

# Taylor, Morell & Gitomer

August 11, 1993

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

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

Direct Dial: (202) 466-6532

3-223A017

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

16645-D  
AUG 11 1993 2:14 PM  
INTERSTATE COMMERCE COMMISSION

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 July 26, 1990. The primary document to which this document is connected is recorded under Recordation No. 16645. We request that this document be recorded under Recordation No. 16645-~~7~~ *D.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

AUG 11 2 14 PM '93  
MOTOR OPERATING UNIT

A description of the equipment covered by the document consists of: 12 Maxi-Stack III five-unit articulated double-stack rail cars numbered CHTT 2004-2015, all inclusive.

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

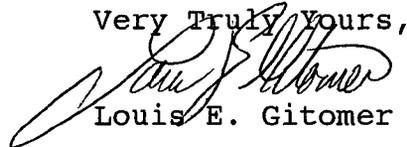
Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

*Counterparts - Greenbrier Railcar*

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 July 26, 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 12 Maxi-Stack III five-unit articulated double-stack rail cars numbered CHTT 2004-2015, all inclusive.

Very Truly Yours,



Louis E. Gitomer

16645-D

AUG 11 1993 4:00 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Greenbrier Leasing Corporation ("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 Leasing Corporation and Union Pacific Railroad Company 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 as of July 26, 1990 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 July 26, 1990.

SELLER:  
GREENBRIER LEASING CORPORATION

BY: Norris M. Webb

TITLE: Vice President

EXHIBIT C.1

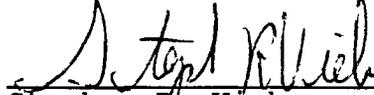
Description of Equipment

Twelve (12) Maxi-Stack III five-unit articulated double-stack railcars with 48-foot wells and 125-ton trucks with a capacity for all wells of 117,000 pounds, marked and numbered CHTT 2004 through CHTT 2015, inclusive.

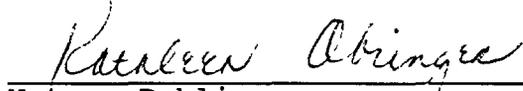
N070503.1

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 CHTT 2004 through 2015, inclusive, is a true, correct and complete copy of the original.

  
\_\_\_\_\_  
Stephen R. Viehe

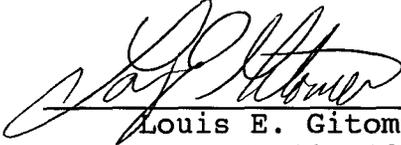
SWORN AND SUBSCRIBED TO BEFORE  
ME, THIS 29<sup>th</sup> DAY OF July,  
1993.

  
\_\_\_\_\_  
Notary Public

Notary Seal:  
Kathleen Obinger, Notary Public  
Pittsburgh, Allegheny County,  
My Commission Expires 03/31/2004  
Member, Pennsylvania Notary Association

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated July 26, 1990, 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