

BLC Corporation

2655 Campus Drive
Suite 200
San Mateo, CA
94403-2573

415/573-1200
Fax
415/573-5669

3-134A002

CITICORP 

May 11, 1993

Ms. Mildred Lee
Interstate Commerce Commission
12th & Constitution Ave., N.W., Room 2303
Washington, D.C. 20423

REGISTRATION NO. 18193-C FILED 1/88

MAY 14 1993 10:20 AM

INTERSTATE COMMERCE COMMISSION

MAY 14 10 17 AM '93
MOTOR OPERATING UNIT

Dear Ms. Lee:

Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed one fully executed original and two certified copies of a Bill of Sale, dated as of April 29, 1993, executed by Johnstown America Corporation.

The enclosed Bill of Sale is to be filed to transfer the ownership of 120 new Aluminum BethGon Coalporter Cars numbered 1348 (inclusive) and 1353 - 1471 (inclusive) from Johnstown America Corporation to BLC Corporation, as Purchaser.

In connection with the recording of the above mentioned Bill of Sale, please note the following information:

- (i) Name and address of Lessor/Purchaser: BLC Corporation, 2655 Campus Drive, Suite 200, San Mateo, California 94403
- (ii) Name and address of Lessee: Commonwealth Edison Company, One First National Plaza, 10 South Dearborn, 38th Floor, Chicago, Illinois 60690
- (iii) General description of Equipment covered by the Master Leasing Agreement: 1,450 new 121-ton aluminum-sided, rotary dump coal gondola cars
- (v) Previous filings with the Interstate Commerce Commission covering the Equipment:

<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Master Leasing Agreement, dated as of March 1, 1993, between BLC Corporation and Commonwealth Edison Company	April 9, 1993	18193

May 11, 1993
Page 2

<u>Document:</u>	<u>Recordation Date:</u>	<u>Recordation Number:</u>
Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation	April 9, 1993	18193A

Enclosed is a check in the amount of \$16.00 to record the enclosed Bill of Sale. When the recording of this document has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them to my attention.

If you require further information to complete this filing, please feel free to contact me at (800) 227-6516.

Thank you for your assistance in this matter.

Sincerely yours,



Lori A. Stoneback
Legal Assistant -
Contract Administration

/las
Enclosures

cc: Edmond P. Browne (w/o encl.)
Curt A. Schultz, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

5/14/93

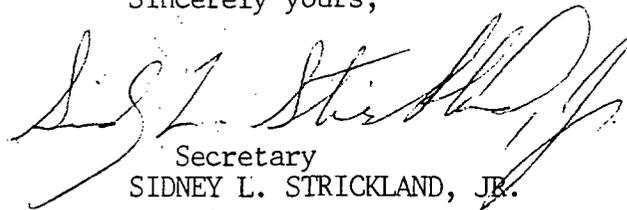
OFFICE OF THE SECRETARY

LoriA Stoneback
BLC Corporation
2655 Campus Drive
Suite 200
San Mateo, CA.94403

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 **5/14/93** at **10:20am**, and assigned
recordation number(s). **18193-C**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274-*

RECORDATION NO. 18193-C FILED 1129

MAY 14 1993 10-20 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Johnstown America Corporation, a Delaware corporation (hereinafter called the "Vendor"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, assign, transfer and set over to the BLC Corporation (hereinafter called the "Purchaser") all right, title and interest of the Vendor in and to the railroad equipment described in Schedule A attached hereto (hereinafter called the "Equipment").

The Vendor hereby warrants to the Purchaser, its successors and assigns, that on the date hereof the Vendor had legal title in and to each unit Equipment and good and lawful right to sell the same, that title to each unit of Equipment on such date was free from all claims, liens, encumbrances, security interests and rights of others of any nature (collectively the "Liens") other through or under the Purchaser, and that the Vendor will defend such title to the Equipment forever against all adverse claims and demands whatsoever.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, this 29TH day of APRIL 1993 .

