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May 22, 1990

RECORDATION NO. 16757 FILED 1425 C

Secretary
Interstate Commerce Commission JUN 15 1990 1:35 PM
Washington, D.C.

INTERSTATE COMMERCE COMMISSION 0-166A027

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counterparts of a Bill of Sale dated as of 5/18/90. A Memorandum of Assignment of Lease regarding the cars covered by this Bill of Sale was recorded on February 12, 1990 at No. 16757-A.

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

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	125 ton articulated double stack container cars-Maxi-Stack III	2	SP 513503-513504 inclusive.

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

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

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

A fee of \$ 15.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.

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

Bill of Sale from Gunderson, Inc., to Westinghouse Credit Corporation dated May 18, 1990 covering two (2) railroad cars, numbered SP 513503-513504, inclusive.

Laurie E. McQueen

Countryman

JUN 15 1990 1:26 PM '90

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

MCCANN GARLAND RIDALL & BURKE

By


Michael A. Woodring

Enclosure

07LT36/54

BILL OF SALE

RECORDATION NO. 16752 C
FILED 1990
JUN 15 1990 - 1:35 PM
INTERSTATE COMMERCE COMMISSION

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

1. Does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER AND SET OVER to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to each of the following Items of Equipment as more particularly described in the invoice issued by the Seller to the Purchaser pursuant to the Purchase Order and Assignment of Purchase Order both dated December 12, 1989 TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns, forever:

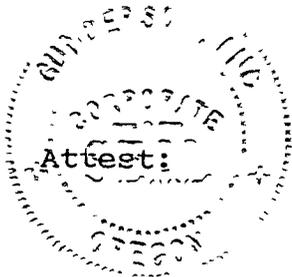
Two (2) Five Unit Maxi Stack III Container Cars,
lettered and numbered:

SP 513503 & SP 523504 ²⁽¹⁾

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

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

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed by its duly authorized officer as of May 18, 1990.



Gunderson Inc.

Howard P. White
Assistant Secretary

Stephen L. Bello
Vice President and
Operating Officer



Gunderson Inc
4350 Northwest Front Avenue
Portland Oregon 97210
503 228 9281

May 17, 1990

To Whom It May Concern:

The attached counterparts, Bill of Sale pertaining to two (2) Maxi III cars lettered and numbered SP 513503 and SP 513504 are true and correct original copies.

SUBSCRIBED AND SWORN TO BEFORE ME
THIS 13th DAY OF *May*, 19*90*
Louis M. Emery
Notary Public for Oregon

MY COMMISSION EXPIRES MAY 16TH, 1991