

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

3-223A017

Direct Dial: (202)466-6532

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

16201-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 December 21, 1989. The primary document to which this document is connected is recorded under Recordation No. 16201. We request that this document be recorded under Recordation No. 16201-D.

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

Seller:

Upper Merion and Plymouth Leasing Co.
875 N. Michigan Avenue
John Hancock Center
Suite 1400
Chicago, IL 60611

Purchaser:

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

A description of the equipment covered by the document consists of: 100 4,000 cubic foot 100-ton open top hopper cars numbered UMPX 1002-1005, 1007-1017, 1019, 1021, 1022, 1024-1026, 1028-1045, 1048, 1049, 1051-1054, 1056-1060, 1062-1064, 1066-1075, 1077, 1079-1082, 1084-1087, 1089, 1090, 1092, 1093, 1096-1102, and 1104-1120, all inclusive.

Courtesy - James Helzer

AUG 11 2 14 PM '93
MOTOR OPERATING UNIT

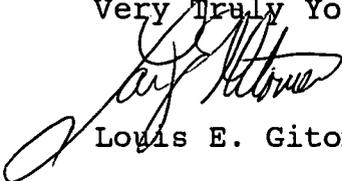
Honorable Sidney L. Strickland, Jr.
August 11, 1993
Page 2

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

A short summary of the document to appear in the index follows: a Bill of Sale, dated December 21, 1989, between Upper Merion and Plymouth Leasing Co., 875 N. Michigan Avenue, John Hancock Center, Suite 1400, Chicago, IL 60611, and Westinghouse Credit Corporation, 1 Oxford Centre, 9th Floor, Pittsburgh, PA 15219, covering 100 4,000 cubic feet 100-ton open top hopper cars numbered UMPX 1002-1005, 1007-1017, 1019, 1021, 1022, 1024-1026, 1028-1045, 1048, 1049, 1051-1054, 1056-1060, 1062-1064, 1066-1075, 1077, 1079-1082, 1084-1087, 1089, 1090, 1092, 1093, 1096-1102, and 1104-1120, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

116201-D

AUG 11 1993 4:22 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Upper Merion and Plymouth Leasing Co. a Delaware corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by Westinghouse Credit Corporation (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the personal property (herein "Equipment") more specifically described on Schedule I attached hereto:

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING BUT NOT LIMITED TO, ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever except as set forth in Schedule II attached hereto. Other than as such might arise from the interests set forth in Schedule II, Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies, up to the amount of the Consideration received by Seller arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 14th day of December, 1989.

UPPER MERION AND PLYMOUTH LEASING CO.

By: [Signature]

TITLE: Vice President

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 14th day of December, 1989.

21st DEK
[Signature]

WESTINGHOUSE CREDIT CORPORATION

By: [Signature]

TITLE: VICE PRESIDENT

SCHEDULE II

Lease agreement dated April 19, 1988 between Upper Merion and Plymouth Leasing Co. ("UMPL") and Denver & Rio Grande Western Railroad, relating to 48 gondolas. Northbrook Corporation ("Northbrook") assigned its right, title and interest in such lease to UMPL pursuant to an Assignment agreement dated January 31, 1989.

Railcar lease agreement dated June 12, 1989 between UMPL and Southern Pacific Transportation Co. relating to 50 gondolas.

Railcar lease agreement dated October 27, 1989 between UMPL and CSX Transportation, Inc. relating to 100 open top hoppercars.

Lease agreement dated September 30, 1987 between UMPL and Soo Line Railroad Company, relating to 19 open top hoppercars. Chrysler Rail Transportation Corporation assigned its right, title and interest in such agreement to UMPL pursuant to an Assignment agreement dated February 3, 1989.

Railcar lease agreement dated November 6, 1989 between UMPL and The Dow Chemical Company relating to 61 open top hoppercars.

Railcar lease agreement dated October 16, 1985, as amended, between Northbrook and Arch of Illinois, Inc. relating to 95 of the 109 open top hoppercars related thereto. Northbrook assigned its right, title and interest in such lease relating to said 95 open top hoppercars to UMPL pursuant to an Assignment agreement dated April 7, 1989.

Railcar lease agreement dated March 18, 1987 between Northbrook and Westmoreland Coal Sales Company relating to 18 of the 154 open top hoppercars. Northbrook assigned its right, title and interest in such lease relating to said 18 open top hoppercars to UMPL pursuant to an Assignment agreement dated April 7, 1989.