JOHNSTOWN AMERICA CORPORATION

By Michael P. Siska, Jr.
Michael P. Siska, Jr.
Director, Marketing and
Sales Administration

Closing 4/20/93

SCHEDULE A TO BILL OF SALE

<u>Description</u>	<u>Units</u>	<u>Car Numbers</u>
New Aluminum		1348 Inclusive
BethGon	120	1353 - 1471 Inclusive
Coalporter Cars		

Closing 4/20/93

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

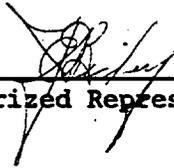
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 14
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1348</u>	<u>43900</u>	_____	_____
<u>1353</u>	<u>43900</u>	_____	_____
<u>1354</u>	<u>43800</u>	_____	_____
<u>1355</u>	<u>43900</u>	_____	_____
<u>1356</u>	<u>43900</u>	_____	_____
<u>1357</u>	<u>43800</u>	_____	_____
<u>1358</u>	<u>44100</u>	_____	_____
<u>1359</u>	<u>43800</u>	_____	_____
<u>1360</u>	<u>43900</u>	_____	_____
<u>1361</u>	<u>43900</u>	_____	_____
<u>1362</u>	<u>43900</u>	_____	_____
<u>1363</u>	<u>44000</u>	_____	_____
<u>1364</u>	<u>43900</u>	_____	_____
<u>1365</u>	<u>43900</u>	_____	_____

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 12
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1366</u>	<u>43800</u>	_____	_____
<u>1367</u>	<u>43900</u>	_____	_____
<u>1368</u>	<u>43900</u>	_____	_____
<u>1369</u>	<u>43800</u>	_____	_____
<u>1370</u>	<u>43800</u>	_____	_____
<u>1371</u>	<u>44000</u>	_____	_____
<u>1372</u>	<u>43900</u>	_____	_____
<u>1373</u>	<u>43900</u>	_____	_____
<u>1374</u>	<u>43900</u>	_____	_____
<u>1375</u>	<u>44000</u>	_____	_____
<u>1378</u>	<u>44000</u>	_____	_____
<u>1379</u>	<u>43900</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

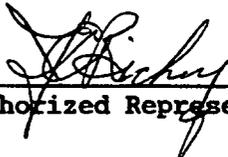
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 12
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1376</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1377</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1380</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1381</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1382</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1383</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1384</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1385</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1386</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1387</u>	<u>43700</u>	<u> </u>	<u> </u>
<u>1388</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1389</u>	<u>43900</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

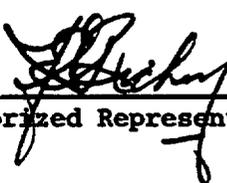
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1390</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1391</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1392</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1393</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1394</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1395</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1396</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1397</u>	<u>43800</u>	<u> </u>	<u> </u>
<u>1398</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1399</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1400</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1401</u>	<u>44200</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

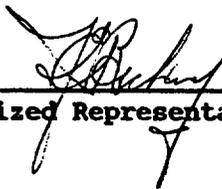
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1402</u>	<u>44000</u>	_____	_____
<u>1403</u>	<u>44200</u>	_____	_____
<u>1404</u>	<u>44100</u>	_____	_____
<u>1405</u>	<u>44100</u>	_____	_____
<u>1406</u>	<u>44200</u>	_____	_____
<u>1407</u>	<u>44000</u>	_____	_____
<u>1408</u>	<u>44000</u>	_____	_____
<u>1409</u>	<u>44000</u>	_____	_____
<u>1410</u>	<u>44100</u>	_____	_____
<u>1411</u>	<u>44200</u>	_____	_____
<u>1412</u>	<u>44100</u>	_____	_____
<u>1413</u>	<u>44200</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 12

