

BLC Corporation

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

415/573-1200
Fax
415/573-5669

RECORDATION NO. 1813 FILED 1425

JUL 19 1993 3-ED PA

INTERSTATE COMMERCE COMMISSION

CITICORP®

July 16, 1993

3-200A035

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 one fully executed original set and two certified copies of a set of six Bills of Sale, each dated as of May 28, 1993; June 4, 1993; June 16, 1993; June 23, 1993; June 30, 1993; and July 9, 1993, executed by Johnstown America Corporation.

The enclosed set of Bills of Sale is to be filed to transfer the ownership of 720 new Aluminum BethGon Coalporter Cars numbered 1676 - 1735 (inclusive), 2322 (inclusive), 2327 - 2379 (inclusive), 2381 (inclusive), 2383 - 2386 (inclusive), 2547 (inclusive), 1736 - 1795 (inclusive), 2267 - 2321 (inclusive), 2323 - 2326 (inclusive), 2548 (inclusive), 1796 - 1855 (inclusive), 2208 - 2215 (inclusive), 2219 - 2266 (inclusive) 2538 - 2541 (inclusive), 1856 - 1915 (inclusive), 2148 (inclusive), 2152 - 2156 (inclusive), 2158 - 2160 (inclusive), 2162 - 2207 (inclusive), 2210 - 2212 (inclusive), 2536 (inclusive), 2549 (inclusive), 1916 - 1975 (inclusive), 2088 (inclusive), 2090 (inclusive), 2094 - 2100 (inclusive), 2102 - 2109 (inclusive), 2111 - 2147 (inclusive), 2149 - 2151 (inclusive), 2157 (inclusive), 2161 (inclusive), 2546 (inclusive), 1976 - 1992 (inclusive), 1994 - 2087 (inclusive), 2089 (inclusive), 2091 - 2093 (inclusive), 2101 (inclusive), 2110 (inclusive), and 2550 - 2552 (inclusive) from Johnstown America Corporation to BLC Corporation, as Purchaser.

In connection with the recording of the above mentioned set of Bills 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

JUL 19 3 43 PM '93
MOTOR OPERATING UNIT

(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
Bill of Sale, dated as of March 31, 1993, executed by Johnstown America Corporation	April 9, 1993	18193-A
Bill of Sale, dated as of April 15, 1993, executed by Johnstown America Corporation	May 10, 1993	18193-B
Bill of Sale, dated as of April 29, 1993, executed by Johnstown America Corporation	May 14, 1993	18193-C
Bill of Sale, dated as of May 7, 1993, executed by Johnstown America Corporation	May 20, 1993	18193-D
Bill of Sale, dated as of May 13, 1993, executed by Johnstown America Corporation	June 1, 1993	18193-E
Bill of Sale, dated as of May 21, 1993, executed by Johnstown America Corporation	June 17, 1993	18193-F
Bill of Sale, dated as of May 21, 1993, executed by Johnstown America Corporation (Revised)	July 2, 1993	18193-G

July 16, 1993
Page 3

Enclosed is a check in the amount of \$16.00 to record the enclosed revised 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

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

Interstate Commerce Commission
Washington, D.C. 20423

7/20/93

OFFICE OF THE SECRETARY

Lori A Stoneback
Legal Assistant
BLO Corporation
2655 Campus Drive Suite 200
San Mateo, CA. 94403-2573

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,

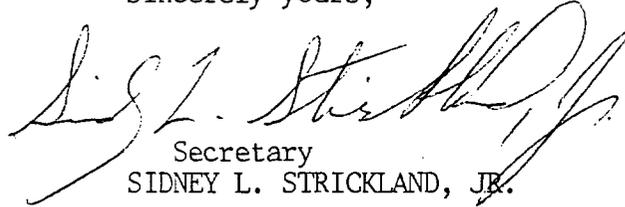
on at , and assigned

7/19/93
recording number(s).

3:50pm

18193-H

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/14/94

RECORDATION NO. 18193-A FILED 1993

JUL 19 1993 3:50 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

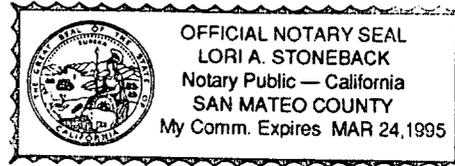
I, Curt A. Schultz, Secretary of BLC Corporation, hereby certify that the attached is a true and correct copy of the set of six Bills of Sale, each dated as of May 28, 1993; June 4, 1993; June 16, 1993; June 23, 1993; June 30, 1993; and July 9, 1993, by and between Johnstown America Corporation, as vendor, and BLC Corporation, as purchaser.

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

Date: July 16, 1993

Subscribed and sworn to before
me this 16th day of July, 1993.

Lori A. Stoneback
Notary Public



JUL 19 1993 8:50 PM

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 28TH day of MAY 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		1676 - 1735 Inclusive
BethGon	120	2322 Inclusive
Coalporter Cars		2327 - 2379 Inclusive
		2381 Inclusive
		2383 - 2386 Inclusive
		2547 Inclusive

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.

