

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

August 11, 1993

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

Direct Dial: (202)466-6532

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

16498C
AUG 11 1993 7:00 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and three certified copies 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 as of August 25, 1989, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 16493 and 16498. We request that this document be recorded under Recordation Nos. 16493-C and 16498-C.

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

Seller:

Gunderson Inc.
4350 Northwest Front Avenue
Portland, OR 97210

Purchaser:

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

A description of the equipment covered by the document consists of: five Maxi-Stack II 1/2 125-ton Double Stack container cars numbered SFLC 254200-254204, inclusive.

A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

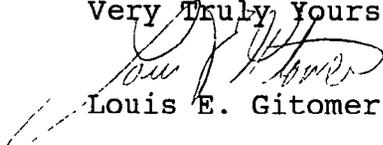
Counterparts - Gunderson

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

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

A short summary of the document to appear in the index follows: a Bill of Sale, dated as of August 25, 1989, between Gunderson, Inc., 4350 Northwest Front Avenue, Portland, OR 97210, and Westinghouse Credit Corporation, 1 Oxford Centre, 9th Floor, Pittsburgh, PA 15219, covering: five Maxi-Stack II 1/2 125-ton Double Stack container cars numbered SFLC 254200-254204, inclusive.

Very Truly Yours,



Louis E. Gitomer

11.00 2000 424 0201 GUNDERSON INC. 16498-C AUG 11 1989 2:00 PM WESTINGHOUSE CREDIT CORPORATION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS THAT: Gunderson Inc. (the 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 Agreement 178707 dated June 7, 1989 and Lease Agreement dated July 25, 1989 between Westinghouse Credit Corporation and The Atchison, Topeka and Santa Fe Railway Company TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns, forever:

Five (5) Maxi Stack - Five Unit Container Cars
lettered and numbered:

SFLC 254200 thru SFLC 254204 inclusive.

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 August 25, 1989.

Attest:

Gunderson Inc.

Howard O. Wright
Assistant Secretary

Steph L. Ball
Vice President

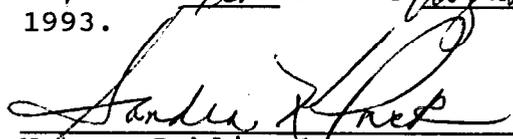
CERTIFICATION

I, Stephen R. Viehe, Vice President of Westinghouse Electric Corporation, hereby certify that the attached copy of the Bill of Sale for railcars numbered SFLC 254200 through SFLC 254204, inclusive, is a true, correct and complete copy of the original.



Stephen R. Viehe

SWORN AND SUBSCRIBED TO BEFORE
ME, THIS 7th DAY OF August,
1993.



Notary Public

Notarial Seal
Sandra K. Pack, Notary Public
Pittsburgh, Allegheny County
My Commission Expires July 26, 1993

Member, Pennsylvania Association of Notaries

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated August 25, 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