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1414</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1415</u>	<u>44200</u>	<u> </u>	<u> </u>
<u>1416</u>	<u>44200</u>	<u> </u>	<u> </u>
<u>1417</u>	<u>44200</u>	<u> </u>	<u> </u>
<u>1418</u>	<u>44200</u>	<u> </u>	<u> </u>
<u>1419</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1420</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1421</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1422</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1423</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1424</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1425</u>	<u>44000</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

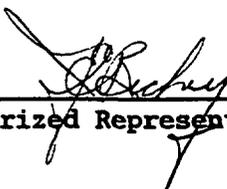
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 12
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1426</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1427</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1428</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1429</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1430</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1431</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1432</u>	<u>43900</u>	<u> </u>	<u> </u>
<u>1433</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1434</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1435</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1436</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1437</u>	<u>44000</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

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I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 12
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1438</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1439</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1440</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1441</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1442</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1443</u>	<u>44000</u>	<u> </u>	<u> </u>
<u>1444</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1445</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1446</u>	<u>44200</u>	<u> </u>	<u> </u>
<u>1447</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1448</u>	<u>44100</u>	<u> </u>	<u> </u>
<u>1449</u>	<u>44200</u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

EXHIBIT C

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I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



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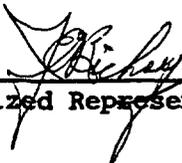
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 12
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1450</u>	<u>44300</u>	_____	_____
<u>1451</u>	<u>44300</u>	_____	_____
<u>1452</u>	<u>44200</u>	_____	_____
<u>1453</u>	<u>44200</u>	_____	_____
<u>1454</u>	<u>44200</u>	_____	_____
<u>1455</u>	<u>44200</u>	_____	_____
<u>1456</u>	<u>44100</u>	_____	_____
<u>1457</u>	<u>44100</u>	_____	_____
<u>1458</u>	<u>44100</u>	_____	_____
<u>1459</u>	<u>44200</u>	_____	_____
<u>1460</u>	<u>44100</u>	_____	_____
<u>1461</u>	<u>44100</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.



Authorized Representative of Purchaser

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I have been appointed as the duly authorized representative of Commonwealth Edison Company (the "Purchaser") for the purpose of inspecting the units of railroad equipment described below (the "Cars") which are referred to in the Purchase Order 348902 dated December 18, 1992 (the "Purchase Order") between Johnstown America Corporation (the "Manufacturer"), and the Purchaser, and for the purpose of accepting the Cars under the Purchase Order.

I hereby certify that with respect to the Cars:

1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars

Place of Acceptance: Johnstown, Pennsylvania

Number of Cars: 10

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1462</u>	<u>44100</u>	_____	_____
<u>1463</u>	<u>44200</u>	_____	_____
<u>1464</u>	<u>44200</u>	_____	_____
<u>1465</u>	<u>44200</u>	_____	_____
<u>1466</u>	<u>44100</u>	_____	_____
<u>1467</u>	<u>44100</u>	_____	_____
<u>1468</u>	<u>44200</u>	_____	_____
<u>1469</u>	<u>44100</u>	_____	_____
<u>1470</u>	<u>44100</u>	_____	_____
<u>1471</u>	<u>44300</u>	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

EXHIBIT C

CERTIFICATE OF INSPECTION AND ACCEPTANCE

I do further certify that the foregoing units are in good order and condition and conform to the specifications applicable thereto and to all applicable Federal Railroad Administration requirement and specifications and to all standards recommended by the Association of American Railroads reasonably interpreted as being applicable to new railroad equipment of the character of such units.

Authorized Representative of Purchaser

CERTIFICATE

I, Curt A. Schultz, Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of the Bill of Sale, dated as of April 29, 1993, by and between Johnstown America Corporation, as vendor, and BLC Corporation, as purchaser.

By *Curt A. Schultz*
Curt A. Schultz, Secretary

Date: May 11, 1993

Subscribed and sworn to before
me this 11th day of May, 1993.

Lori A. Stoneback
Notary Public