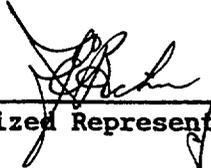
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 22
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1676</u>	<u>44600</u>	<u>2377</u>	<u>44500</u>
<u>1677</u>	<u>44600</u>	<u>2378</u>	<u>44500</u>
<u>1678</u>	<u>44600</u>	<u>2379</u>	<u>44500</u>
<u>1679</u>	<u>44500</u>	<u>2381</u>	<u>44700</u>
<u>1680</u>	<u>44600</u>	<u>2383</u>	<u>44400</u>
<u>1681</u>	<u>44500</u>	<u>2384</u>	<u>44400</u>
<u>1682</u>	<u>44400</u>	<u>2385</u>	<u>44400</u>
<u>1683</u>	<u>44400</u>	<u>2386</u>	<u>44400</u>
<u>1684</u>	<u>44300</u>	_____	_____
<u>1685</u>	<u>44400</u>	_____	_____
<u>1686</u>	<u>44500</u>	_____	_____
<u>1687</u>	<u>44600</u>	_____	_____
<u>2375</u>	<u>44500</u>	_____	_____
<u>2376</u>	<u>44500</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: 25

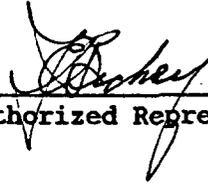
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1688</u>	<u>44300</u>	<u>2365</u>	<u>44700</u>
<u>1689</u>	<u>44400</u>	<u>2366</u>	<u>44500</u>
<u>1690</u>	<u>44500</u>	<u>2367</u>	<u>44600</u>
<u>1691</u>	<u>44600</u>	<u>2368</u>	<u>44500</u>
<u>1692</u>	<u>44500</u>	<u>2369</u>	<u>44400</u>
<u>1693</u>	<u>44500</u>	<u>2370</u>	<u>44200</u>
<u>1694</u>	<u>44400</u>	<u>2371</u>	<u>44500</u>
<u>1695</u>	<u>44600</u>	<u>2372</u>	<u>44400</u>
<u>1696</u>	<u>44500</u>	<u>2373</u>	<u>44400</u>
<u>1697</u>	<u>44400</u>	<u>2374</u>	<u>44700</u>
<u>1698</u>	<u>44500</u>	<u>2547</u>	<u>44500</u>
<u>1699</u>	<u>44500</u>	<u> </u>	<u> </u>
<u>2363</u>	<u>44600</u>	<u> </u>	<u> </u>
<u>2364</u>	<u>44600</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: 24

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1700</u>	<u>44500</u>	<u>2353</u>	<u>44600</u>
<u>1701</u>	<u>44500</u>	<u>2354</u>	<u>44700</u>
<u>1702</u>	<u>44300</u>	<u>2355</u>	<u>44800</u>
<u>1703</u>	<u>44500</u>	<u>2356</u>	<u>44800</u>
<u>1704</u>	<u>44400</u>	<u>2357</u>	<u>44700</u>
<u>1705</u>	<u>44500</u>	<u>2358</u>	<u>44600</u>
<u>1706</u>	<u>44500</u>	<u>2359</u>	<u>44700</u>
<u>1707</u>	<u>44500</u>	<u>2360</u>	<u>44700</u>
<u>1708</u>	<u>44600</u>	<u>2361</u>	<u>44700</u>
<u>1709</u>	<u>44500</u>	<u>2362</u>	<u>44400</u>
<u>1710</u>	<u>44500</u>		
<u>1711</u>	<u>44700</u>		
<u>2351</u>	<u>44600</u>		
<u>2352</u>	<u>44700</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.

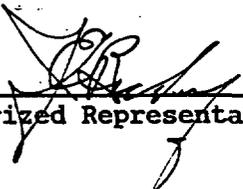
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 24
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1712</u>	<u>44400</u>	<u>2341</u>	<u>44500</u>
<u>1713</u>	<u>44500</u>	<u>2342</u>	<u>44700</u>
<u>1714</u>	<u>44500</u>	<u>2343</u>	<u>44700</u>
<u>1715</u>	<u>44600</u>	<u>2344</u>	<u>44800</u>
<u>1716</u>	<u>44400</u>	<u>2345</u>	<u>44700</u>
<u>1717</u>	<u>44400</u>	<u>2346</u>	<u>44900</u>
<u>1718</u>	<u>44500</u>	<u>2347</u>	<u>44700</u>
<u>1719</u>	<u>44400</u>	<u>2348</u>	<u>44800</u>
<u>1720</u>	<u>44300</u>	<u>2349</u>	<u>44700</u>
<u>1721</u>	<u>44400</u>	<u>2350</u>	<u>44700</u>
<u>1722</u>	<u>44400</u>	_____	_____
<u>1723</u>	<u>44400</u>	_____	_____
<u>2339</u>	<u>44700</u>	_____	_____
<u>2340</u>	<u>44700</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: 24
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1724</u>	<u>44500</u>	<u>2329</u>	<u>44800</u>
<u>1725</u>	<u>44500</u>	<u>2330</u>	<u>44700</u>
<u>1726</u>	<u>44500</u>	<u>2331</u>	<u>44700</u>
<u>1727</u>	<u>44400</u>	<u>2332</u>	<u>44700</u>
<u>1728</u>	<u>44400</u>	<u>2333</u>	<u>44900</u>
<u>1729</u>	<u>44400</u>	<u>2334</u>	<u>44800</u>
<u>1730</u>	<u>44400</u>	<u>2335</u>	<u>44800</u>
<u>1731</u>	<u>44500</u>	<u>2336</u>	<u>44700</u>
<u>1732</u>	<u>44400</u>	<u>2337</u>	<u>44700</u>
<u>1733</u>	<u>44600</u>	<u>2338</u>	<u>44800</u>
<u>1734</u>	<u>44500</u>	_____	_____
<u>1735</u>	<u>44300</u>	_____	_____
<u>2327</u>	<u>44700</u>	_____	_____
<u>2328</u>	<u>44600</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.

