9348-D 9349-C

MAR 22 1983 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

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

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

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

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A
440348 CDAA UI

March 22, 1983

3-051A161

No. MAR 22 1983
Date
Fee $ 20.00
ICC Washington, D. C.

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(a) and the Rules for the Recordation of Documents (as revised) are four counterparts of a Statement of New Road Marks dated as of February 6, 1983, a "secondary document" as that term is defined in 49 C.F.R. §1116.1(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 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:

One hundred eighty-one (181) 100-ton covered hopper cars bearing identifying mark and numbers in the series MILW 800000 through MILW 800199 (formerly in the series SSW 800000 through SSW 800199), as set forth in Exhibit A attached hereto and made a part hereof.

The undersigned is agent for United States Lease

Copyright - C. T. Kappler

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 $20 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Very truly yours,

Charles T. Kappler

Charles T. Kappler

EXHIBIT A

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800000	MILW 800000
SSW 800001	MILW 800001
SSW 800002	MILW 800002
SSW 800003	MILW 800003
SSW 800004	MILW 800004
SSW 800005	MILW 800005
SSW 800006	MILW 800006
SSW 800007	MILW 800007
SSW 800008	MILW 800008
SSW 800009	MILW 800009
SSW 800010	MILW 800010
SSW 800011	MILW 800011
SSW 800012	MILW 800012
SSW 800013	MILW 800013
SSW 800014	MILW 800014
SSW 800015	MILW 800015
SSW 800016	MILW 800016
SSW 800019	MILW 800019
SSW 800020	MILW 800020
SSW 800021	MILW 800021
SSW 800022	MILW 800022
SSW 800023	MILW 800023
SSW 800024	MILW 800024
SSW 800025	MILW 800025
SSW 800026	MILW 800026
SSW 800027	MILW 800027
SSW 800028	MILW 800028
SSW 800029	MILW 800029
SSW 800030	MILW 800030
SSW 800031	MILW 800031
SSW 800032	MILW 800032
SSW 800033	MILW 800033
SSW 800034	MILW 800034
SSW 800035	MILW 800035
SSW 800038	MILW 800038
SSW 800039	MILW 800039
SSW 800040	MILW 800040
SSW 800041	MILW 800041
SSW 800042	MILW 800042
SSW 800043	MILW 800043
SSW 800044	MILW 800044
SSW 800045	MILW 800045
SSW 800046	MILW 800046
SSW 800047	MILW 800047
SSW 800048	MILW 800048
SSW 800049	MILW 800049
SSW 800050	MILW 800050
SSW 800051	MILW 800051
SSW 800052	MILW 800052
SSW 800053	MILW 800053
SSW 800054	MILW 800054
SSW 800055	MILW 800055

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800056	MILW 800056
SSW 800057	MILW 800057
SSW 800058	MILW 800058
SSW 800059	MILW 800059
SSW 800060	MILW 800060
SSW 800061	MILW 800061
SSW 800062	MILW 800062
SSW 800063	MILW 800063
SSW 800064	MILW 800064
SSW 800065	MILW 800065
SSW 800066	MILW 800066
SSW 800067	MILW 800067
SSW 800068	MILW 800068
SSW 800069	MILW 800069
SSW 800070	MILW 800070
SSW 800071	MILW 800071
SSW 800072	MILW 800072
SSW 800073	MILW 800073
SSW 800074	MILW 800074
SSW 800075	MILW 800075
SSW 800076	MILW 800076
SSW 800077	MILW 800077
SSW 800078	MILW 800078
SSW 800079	MILW 800079
SSW 800080	MILW 800080
SSW 800081	MILW 800081
SSW 800082	MILW 800082
SSW 800083	MILW 800083
SSW 800084	MILW 800084
SSW 800085	MILW 800085
SSW 800086	MILW 800086
SSW 800087	MILW 800087
SSW 800088	MILW 800088
SSW 800089	MILW 800089
SSW 800090	MILW 800090
SSW 800091	MILW 800091
SSW 800092	MILW 800092
SSW 800094	MILW 800094
SSW 800095	MILW 800095
SSW 800096	MILW 800096
SSW 800098	MILW 800098
SSW 800099	MILW 800099
SSW 800100	MILW 800100
SSW 800101	MILW 800101
SSW 800102	MILW 800102
SSW 800103	MILW 800103
SSW 800104	MILW 800104
SSW 800105	MILW 800105
SSW 800106	MILW 800106
SSW 800107	MILW 800107

