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August 11, 1989

RECORDATION NO. 16487 FILED 1425

AUG 18 1989 -1 35 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section §11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of August 18, 1989.

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

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
	125 ton articulated double stack container cars-Maxi-Stack III	10	SP 513401-513410, inclusive.

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Gunderson, Inc.
4350 NW Front Street
Portland, OR 97210

A fee of $ 13.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

A short summary of the document to appear in the Index follows:

Bill of Sale from Gunderson, Inc., to Westinghouse Credit Corporation dated August 18, 1989 covering eleven (11) railroad cars, numbered SP 513401-513410, inclusive.

Victoria Burton

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

McCANN, GARLAND, RIDALL & BURKE

By Michael J. Woodring

Enclosure

07LT31/67
81189-940

RECORDATION NO. 16487
FILED 1423
AUG 18 1989 -1 55 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT: Gunderson Inc. (the seller), for good and valuable consideration to it paid by Westinghouse Credit Corporation (the Purchaser):

1. Does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER AND SET OVER to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to each of the following Items of Equipment as more particularly described in the invoice issued by the Seller to the Purchaser pursuant to the Purchase Agreement 0003785F15 dated July 24, 1989 and Lease Agreement dated July 20, 1989 between Westinghouse Credit Corporation and Southern Pacific TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns, forever:

Ten (10) Maxi Stack III - five Unit Container Cars, lettered and numbered:

SP 513401 thru SP 513410 inclusive.

2. Does hereby WARRANT that it is the lawful owner of said Items of Equipment and has good right to sell the same and that title to each Item of Equipment is on the date hereof free and clear of all claims, liens, security interests and encumbrances of any nature and that the Seller will defend such title.

3. Does REPRESENT that all component parts of each Item of Equipment were new and unused on the date purchased.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed by its duly authorized officer as of August 18, 1989.

Attest:

Gunderson Inc.

Assistant Secretary

Vice President