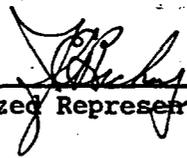


Authorized Representative of Purchaser

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

BILL OF SALE

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 4TH day of JUNE 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		1736 - 1795 Inclusive
BethGon	120	2267 - 2321 Inclusive
Coalporter Cars		2323 - 2326 Inclusive
		2548 Inclusive

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.

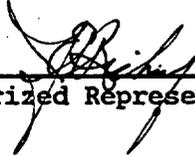
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 23
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1736</u>	<u>44600</u>	<u>2317</u>	<u>44700</u>
<u>1737</u>	<u>44500</u>	<u>2318</u>	<u>44700</u>
<u>1738</u>	<u>44500</u>	<u>2319</u>	<u>44700</u>
<u>1739</u>	<u>44500</u>	<u>2320</u>	<u>44700</u>
<u>1740</u>	<u>44400</u>	<u>2321</u>	<u>44700</u>
<u>1741</u>	<u>44500</u>	<u>2323</u>	<u>44600</u>
<u>1742</u>	<u>44600</u>	<u>2324</u>	<u>44700</u>
<u>1743</u>	<u>44500</u>	<u>2325</u>	<u>44700</u>
<u>1744</u>	<u>44600</u>	<u>2326</u>	<u>44700</u>
<u>1745</u>	<u>44500</u>		
<u>1746</u>	<u>44500</u>		
<u>1747</u>	<u>44400</u>		
<u>2315</u>	<u>44800</u>		
<u>2316</u>	<u>44800</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.

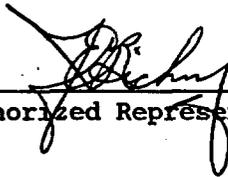
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 25
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1748</u>	<u>44400</u>	<u>2305</u>	<u>44600</u>
<u>1749</u>	<u>44400</u>	<u>2306</u>	<u>44700</u>
<u>1750</u>	<u>44600</u>	<u>2307</u>	<u>44800</u>
<u>1751</u>	<u>44500</u>	<u>2308</u>	<u>44700</u>
<u>1752</u>	<u>44500</u>	<u>2309</u>	<u>44700</u>
<u>1753</u>	<u>44400</u>	<u>2310</u>	<u>44800</u>
<u>1754</u>	<u>44400</u>	<u>2311</u>	<u>44600</u>
<u>1755</u>	<u>44500</u>	<u>2312</u>	<u>44800</u>
<u>1756</u>	<u>44500</u>	<u>2313</u>	<u>44700</u>
<u>1757</u>	<u>44400</u>	<u>2314</u>	<u>44800</u>
<u>1758</u>	<u>44500</u>	<u>2548</u>	<u>44500</u>
<u>1759</u>	<u>44300</u>		
<u>2303</u>	<u>44700</u>		
<u>2304</u>	<u>44700</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.

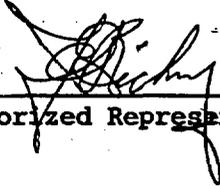
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 24
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1760</u>	<u>44500</u>	<u>2293</u>	<u>44700</u>
<u>1761</u>	<u>44500</u>	<u>2294</u>	<u>44700</u>
<u>1762</u>	<u>44300</u>	<u>2295</u>	<u>44700</u>
<u>1763</u>	<u>44500</u>	<u>2296</u>	<u>44800</u>
<u>1764</u>	<u>44400</u>	<u>2297</u>	<u>44700</u>
<u>1765</u>	<u>44400</u>	<u>2298</u>	<u>44700</u>
<u>1766</u>	<u>44500</u>	<u>2299</u>	<u>44700</u>
<u>1767</u>	<u>44300</u>	<u>2300</u>	<u>44700</u>
<u>1768</u>	<u>44400</u>	<u>2301</u>	<u>44700</u>
<u>1769</u>	<u>44400</u>	<u>2302</u>	<u>44800</u>
<u>1770</u>	<u>44400</u>		
<u>1771</u>	<u>44500</u>		
<u>2291</u>	<u>44700</u>		
<u>2292</u>	<u>44700</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:

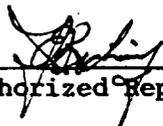
1. Each Car has been inspected and is in good order.
2. Based on my determination that each Car is in compliance with all contract requirements for construction, specifications and quality, each Car is hereby accepted.

Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 48
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1772</u>	<u>44400</u>	<u>1786</u>	<u>44600</u>
<u>1773</u>	<u>44300</u>	<u>1787</u>	<u>44700</u>
<u>1774</u>	<u>44400</u>	<u>1788</u>	<u>44600</u>
<u>1775</u>	<u>44400</u>	<u>1789</u>	<u>44700</u>
<u>1776</u>	<u>44400</u>	<u>1790</u>	<u>44600</u>
<u>1777</u>	<u>44400</u>	<u>1791</u>	<u>44600</u>
<u>1778</u>	<u>44400</u>	<u>1792</u>	<u>44500</u>
<u>1779</u>	<u>44600</u>	<u>1793</u>	<u>44700</u>
<u>1780</u>	<u>44600</u>	<u>1794</u>	<u>44600</u>
<u>1781</u>	<u>44600</u>	<u>1795</u>	<u>44500</u>
<u>1782</u>	<u>44500</u>	<u>2267</u>	<u>44700</u>
<u>1783</u>	<u>44500</u>	<u>2268</u>	<u>44600</u>
<u>1784</u>	<u>44600</u>	<u>2269</u>	<u>44800</u>
<u>1785</u>	<u>44500</u>	<u>2270</u>	<u>44600</u>

Car Numbers	Car Weights	Car Numbers	Car Weights
2271	44700		
2272	44800		
2273	44800		
2274	44700		
2275	44500		
2276	44700		
2277	44600		
2278	44800		
2279	44700		
2280	44800		
2281	44800		
2282	44700		
2283	44700		
2284	44700		
2285	44600		
2286	44700		
2287	44800		
2288	44700		
2289	44800		
2290	44700		

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

BILL OF SALE

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 16TH day of JUNE 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		1796 - 1855 Inclusive
BethGon	120	2208 - 2215 Inclusive
Coalporter Cars		2219 - 2266 Inclusive
		2538 - 2541 Inclusive

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: 26

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1796</u>	<u>44700</u>	<u>2257</u>	<u>44600</u>
<u>1797</u>	<u>44600</u>	<u>2258</u>	<u>44600</u>
<u>1798</u>	<u>44600</u>	<u>2259</u>	<u>44600</u>
<u>1799</u>	<u>44600</u>	<u>2260</u>	<u>44800</u>
<u>1800</u>	<u>44600</u>	<u>2261</u>	<u>44800</u>
<u>1801</u>	<u>44500</u>	<u>2262</u>	<u>44500</u>
<u>1802</u>	<u>44600</u>	<u>2263</u>	<u>44700</u>
<u>1803</u>	<u>44600</u>	<u>2264</u>	<u>44800</u>
<u>1804</u>	<u>44700</u>	<u>2265</u>	<u>44600</u>
<u>1805</u>	<u>44700</u>	<u>2266</u>	<u>44600</u>
<u>1806</u>	<u>44700</u>	<u>2538</u>	<u>44600</u>
<u>1807</u>	<u>44700</u>	<u>2539</u>	<u>44400</u>
<u>2255</u>	<u>44800</u>		
<u>2256</u>	<u>44700</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: 26

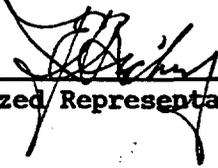
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1808</u>	<u>44600</u>	<u>2245</u>	<u>44900</u>
<u>1809</u>	<u>44700</u>	<u>2246</u>	<u>44900</u>
<u>1810</u>	<u>44700</u>	<u>2247</u>	<u>44800</u>
<u>1811</u>	<u>44800</u>	<u>2248</u>	<u>44900</u>
<u>1812</u>	<u>44700</u>	<u>2249</u>	<u>44800</u>
<u>1813</u>	<u>44600</u>	<u>2250</u>	<u>44900</u>
<u>1814</u>	<u>44800</u>	<u>2251</u>	<u>44700</u>
<u>1815</u>	<u>44600</u>	<u>2252</u>	<u>44900</u>
<u>1816</u>	<u>44700</u>	<u>2253</u>	<u>44600</u>
<u>1817</u>	<u>44600</u>	<u>2254</u>	<u>44800</u>
<u>1818</u>	<u>44600</u>	<u>2540</u>	<u>44400</u>
<u>1819</u>	<u>44600</u>	<u>2541</u>	<u>44500</u>
<u>2243</u>	<u>44800</u>	<u> </u>	<u> </u>
<u>2244</u>	<u>44900</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: 24

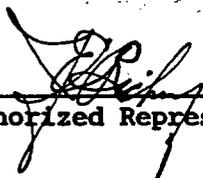
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1820</u>	<u>44500</u>	<u>2233</u>	<u>44900</u>
<u>1821</u>	<u>44500</u>	<u>2234</u>	<u>44800</u>
<u>1822</u>	<u>44600</u>	<u>2235</u>	<u>44900</u>
<u>1823</u>	<u>44600</u>	<u>2236</u>	<u>44900</u>
<u>1824</u>	<u>44600</u>	<u>2237</u>	<u>44900</u>
<u>1825</u>	<u>44600</u>	<u>2238</u>	<u>44800</u>
<u>1826</u>	<u>44500</u>	<u>2239</u>	<u>44800</u>
<u>1827</u>	<u>44600</u>	<u>2240</u>	<u>44800</u>
<u>1828</u>	<u>44600</u>	<u>2241</u>	<u>44900</u>
<u>1829</u>	<u>44600</u>	<u>2242</u>	<u>44800</u>
<u>1830</u>	<u>44700</u>		
<u>1831</u>	<u>44600</u>		
<u>2231</u>	<u>44900</u>		
<u>2232</u>	<u>44800</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: 24

