



C-Corporation

2655 Campus Drive 415/573-1200
Suite 200 Fax
San Mateo, CA 415/573-5669
94403-2573

3-099A023

RECORDATION NO. 18193 FILED 1425

APR 9 1993 3-15 PM

INTERSTATE COMMERCE COMMISSION

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CITICORP

April 7, 1993 INTERSTATE COMMERCE COMMISSION

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

Dear Ms. Lee:

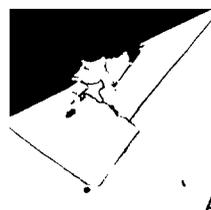
Pursuant to the provisions of Title 49, United States Code, Section 11303, please find enclosed the following listed documents to be filed with the ICC:

1. One fully executed original and two certified copies of the Master Leasing Agreement, dated as of March 1, 1993, by and between BLC Corporation and Commonwealth Edison Company.
2. One fully executed original and two certified copies of a Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation. This Bill of Sale is to be filed to transfer the ownership of 133 new Aluminum BethGon Coalporter Cars numbered 1100 - 1220 (inclusive), 1222 - 1232 (inclusive) and 1993 (inclusive) from Johnstown America Corporation to BLC Corporation.

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

- (i) Name and address of Lessor: 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: None

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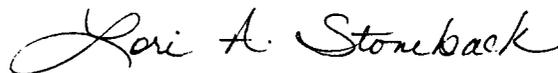
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Enclosed are two checks totaling the amount of \$32.00 to record the enclosed Master Leasing Agreement and Bill of Sale. When the recording of these documents has been completed, please endorse, with the relevant recording information, the enclosed copies provided herewith and return them in the enclosed self-addressed, stamped envelope.

If you require further information to complete these filings, 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.

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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 3RD day of MARCH 1993 .

JOHNSTOWN AMERICA CORPORATION

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

SCHEDULE A TO BILL OF SALE

<u>Description</u>	<u>Units</u>	<u>Car Numbers</u>
New Aluminum		1100 - 1220 Inclusive
BethGon	133	1222 - 1232 Inclusive
Coalporter Cars		1993 Inclusive

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CERTIFICATE

INTERSTATE COMMERCE COMMISSION

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 March 31, 1993, by and between Johnstown America Corporation, as vendor, and BLC Corporation, as purchaser.

By Curt A. Schultz
Curt A. Schultz, Secretary

Date: April 7, 1993

Subscribed and sworn to before
me this 7th day of April, 1993.

Lori A. Stoneback
Notary Public

