PM, and assigned re-  
recording number(s). 9348-E, & 9348-D

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

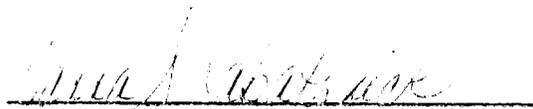
REGISTRATION NO. 9348-E  
FORM 142

AUG 31 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA SS:

On this 30th day of August 1983 the undersigned Notary Public says that she has compared the attached copy to the original of a Statement of New Road Marks dated as of August 25, 1983 executed by United States Lease Financing, Inc., and such copy is complete and identical in all respects to the original document.



Notary Public

(SEAL)

My commission expires: My Commission expires December 14, 1987

RECORDATION NO. 9348-E  
Filed 1425

AUG 31 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW ROAD MARKS

This Statement of New Road Marks dated as of August 25, 1983 is hereby submitted by United States Lease Financing, Inc.

Recitals:

- A. Westinghouse Leasing Corporation as Debtor and Wells Fargo Bank, National Association as Security Trustee entered into a Security Agreement - Trust Deed dated as of April 1, 1978 covering 500, 100-Ton Covered Hopper Cars (the "Cars") with Identifying Mark and Numbers ROCK 800000 through ROCK 800499, inclusive, said Security Agreement - Trust Deed was filed and recorded with the Interstate Commerce Commission on April 28, 1978 at 9:50 a.m. and given Recordation No. 9349.
- B. Westinghouse Leasing Corporation as Lessor and United States Lease Financing, Inc. as Lessee entered into an Equipment Lease dated as of April 1, 1978 covering the Cars with Identifying Mark and Numbers ROCK 800000 through ROCK 800499, inclusive, said Equipment Lease was filed and recorded with the Interstate Commerce Commission on April 28, 1978 at 9:50 a.m. and given Recordation No. 9348.
- C. United States Lease Financing, Inc. duly filed and recorded with the Interstate Commerce Commission on April 7, 1980 at 3:50 p.m. and given Recordation No. 9348-B a "Statement of New Road Marks" whereby Identifying Mark and Numbers ROCK 800000 through ROCK 800499, inclusive, were changed to SSW 800000 through SSW 800499.
- D. A portion of these cars shall now be given new Identifying Marks.

Now Therefore:

United States Lease Financing, Inc. (USLFI) hereby changes the Identifying Marks on the Cars as follows:

Original Identifying  
Mark and Number

SSW 800203  
SSW 800207

New Identifying  
Mark and Number

PCN 800203  
PCN 800207

Original Identifying  
Mark and Number

New Identifying  
Mark and Number

SSW 800209  
SSW 800210  
SSW 800212  
SSW 800213  
SSW 800219  
SSW 800224  
SSW 800225  
SSW 800228  
SSW 800238  
SSW 800247  
SSW 800257  
SSW 800264  
SSW 800266  
SSW 800271  
SSW 800272  
SSW 800284  
SSW 800285  
SSW 800290  
SSW 800292  
SSW 800294  
SSW 800296  
SSW 800297  
SSW 800298  
SSW 800310  
SSW 800312  
SSW 800322  
SSW 800323  
SSW 800325  
SSW 800327  
SSW 800331  
SSW 800334  
SSW 800337  
SSW 800339  
SSW 800340  
SSW 800346  
SSW 800355  
SSW 800358  
SSW 800361  
SSW 800366  
SSW 800367  
SSW 800370  
SSW 800371  
SSW 800374  
SSW 800392  
SSW 800399  
SSW 800402  
SSW 800411

PCN 800209  
PCN 800210  
PCN 800212  
PCN 800213  
PCN 800219  
PCN 800224  
PCN 800225  
PCN 800228  
PCN 800238  
PCN 800247  
PCN 800257  
PCN 800264  
PCN 800266  
PCN 800271  
PCN 800272  
PCN 800284  
PCN 800285  
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PCN 800292  
PCN 800294  
PCN 800296  
PCN 800297  
PCN 800298  
PCN 800310  
PCN 800312  
PCN 800322  
PCN 800323  
PCN 800325  
PCN 800327  
PCN 800331  
PCN 800334  
PCN 800337  
PCN 800339  
PCN 800340  
PCN 800346  
PCN 800355  
PCN 800358  
PCN 800361  
PCN 800366  
PCN 800367  
PCN 800370  
PCN 800371  
PCN 800374  
PCN 800392  
PCN 800399  
PCN 800402  
PCN 800411

Original Identifying  
Mark and Number

New Identifying  
Mark and Number

SSW 800422  
SSW 800427  
SSW 800429  
SSW 800432  
SSW 800435  
SSW 800447  
SSW 800450  
SSW 800455  
SSW 800459  
SSW 800464  
SSW 800467  
SSW 800468  
SSW 800470  
SSW 800471  
SSW 800476  
SSW 800478  
SSW 800483  
SSW 800489  
SSW 800492  
SSW 800494  
SSW 800495

PCN 800422  
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PCN 800432  
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PCN 800468  
PCN 800470  
PCN 800471  
PCN 800476  
PCN 800478  
PCN 800483  
PCN 800489  
PCN 800492  
PCN 800494  
PCN 800495

This Statement of New Road Marks becomes effective on the date of filing with Interstate Commerce Commission pursuant to the provisions of Section 20(c) of Interstate Commerce Act.

United States Lease Financing, Inc.

By *Kesa Wakeman*  
Senior Vice President

Attest:

*[Signature]*  
Assistant Secretary

Acknowledgment for Corporation

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO SS:

On this 25th day of August, in the year 1983, before me,  
Walter J. Michael a Notary Public in and for said county,  
personally appeared Desa Wakeman, known to me to be the  
Senior Vice President of the corporation that executed the  
(Title)

within instrument, and known to me to be the person who executed the within  
instrument on behalf of the corporation therein named, and acknowledged to me  
that such corporation executed the within instrument pursuant to its bylaws or  
a resolution of its Board of Directors.

Walter J. Michael SAN FRANCISCO County, CALIFORNIA  
(Notary Public) (State)

(Notarial Seal)

My Commission Expires: December 13, 1983