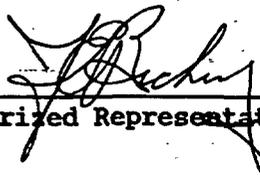
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1832</u>	<u>44600</u>	<u>2221</u>	<u>44800</u>
<u>1833</u>	<u>44600</u>	<u>2222</u>	<u>44900</u>
<u>1834</u>	<u>44600</u>	<u>2223</u>	<u>44800</u>
<u>1835</u>	<u>44700</u>	<u>2224</u>	<u>44800</u>
<u>1836</u>	<u>44800</u>	<u>2225</u>	<u>44800</u>
<u>1837</u>	<u>44700</u>	<u>2226</u>	<u>44900</u>
<u>1838</u>	<u>44700</u>	<u>2227</u>	<u>44900</u>
<u>1839</u>	<u>44600</u>	<u>2228</u>	<u>44900</u>
<u>1840</u>	<u>44700</u>	<u>2229</u>	<u>44900</u>
<u>1841</u>	<u>44600</u>	<u>2230</u>	<u>44900</u>
<u>1842</u>	<u>44500</u>	_____	_____
<u>1843</u>	<u>44500</u>	_____	_____
<u>2219</u>	<u>44900</u>	_____	_____
<u>2220</u>	<u>44800</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.

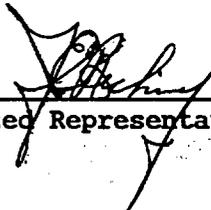
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 20
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1844</u>	<u>44700</u>	<u>2213</u>	<u>44900</u>
<u>1845</u>	<u>44700</u>	<u>2214</u>	<u>44800</u>
<u>1846</u>	<u>44700</u>	<u>2215</u>	<u>44900</u>
<u>1847</u>	<u>44600</u>	<u>2216</u>	<u>44900</u>
<u>1848</u>	<u>44800</u>	<u>2217</u>	<u>44900</u>
<u>1849</u>	<u>44600</u>	<u>2218</u>	<u>44800</u>
<u>1850</u>	<u>44600</u>		
<u>1851</u>	<u>44700</u>		
<u>1852</u>	<u>44800</u>		
<u>1853</u>	<u>44900</u>		
<u>1854</u>	<u>44600</u>		
<u>1855</u>	<u>44800</u>		
<u>2208</u>	<u>44900</u>		
<u>2209</u>	<u>44900</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

BILL OF SALE

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 23RD day of JUNE 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		1856 - 1915 Inclusive
BethGon	120	2148 Inclusive
Coalporter Cars		2152 - 2156 Inclusive
		2158 - 2160 Inclusive
		2162 - 2207 Inclusive
		2210 - 2212 Inclusive
		2536 Inclusive
		2549 Inclusive

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: 30

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1856</u>	<u>44600</u>	<u>2197</u>	<u>44900</u>
<u>1857</u>	<u>44700</u>	<u>2198</u>	<u>44900</u>
<u>1858</u>	<u>44700</u>	<u>2199</u>	<u>44900</u>
<u>1859</u>	<u>44900</u>	<u>2200</u>	<u>44800</u>
<u>1860</u>	<u>44700</u>	<u>2201</u>	<u>44900</u>
<u>1861</u>	<u>44600</u>	<u>2202</u>	<u>44900</u>
<u>1862</u>	<u>44700</u>	<u>2203</u>	<u>44800</u>
<u>1863</u>	<u>44800</u>	<u>2204</u>	<u>44900</u>
<u>1864</u>	<u>44900</u>	<u>2205</u>	<u>44800</u>
<u>1865</u>	<u>44800</u>	<u>2206</u>	<u>44800</u>
<u>1866</u>	<u>44800</u>	<u>2207</u>	<u>44900</u>
<u>1867</u>	<u>44700</u>	<u>2210</u>	<u>44800</u>
<u>2195</u>	<u>44800</u>	<u>2211</u>	<u>44800</u>
<u>2196</u>	<u>44900</u>	<u>2212</u>	<u>44900</u>

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.

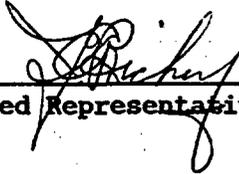
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 22
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1868</u>	<u>44700</u>	<u>2181</u>	<u>44800</u>
<u>1869</u>	<u>44600</u>	<u>2188</u>	<u>44800</u>
<u>1870</u>	<u>44700</u>	<u>2189</u>	<u>44800</u>
<u>1871</u>	<u>44700</u>	<u>2190</u>	<u>44900</u>
<u>1872</u>	<u>44600</u>	<u>2191</u>	<u>44900</u>
<u>1873</u>	<u>44600</u>	<u>2192</u>	<u>44900</u>
<u>1874</u>	<u>44700</u>	<u>2193</u>	<u>44900</u>
<u>1875</u>	<u>44800</u>	<u>2194</u>	<u>44800</u>
<u>1876</u>	<u>44700</u>	_____	_____
<u>1877</u>	<u>44800</u>	_____	_____
<u>1878</u>	<u>44600</u>	_____	_____
<u>1879</u>	<u>44500</u>	_____	_____
<u>2179</u>	<u>44900</u>	_____	_____
<u>2180</u>	<u>44900</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: 24