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800108	MILW 800108
SSW 800110	MILW 800110
SSW 800111	MILW 800111
SSW 800112	MILW 800112
SSW 800114	MILW 800114
SSW 800115	MILW 800115
SSW 800116	MILW 800116
SSW 800117	MILW 800117
SSW 800119	MILW 800119
SSW 800120	MILW 800120
SSW 800121	MILW 800121
SSW 800122	MILW 800122
SSW 800123	MILW 800123
SSW 800124	MILW 800124
SSW 800125	MILW 800125
SSW 800126	MILW 800126
SSW 800127	MILW 800127
SSW 800129	MILW 800129
SSW 800130	MILW 800130
SSW 800131	MILW 800131
SSW 800132	MILW 800132
SSW 800133	MILW 800133
SSW 800134	MILW 800134
SSW 800135	MILW 800135
SSW 800136	MILW 800136
SSW 800137	MILW 800137
SSW 800138	MILW 800138
SSW 800139	MILW 800139
SSW 800141	MILW 800141
SSW 800142	MILW 800142
SSW 800143	MILW 800143
SSW 800145	MILW 800145
SSW 800146	MILW 800146
SSW 800147	MILW 800147
SSW 800148	MILW 800148
SSW 800149	MILW 800149
SSW 800150	MILW 800150
SSW 800151	MILW 800151
SSW 800152	MILW 800152
SSW 800153	MILW 800153
SSW 800154	MILW 800154
SSW 800155	MILW 800155
SSW 800156	MILW 800156
SSW 800158	MILW 800158
SSW 800160	MILW 800160
SSW 800162	MILW 800162
SSW 800163	MILW 800163
SSW 800164	MILW 800164
SSW 800165	MILW 800165
SSW 800167	MILW 800167

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800168	MILW 800168
SSW 800169	MILW 800169
SSW 800170	MILW 800170
SSW 800172	MILW 800172
SSW 800173	MILW 800173
SSW 800174	MILW 800174
SSW 800175	MILW 800175
SSW 800176	MILW 800176
SSW 800177	MILW 800177
SSW 800178	MILW 800178
SSW 800179	MILW 800179
SSW 800180	MILW 800180
SSW 800181	MILW 800181
SSW 800182	MILW 800182
SSW 800184	MILW 800184
SSW 800185	MILW 800185
SSW 800186	MILW 800186
SSW 800187	MILW 800187
SSW 800188	MILW 800188
SSW 800189	MILW 800189
SSW 800190	MILW 800190
SSW 800191	MILW 800191
SSW 800192	MILW 800192
SSW 800193	MILW 800193
SSW 800194	MILW 800194
SSW 800195	MILW 800195
SSW 800197	MILW 800197
SSW 800198	MILW 800198
SSW 800199	MILW 800199

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

March 22, 1983

Charles T. Kappler, Esq.
Alvord and Alvord
200 World Center Building
918 Sixteenth St. N. W.
Washington, D. C. 20006-2973

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 3/22/83 at 1:55PM, and assigned re-recordation number(s). 9348-D, & 9349-C

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 9348-D
Filed 1425
MAR 22 1983 - 1 45 PM
INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA SS:

On this 22nd day of March 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 February 6, 1983 and executed by United States Lease Financing, Inc., and such copy is complete and identical in all respects to the original document.

Nina S. Kabatznick

Notary Public

(SEAL)

My commission expires: My Commission expires December 14, 1987

RECORDATION NO. 9349-C

STATEMENT OF NEW ROAD MARKS

MAR 22 1983 - 1:55 PM

INTERSTATE COMMERCE COMMISSION

This Statement of New Road Marks dated as of February 6, 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 and Numbers.

Now Therefore:

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

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800000	MILW 800000
SSW 800001	MILW 800001

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800002	MILW 800002
SSW 800003	MILW 800003
SSW 800004	MILW 800004
SSW 800005	MILW 800005
SSW 800006	MILW 800006
SSW 800007	MILW 800007
SSW 800008	MILW 800008
SSW 800009	MILW 800009
SSW 800010	MILW 800010
SSW 800011	MILW 800011
SSW 800012	MILW 800012
SSW 800013	MILW 800013
SSW 800014	MILW 800014
SSW 800015	MILW 800015
SSW 800016	MILW 800016
SSW 800019	MILW 800019
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SSW 800021	MILW 800021
SSW 800022	MILW 800022
SSW 800023	MILW 800023
SSW 800024	MILW 800024
SSW 800025	MILW 800025
SSW 800026	MILW 800026
SSW 800027	MILW 800027
SSW 800028	MILW 800028
SSW 800029	MILW 800029
SSW 800030	MILW 800030
SSW 800031	MILW 800031
SSW 800032	MILW 800032
SSW 800033	MILW 800033
SSW 800034	MILW 800034
SSW 800035	MILW 800035
SSW 800038	MILW 800038
SSW 800039	MILW 800039
SSW 800040	MILW 800040
SSW 800041	MILW 800041
SSW 800042	MILW 800042
SSW 800043	MILW 800043
SSW 800044	MILW 800044
SSW 800045	MILW 800045
SSW 800046	MILW 800046
SSW 800047	MILW 800047
SSW 800048	MILW 800048
SSW 800049	MILW 800049
SSW 800050	MILW 800050
SSW 800051	MILW 800051
SSW 800052	MILW 800052
SSW 800053	MILW 800053
SSW 800054	MILW 800054
SSW 800055	MILW 800055

