RECORDATION NO. 9348-E FILED 1425

AUG 31 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9349-D FILED 1425

AUG 31 1983 - 1 05 PM

INTERSTATE COMMERCE COMMISSION

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

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ELLSWORTH C. ALVORD (1964)

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393-2266

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August 31, 1983

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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

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

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

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kappler, 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 [illegible] PM, and assigned re-recordation number(s). 9349-S, & 9349-D

Sincerely yours,

Agatha L. Mergenovich

Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 9348-E
FILED 1425

AUG 31 1983 - 1 02 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

9349-D

RECORDATION NO. 9349-D 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 thorugh 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	New Identifying Mark and Number
SSW 800203	PCN 800203
SSW 800207	PCN 800207

Original Identifying Mark and Number	New Identifying Mark and Number
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	PCN 800422
SSW 800427	PCN 800427
SSW 800429	PCN 800429
SSW 800432	PCN 800432
SSW 800435	PCN 800435
SSW 800447	PCN 800447
SSW 800450	PCN 800450
SSW 800455	PCN 800455
SSW 800459	PCN 800459
SSW 800464	PCN 800464
SSW 800467	PCN 800467
SSW 800468	PCN 800468
SSW 800470	PCN 800470
SSW 800471	PCN 800471
SSW 800476	PCN 800476
SSW 800478	PCN 800478
SSW 800483	PCN 800483
SSW 800489	PCN 800489
SSW 800492	PCN 800492
SSW 800494	PCN 800494
SSW 800495	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 Tesa Wakeman
Senior Vice President

Attest:

Assistant Secretary

Acknowledgment for Corporation

____, COUNTY OF SAN FRANCISCO SS:

__ day of August, in the year 19 83, before me,
ael a Notary Public in and for said county,
Desa Wakeman, known to me to be the
ent of the corporation that executed the

iown to me to be the person who executed the within
:he corporation therein named, and acknowledged to me
:cuted the within instrument pursuant to its bylaws or
l of Directors.

) SAN FRANCISCO County, CALIFORNIA
(State)

My Commission Expires: December 13, 1983