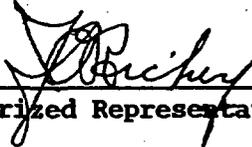
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1880</u>	<u>44600</u>	<u>2174</u>	<u>44900</u>
<u>1881</u>	<u>44600</u>	<u>2176</u>	<u>44900</u>
<u>1882</u>	<u>44700</u>	<u>2177</u>	<u>44900</u>
<u>1883</u>	<u>44700</u>	<u>2178</u>	<u>44900</u>
<u>1884</u>	<u>44700</u>	<u>2182</u>	<u>44800</u>
<u>1885</u>	<u>44700</u>	<u>2183</u>	<u>44900</u>
<u>1886</u>	<u>44700</u>	<u>2184</u>	<u>44900</u>
<u>1887</u>	<u>44700</u>	<u>2185</u>	<u>44900</u>
<u>1888</u>	<u>44600</u>	<u>2186</u>	<u>44900</u>
<u>1889</u>	<u>44700</u>	<u>2187</u>	<u>44900</u>
<u>1890</u>	<u>44700</u>	<u> </u>	<u> </u>
<u>1891</u>	<u>44700</u>	<u> </u>	<u> </u>
<u>2169</u>	<u>44800</u>	<u> </u>	<u> </u>
<u>2173</u>	<u>44900</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: 25

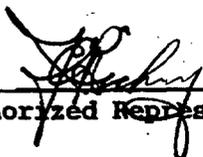
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1892</u>	<u>44600</u>	<u>2162</u>	<u>44900</u>
<u>1893</u>	<u>44700</u>	<u>2163</u>	<u>44800</u>
<u>1894</u>	<u>44600</u>	<u>2164</u>	<u>44800</u>
<u>1895</u>	<u>44600</u>	<u>2165</u>	<u>44900</u>
<u>1896</u>	<u>44500</u>	<u>2166</u>	<u>44900</u>
<u>1897</u>	<u>44700</u>	<u>2167</u>	<u>44700</u>
<u>1898</u>	<u>44600</u>	<u>2168</u>	<u>44800</u>
<u>1899</u>	<u>44600</u>	<u>2170</u>	<u>44800</u>
<u>1900</u>	<u>44700</u>	<u>2171</u>	<u>44800</u>
<u>1901</u>	<u>44600</u>	<u>2172</u>	<u>44900</u>
<u>1902</u>	<u>44800</u>	<u>2175</u>	<u>44900</u>
<u>1903</u>	<u>44700</u>		
<u>2158</u>	<u>44800</u>		
<u>2159</u>	<u>44800</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.

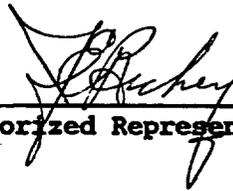
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 19
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1904</u>	<u>44800</u>	<u>2153</u>	<u>44800</u>
<u>1905</u>	<u>44800</u>	<u>2154</u>	<u>44900</u>
<u>1906</u>	<u>44900</u>	<u>2155</u>	<u>44900</u>
<u>1907</u>	<u>44800</u>	<u>2156</u>	<u>44800</u>
<u>1908</u>	<u>44800</u>	<u>2160</u>	<u>44700</u>
<u>1909</u>	<u>44500</u>	_____	_____
<u>1910</u>	<u>44800</u>	_____	_____
<u>1911</u>	<u>44700</u>	_____	_____
<u>1912</u>	<u>44800</u>	_____	_____
<u>1913</u>	<u>44800</u>	_____	_____
<u>1914</u>	<u>44700</u>	_____	_____
<u>1915</u>	<u>44600</u>	_____	_____
<u>2148</u>	<u>44800</u>	_____	_____
<u>2152</u>	<u>44800</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 requirements 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

BILL OF SALE

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 30TH day of JUNE 1993 .

JOHNSTOWN AMERICA CORPORATION

By 
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		1916 - 1975 Inclusive
BethGon	120	2088 Inclusive
Coalporter Cars		2090 Inclusive
		2094 - 2100 Inclusive
		2102 - 2109 Inclusive
		2111 - 2147 Inclusive
		2149 - 2151 Inclusive
		2157 Inclusive
		2161 Inclusive
		2546 Inclusive

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: 31

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1916</u>	<u>44700</u>	<u>2131</u>	<u>44800</u>
<u>1917</u>	<u>44600</u>	<u>2132</u>	<u>44700</u>
<u>1918</u>	<u>44700</u>	<u>2133</u>	<u>44700</u>
<u>1919</u>	<u>44700</u>	<u>2140</u>	<u>44800</u>
<u>1920</u>	<u>44700</u>	<u>2141</u>	<u>44800</u>
<u>1921</u>	<u>44600</u>	<u>2142</u>	<u>44800</u>
<u>1922</u>	<u>44700</u>	<u>2143</u>	<u>44900</u>
<u>1923</u>	<u>44700</u>	<u>2144</u>	<u>44800</u>
<u>1924</u>	<u>44700</u>	<u>2145</u>	<u>44900</u>
<u>1925</u>	<u>44700</u>	<u>2146</u>	<u>44800</u>
<u>1926</u>	<u>44600</u>	<u>2147</u>	<u>44900</u>
<u>1927</u>	<u>44600</u>	<u>2149</u>	<u>44800</u>
<u>2128</u>	<u>44800</u>	<u>2150</u>	<u>44800</u>
<u>2130</u>	<u>44800</u>	<u>2151</u>	<u>44900</u>

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.

