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

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200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 1 5361
20006-2973 RECORDATION NO. _____ Filed 1425

CABLE ADDRESS
"ALVORD"

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
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TELEPHONE
AREA CODE 202
393-2266

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INTERSTATE COMMERCE COMMISSION TELEX
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November 2, 1987

7-306A013

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No. _____
Date NOV 2 1987
Fee \$ 10.00
ICC Washington, D.C.

NOV 2 10 47 AM '87
MOTOR OPERATING UNIT
ICC OFFICE OF
THE SECRETARY

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are the original and one copy of Assignment of Purchase Option dated October 28, 1987, a primary document as defined in the Commission's Rules for the Recordation of Documents.

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

- Assignor: Wheelabrator Coal Services Company
Liberty Lane
Hampton, New Hampshire 03842
- Assignee: Wheelabrator Energy Leasing Company
Liberty Lane
Hampton, New Hampshire 03842

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

Three hundred ninety (390) 4,240 cubic foot capacity 100-ton gondola cars manufactured by ACF Industries bearing reporting mark RTPX and numbers 11001 through 11004 and 11100 through 11485, each both inclusive.

Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

C. T. Koppelman
Commissioner

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
November 2, 1987
Page Two

Kindly return a stamped copy of the enclosed document to
Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth
Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary document to appear
in the Commission's Index is:

Assignment of Purchase Option dated October 28, 1987
between Wheelabrator Coal Services Company, Assignor,
and Wheelabrator Energy Leasing Company, Assignee,
covering 390 gondola cars marked and numbered
RTPX 11001 - 11004 and 11100 - 11485.

Very truly yours,


Charles T. Kappler

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/2/87

Charles T. Kappler
Alvord & Alvord
918 16th St. N.W.
Washington, D.C. 20006

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 11/2/87 at 10:55am, and assigned re-
recording number(s) . 15361, 15361-A & 15361-B

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 1 5361
FIM 1428

NOV 2 1987 -10 52 AM

INTERSTATE COMMERCE COMMISSION

ASSIGNMENT OF PURCHASE OPTION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned, WHEELABRATOR COAL SERVICES COMPANY, a Delaware corporation (hereinafter called "WCSC"), hereby assigns and transfers unto WHEELABRATOR ENERGY LEASING COMPANY, a Delaware corporation, all of the rights, powers, privileges, options and other benefits of WCSC in, to and under Section 15 (entitled "Option to Purchase the Cars") of that certain Railroad Equipment Lease dated as of the 30th day of December, 1981 by and between WCSC and PULLMAN LEASING COMPANY (now named Signal Capital Corporation), as said Railroad Equipment Lease has been, or may from time to time be, amended.

WCSC hereby represents and warrants that the Railroad Equipment Lease described above is in full force and effect and has not been or terminated or amended, except as provided above.

IN WITNESS WHEREOF this instrument is executed this 28 day of October, 1987.

WHEELABRATOR COAL SERVICES
COMPANY

By 
Its Vice President

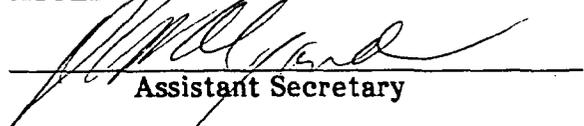
ATTEST:


Assistant Secretary

WHEELABRATOR ENERGY LEASING
COMPANY

By 
Its Vice President

ATTEST:


Assistant Secretary

STATE OF NEW HAMPSHIRE)
)
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned authority, on this day personally appeared David L. Schmitt, Vice President of WHEELABRATOR COAL SERVICES COMPANY, a corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28 day of October, 1987.

Laurel A. McKenna
Notary Public in and for
Rockingham County, New Hampshire
My commission expires: 9/11/90

STATE OF NEW HAMPSHIRE)
)
COUNTY OF ROCKINGHAM)

BEFORE ME, the undersigned authority, on this day personally appeared David L. Schmitt, Vice President of WHEELABRATOR ENERGY LEASING COMPANY, a corporation, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 28 day of October, 1987.

Laurel A. McKenna
Notary Public in and for
Rockingham County, New Hampshire
My commission expires: 9/11/90