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800056	MILW 800056
SSW 800057	MILW 800057
SSW 800058	MILW 800058
SSW 800059	MILW 800059
SSW 800060	MILW 800060
SSW 800061	MILW 800061
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SSW 800063	MILW 800063
SSW 800064	MILW 800064
SSW 800065	MILW 800065
SSW 800066	MILW 800066
SSW 800067	MILW 800067
SSW 800068	MILW 800068
SSW 800069	MILW 800069
SSW 800070	MILW 800070
SSW 800071	MILW 800071
SSW 800072	MILW 800072
SSW 800073	MILW 800073
SSW 800074	MILW 800074
SSW 800075	MILW 800075
SSW 800076	MILW 800076
SSW 800077	MILW 800077
SSW 800078	MILW 800078
SSW 800079	MILW 800079
SSW 800080	MILW 800080
SSW 800081	MILW 800081
SSW 800082	MILW 800082
SSW 800083	MILW 800083
SSW 800084	MILW 800084
SSW 800085	MILW 800085
SSW 800086	MILW 800086
SSW 800087	MILW 800087
SSW 800088	MILW 800088
SSW 800089	MILW 800089
SSW 800090	MILW 800090
SSW 800091	MILW 800091
SSW 800092	MILW 800092
SSW 800094	MILW 800094
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SSW 800098	MILW 800098
SSW 800099	MILW 800099
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SSW 800101	MILW 800101
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SSW 800103	MILW 800103
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SSW 800105	MILW 800105
SSW 800106	MILW 800106
SSW 800107	MILW 800107

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SSW 800121	MILW 800121
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SSW 800123	MILW 800123
SSW 800124	MILW 800124
SSW 800125	MILW 800125
SSW 800126	MILW 800126
SSW 800127	MILW 800127
SSW 800129	MILW 800129
SSW 800130	MILW 800130
SSW 800131	MILW 800131
SSW 800132	MILW 800132
SSW 800133	MILW 800133
SSW 800134	MILW 800134
SSW 800135	MILW 800135
SSW 800136	MILW 800136
SSW 800137	MILW 800137
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SSW 800152	MILW 800152
SSW 800153	MILW 800153
SSW 800154	MILW 800154
SSW 800155	MILW 800155
SSW 800156	MILW 800156
SSW 800158	MILW 800158
SSW 800160	MILW 800160
SSW 800162	MILW 800162
SSW 800163	MILW 800163
SSW 800164	MILW 800164
SSW 800165	MILW 800165
SSW 800167	MILW 800167

Original Identifying Mark and Number	New Identifying Mark and Number
SSW 800168	MILW 800168
SSW 800169	MILW 800169
SSW 800170	MILW 800170
SSW 800172	MILW 800172
SSW 800173	MILW 800173
SSW 800174	MILW 800174
SSW 800175	MILW 800175
SSW 800176	MILW 800176
SSW 800177	MILW 800177
SSW 800178	MILW 800178
SSW 800179	MILW 800179
SSW 800180	MILW 800180
SSW 800181	MILW 800181
SSW 800182	MILW 800182
SSW 800184	MILW 800184
SSW 800185	MILW 800185
SSW 800186	MILW 800186
SSW 800187	MILW 800187
SSW 800188	MILW 800188
SSW 800189	MILW 800189
SSW 800190	MILW 800190
SSW 800191	MILW 800191
SSW 800192	MILW 800192
SSW 800193	MILW 800193
SSW 800194	MILW 800194
SSW 800195	MILW 800195
SSW 800197	MILW 800197
SSW 800198	MILW 800198
SSW 800199	MILW 800199

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.

Attest:

Assistant Secretary

United States Lease Financing, Inc.

By Vesa Wakeman
Senior Vice President

ACKNOWLEDGMENT FOR CORPORATION

STATE OF CALIFORNIA, COUNTY OF SAN FRANCISCO SS:

On this 15th day of March, in the year 19 83, 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 by-laws 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

OFFICIAL SEAL
WALTER J. MICHAEL
NOTARY PUBLIC — CALIFORNIA
San Francisco County
My Commission Expires Dec. 13, 1983