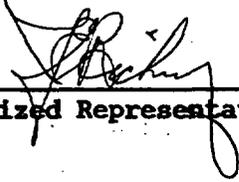
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 24
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1928</u>	<u>44700</u>	<u>2125</u>	<u>44800</u>
<u>1929</u>	<u>44600</u>	<u>2126</u>	<u>44900</u>
<u>1930</u>	<u>44700</u>	<u>2127</u>	<u>44800</u>
<u>1931</u>	<u>44600</u>	<u>2129</u>	<u>44800</u>
<u>1932</u>	<u>44600</u>	<u>2134</u>	<u>44900</u>
<u>1933</u>	<u>44500</u>	<u>2135</u>	<u>44900</u>
<u>1934</u>	<u>44700</u>	<u>2136</u>	<u>44800</u>
<u>1935</u>	<u>44600</u>	<u>2137</u>	<u>44800</u>
<u>1936</u>	<u>44600</u>	<u>2138</u>	<u>44800</u>
<u>1937</u>	<u>44500</u>	<u>2139</u>	<u>44800</u>
<u>1938</u>	<u>44700</u>		
<u>1939</u>	<u>44500</u>		
<u>2121</u>	<u>44700</u>		
<u>2124</u>	<u>44800</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.

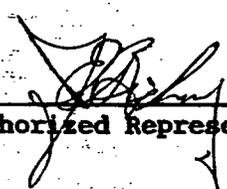
Type of Equipment: Aluminum Bethgon Coalporter Cars
 Place of Acceptance: Johnstown, Pennsylvania
 Number of Cars: 22
 Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1940</u>	<u>44700</u>	<u>2115</u>	<u>44900</u>
<u>1941</u>	<u>44600</u>	<u>2116</u>	<u>44700</u>
<u>1942</u>	<u>44600</u>	<u>2117</u>	<u>44700</u>
<u>1943</u>	<u>44700</u>	<u>2118</u>	<u>44800</u>
<u>1944</u>	<u>44600</u>	<u>2119</u>	<u>44800</u>
<u>1945</u>	<u>44600</u>	<u>2120</u>	<u>44900</u>
<u>1946</u>	<u>44600</u>	<u>2122</u>	<u>44800</u>
<u>1947</u>	<u>44500</u>	<u>2123</u>	<u>44800</u>
<u>1948</u>	<u>44600</u>	_____	_____
<u>1949</u>	<u>44700</u>	_____	_____
<u>2106</u>	<u>44800</u>	_____	_____
<u>2112</u>	<u>44800</u>	_____	_____
<u>2113</u>	<u>44900</u>	_____	_____
<u>2114</u>	<u>44900</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: 23
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1950</u>	<u>44600</u>	<u>2096</u>	<u>44800</u>
<u>1951</u>	<u>44700</u>	<u>2102</u>	<u>44900</u>
<u>1952</u>	<u>44700</u>	<u>2103</u>	<u>44900</u>
<u>1953</u>	<u>44700</u>	<u>2104</u>	<u>44800</u>
<u>1954</u>	<u>44800</u>	<u>2105</u>	<u>44800</u>
<u>1955</u>	<u>44600</u>	<u>2107</u>	<u>44900</u>
<u>1956</u>	<u>44700</u>	<u>2108</u>	<u>44800</u>
<u>1957</u>	<u>44700</u>	<u>2109</u>	<u>44900</u>
<u>1958</u>	<u>44700</u>	<u>2111</u>	<u>44900</u>
<u>1959</u>	<u>44600</u>		
<u>1960</u>	<u>44800</u>		
<u>1961</u>	<u>44800</u>		
<u>2094</u>	<u>44900</u>		
<u>2095</u>	<u>44900</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 requirements 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.

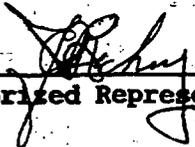
Type of Equipment: Aluminum Bethgon Coalporter Cars
Place of Acceptance: Johnstown, Pennsylvania
Number of Cars: 20
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1962</u>	<u>44700</u>	<u>2088</u>	<u>44800</u>
<u>1963</u>	<u>44700</u>	<u>2090</u>	<u>44600</u>
<u>1964</u>	<u>44600</u>	<u>2097</u>	<u>44800</u>
<u>1965</u>	<u>44700</u>	<u>2098</u>	<u>44600</u>
<u>1966</u>	<u>44700</u>	<u>2099</u>	<u>44700</u>
<u>1967</u>	<u>44900</u>	<u>2100</u>	<u>44800</u>
<u>1968</u>	<u>44700</u>		
<u>1969</u>	<u>44800</u>		
<u>1970</u>	<u>44900</u>		
<u>1971</u>	<u>44800</u>		
<u>1972</u>	<u>44700</u>		
<u>1973</u>	<u>44700</u>		
<u>1974</u>	<u>44800</u>		
<u>1975</u>	<u>44700</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

BILL OF SALE

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 9TH day of July 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		1976 - 1992 Inclusive
BethGon	120	1994 - 2087 Inclusive
Coalporter Cars		2089 Inclusive
		2091 - 2093 Inclusive
		2101 Inclusive
		2110 Inclusive
		2550 - 2552 Inclusive

