

Taylor, Morell & Gitomer

August 11, 1993

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3-223A017

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16018-F
2:20

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated August 24, 1989. The primary document to which this document is connected is recorded under Recordation No. 16018. We request that this document be recorded under Recordation No. 16018-F.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

Greenbrier Railcar, Inc.
Suite 200
One Centerpoint Drive
Lake Oswego, OR 97035

Purchaser:

Westinghouse Credit Corporation
1 Oxford Centre
9th Floor
Pittsburgh, PA 15219

A description of the equipment covered by the document consists of: 100 100-ton Woodchip Gondola Cars numbered GPSX 4300-4340, and 4351-4409, all inclusive.

A fee of \$16.00 is enclosed. Please return the original to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

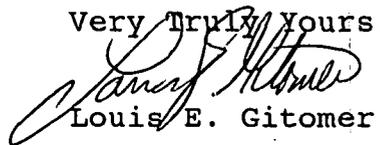
AUG 11 2 24 PM '93
MOTOR OPERATING UNIT

at - James Holden

Honorable Sidney L. Strickland, Jr.
August 11, 1993
Page 2

A short summary of the document to appear in the index follows: a Bill of Sale, dated August 24, 1989, between Greenbrier Railcar, Inc., Suite 200, One Centerpoint Drive, Lake Oswego, OR 97035, and Westinghouse Credit Corporation, 1 Oxford Centre, 9th Floor, Pittsburgh, PA 15219, covering 100 100-ton Woodchip Gondola Cars numbered GPSX 4300-4340, and 4351-4409, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Interstate Commerce Commission
Washington, D.C. 20423

8/11/93

OFFICE OF THE SECRETARY

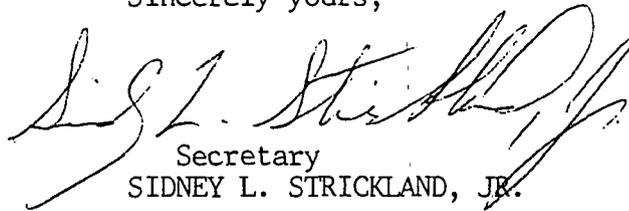
Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, NW.
Washington, DC. 20006

Sir:

Dear

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 8/11/93 at 2:20PM, and assigned
recordation number(s). 16018-F, 16018-G, 16018-H, 16201-D, 16201-E,
16493-C, 16498-C. 16645-D.

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

212

16018-F
2:20

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Greenbrier Railcar, Inc. ("Seller"), for valuable consideration received from Westinghouse Credit Corporation ("Purchaser"), the receipt and sufficiency of which is hereby acknowledged, has bargained, sold, transferred, assigned; set over and conveyed, and by these presents does bargain, sell, transfer, assign, set over and convey unto the Purchaser, its successors and assigns forever, free and clear of all liens, claims, and encumbrances of any nature whatsoever, except that certain lease between Greenbrier Railcar, Inc. and Georgia-Pacific Corporation to be assigned to Purchaser, all of the personal property (the "Equipment") listed in Exhibit C.1 hereto.

TO HAVE AND TO HOLD the Equipment unto the Purchaser, its successors and assigns, to its and their own use and behalf forever.

Seller hereby affirms, represents, and warrants that it has full right, title, and interest in and to the Equipment free of all liens, claims, and encumbrances of any kind or nature whatsoever.

Seller, for itself and its successors and assigns, further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers, and assurances, reasonably requested by Purchaser for the better assuring, conveying and confirming unto Purchaser and its successors and assigns, and all singular, the Equipment hereby bargained, sold, assigned, transferred, set over and conveyed, as Purchaser and its successors and assigns shall request.

This Bill of Sale and the terms of that certain Purchase Agreement between Seller and Purchaser dated August 15, 1989 and the representations, warranties, and covenants herein contained shall inure to the benefit of Purchaser and its successors and assigns, shall be binding upon Seller and its successors, assigns, and transferees, shall survive the execution and delivery hereof.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of Aug 24, 1989.

SELLER:
GREENBRIER RAILCAR, INC.

BY: Thomas M. Webb

TITLE: Vice President

EXHIBIT C.1

Description of Equipment

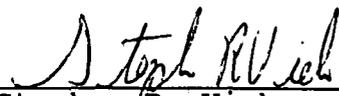
One hundred (100) 100-ton, used, solid-bottom, composite, woodchip gondola cars (GTS) with capacity of 7,466 cubic feet. Built in 1965 by Pullman Standard and Gunderson, Inc., these cars have been fully rehabilitated and upgraded to AAR Rebuilt Status (i.e., "0" age) specifications in 1989.

Car Marks and Numbers: GPSX 4300 through GPSX 4340,
 inclusive, and GPSX 4351 through
 GPSX 4409, inclusive

N72491.1

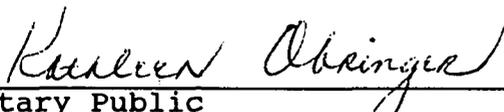
CERTIFICATION

I, Stephen R. Viehe, Vice President of Westinghouse Electric Corporation, hereby certify that the attached copy of the Bill of Sale for railcars numbered GPSX 4300 through 4340, inclusive, and GPSX 4351 through 4409, inclusive, is a true, correct and complete copy of the original dated August 24, 1989.

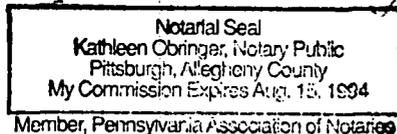


Stephen R. Viehe

SWORN AND SUBSCRIBED TO BEFORE
ME, THIS 29th DAY OF July,
1993.



Notary Public



CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated August 24, 1989, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
August 11, 1993