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

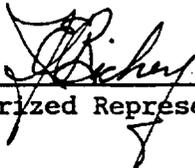
Number of Cars: 41

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>2010</u>	<u>44700</u>	<u>2024</u>	<u>44700</u>
<u>2011</u>	<u>44600</u>	<u>2025</u>	<u>44500</u>
<u>2012</u>	<u>44600</u>	<u>2026</u>	<u>44500</u>
<u>2013</u>	<u>44500</u>	<u>2027</u>	<u>44500</u>
<u>2014</u>	<u>44500</u>	<u>2028</u>	<u>44600</u>
<u>2015</u>	<u>44700</u>	<u>2029</u>	<u>44700</u>
<u>2016</u>	<u>44700</u>	<u>2030</u>	<u>44600</u>
<u>2017</u>	<u>44600</u>	<u>2031</u>	<u>44500</u>
<u>2018</u>	<u>44600</u>	<u>2032</u>	<u>44600</u>
<u>2019</u>	<u>44600</u>	<u>2033</u>	<u>44600</u>
<u>2020</u>	<u>44600</u>	<u>2034</u>	<u>44600</u>
<u>2021</u>	<u>44600</u>	<u>2035</u>	<u>44600</u>
<u>2022</u>	<u>44800</u>	<u>2036</u>	<u>44600</u>
<u>2023</u>	<u>44500</u>	<u>2037</u>	<u>44800</u>

Car Numbers	Car Weights	Car Numbers	Car Weights
2038	44700		
2039	44700		
2040	44700		
2041	44500		
2042	44600		
2043	44700		
2044	44700		
2045	44700		
2046	44600		
2047	44600		
2048	44700		
2049	44600		
2063	44800		

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: 28

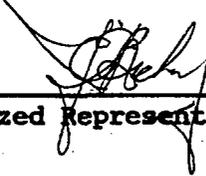
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1998</u>	<u>44700</u>	<u>2052</u>	<u>44800</u>
<u>1999</u>	<u>44800</u>	<u>2053</u>	<u>44800</u>
<u>2000</u>	<u>44600</u>	<u>2054</u>	<u>44900</u>
<u>2001</u>	<u>44700</u>	<u>2055</u>	<u>44900</u>
<u>2002</u>	<u>44600</u>	<u>2056</u>	<u>44800</u>
<u>2003</u>	<u>44600</u>	<u>2057</u>	<u>44900</u>
<u>2004</u>	<u>44700</u>	<u>2060</u>	<u>44800</u>
<u>2005</u>	<u>44600</u>	<u>2061</u>	<u>44900</u>
<u>2006</u>	<u>44700</u>	<u>2065</u>	<u>44900</u>
<u>2007</u>	<u>44700</u>	<u>2066</u>	<u>44800</u>
<u>2008</u>	<u>44600</u>	<u>2067</u>	<u>44800</u>
<u>2009</u>	<u>44400</u>	<u>2550</u>	<u>44600</u>
<u>2050</u>	<u>44800</u>	<u>2551</u>	<u>44700</u>
<u>2051</u>	<u>44800</u>	<u>2552</u>	<u>44700</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 requirements 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: 23

Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1985</u>	<u>44700</u>	<u>2062</u>	<u>44900</u>
<u>1986</u>	<u>44600</u>	<u>2064</u>	<u>44900</u>
<u>1987</u>	<u>44700</u>	<u>2070</u>	<u>44900</u>
<u>1988</u>	<u>44700</u>	<u>2071</u>	<u>44800</u>
<u>1989</u>	<u>44700</u>	<u>2072</u>	<u>44900</u>
<u>1990</u>	<u>44800</u>	<u>2074</u>	<u>44800</u>
<u>1991</u>	<u>44600</u>	<u>2077</u>	<u>44900</u>
<u>1992</u>	<u>44600</u>	<u>2078</u>	<u>44900</u>
<u>1994</u>	<u>44800</u>	<u>2079</u>	<u>44900</u>
<u>1995</u>	<u>44500</u>	_____	_____
<u>1996</u>	<u>44700</u>	_____	_____
<u>1997</u>	<u>44600</u>	_____	_____
<u>2058</u>	<u>44900</u>	_____	_____
<u>2059</u>	<u>44700</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 requirements 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: 28

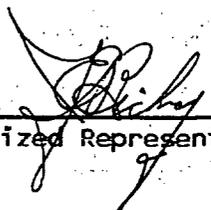
Reporting Marks: CWEX

Car Numbers	Car Weights	Car Numbers	Car Weights
<u>1976</u>	<u>44700</u>	<u>2080</u>	<u>44900</u>
<u>1977</u>	<u>44800</u>	<u>2081</u>	<u>44700</u>
<u>1978</u>	<u>44800</u>	<u>2082</u>	<u>44700</u>
<u>1979</u>	<u>44700</u>	<u>2083</u>	<u>44800</u>
<u>1980</u>	<u>44700</u>	<u>2084</u>	<u>44900</u>
<u>1981</u>	<u>44600</u>	<u>2085</u>	<u>44700</u>
<u>1982</u>	<u>44800</u>	<u>2086</u>	<u>44700</u>
<u>1983</u>	<u>44800</u>	<u>2087</u>	<u>44700</u>
<u>1984</u>	<u>44700</u>	<u>2088</u>	<u>44800</u>
<u>2068</u>	<u>44900</u>	<u>2091</u>	<u>44700</u>
<u>2069</u>	<u>44800</u>	<u>2092</u>	<u>44900</u>
<u>2073</u>	<u>44800</u>	<u>2093</u>	<u>44800</u>
<u>2075</u>	<u>44800</u>	<u>2101</u>	<u>44800</u>
<u>2076</u>	<u>44900</u>	<u>2110</u>	<u>44800</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