EXHIBIT A

CSX cars

CARI	CARNUM								
DRGW	006000	DRGW	006046	UMP	005287	UMPX	001015	UMPX	001071
DRGW	006001	DRGW	006047	UMP	005288	UMPX	001016	UMPX	001072
DRGW	006002	DRGW	006049	UMP	005290	UMPX	001019	UMPX	001073
DRGW	006003	SOO	062780	UMP	005291	UMPX	001021	UMPX	001074
DRGW	006004	SOO	062781	UMP	005292	UMPX	001022	UMPX	001075
DRGW	006005	SOO	062782	UMP	005293	UMPX	001024	UMPX	001077
DRGW	006006	SOO	062783	UMP	005294	UMPX	001025	UMPX	001079
DRGW	006007	SOO	062784	UMP	005296	UMPX	001026	UMPX	001080
DRGW	006008	SOO	062785	UMP	005297	UMPX	001028	UMPX	001081
DRGW	006009	SOO	062786	UMP	005299	UMPX	001029	UMPX	001082
DRGW	006010	SOO	062787	UMP	005300	UMPX	001030	UMPX	001084
DRGW	006011	SOO	062788	UMP	005302	UMPX	001031	UMPX	001085
DRGW	006012	SOO	062789	UMP	005303	UMPX	001032	UMPX	001086
DRGW	006013	SOO	062790	UMP	005304	UMPX	001033	UMPX	001087
DRGW	006014	SOO	062791	UMP	005305	UMPX	001034	UMPX	001089
DRGW	006015	SOO	062792	UMP	005306	UMPX	001035	UMPX	001090
DRGW	006016	SOO	062793	UMP	005307	UMPX	001036	UMPX	001092
DRGW	006017	SOO	062794	UMP	005308	UMPX	001037	UMPX	001096
DRGW	006018	SOO	062795	UMP	005310	UMPX	001038	UMPX	001097
DRGW	006019	SOO	062796	UMP	005311	UMPX	001039	UMPX	001098
DRGW	006020	SOO	062797	UMP	005312	UMPX	001040	UMPX	001099
DRGW	006021	SOO	062798	UMP	005313	UMPX	001041	UMPX	001100
DRGW	006023	UMP	005264	UMP	006610	UMPX	001042	UMPX	001101
DRGW	006024	UMP	005265	UMP	006633	UMPX	001043	UMPX	001102
DRGW	006025	UMP	005266	UMP	006644	UMPX	001044	UMPX	001104
DRGW	006026	UMP	005267	UMP	006645	UMPX	001045	UMPX	001105
DRGW	006027	UMP	005268	UMP	006646	UMPX	001046	UMPX	001106
DRGW	006028	UMP	005269	UMP	006651	UMPX	001049	UMPX	001107
DRGW	006029	UMP	005270	UMP	006670	UMPX	001051	UMPX	001108
DRGW	006030	UMP	005271	UMP	006677	UMPX	001052	UMPX	001109
DRGW	006031	UMP	005272	UMP	006681	UMPX	001053	UMPX	001110
DRGW	006032	UMP	005273	UMP	006685	UMPX	001054	UMPX	001111
DRGW	006033	UMP	005274	UMP	006713	UMPX	001058	UMPX	001112
DRGW	006034	UMP	005275	UMPX	001002	UMPX	001059	UMPX	001113
DRGW	006035	UMP	005276	UMPX	001003	UMPX	001050	UMPX	001114
DRGW	006036	UMP	005277	UMPX	001004	UMPX	001059	UMPX	001115
DRGW	006037	UMP	005278	UMPX	001008	UMPX	001060	UMPX	001116
DRGW	006038	UMP	005279	UMPX	001007	UMPX	001062	UMPX	001117
DRGW	006039	UMP	005280	UMPX	001008	UMPX	001063	UMPX	001118
DRGW	006040	UMP	005281	UMPX	001009	UMPX	001064	UMPX	001119
DRGW	006041	UMP	005282	UMPX	001010	UMPX	001066	UMPX	001120
DRGW	006042	UMP	005283	UMPX	001011	UMPX	001067	UMPX	006232
DRGW	006043	UMP	005284	UMPX	001012	UMPX	001068	UMPX	006242
DRGW	006044	UMP	005285	UMPX	001013	UMPX	001069	UMPX	006243
DRGW	006045	UMP	005286	UMPX	001014	UMPX	001070	UMPX	006245

1017

1093

CARI CARNUM

UMPX 006564
UMPX 006567
UMPX 006568
UMPX 006569
UMPX 006572
UMPX 006575
UMPX 006578
UMPX 006584
UMPX 006586
UMPX 006590
UMPX 006596
UMPX 006599

~~WSOX 006600~~

~~WSOR 006601~~

WSOR 005289
WSOR 005295
WSOR 005298
WSOR 005301
WSOR 005309
WSOR 006622
WSOR 006628
WSOR 006647
WSOR 006673
WSOR 006676
WSOR 006678
WSOR 006710
WSOX 006600
WSOX 006601
WSOX 006602
WSOX 006603
WSOX 006604
WSOX 006605
WSOX 006606
WSOX 006607
WSOX 006608
WSOX 006609
WSOX 006612
WSOX 006613
WSOX 006614
WSOX 006615
WSOX 006616
WSOX 006617
WSOX 006618
WSOX 006619
WSOX 006620

CARI CARNUM

WSOX 006621
WSOX 006623
WSOX 006624
WSOX 006625
WSOX 006626
WSOX 006627
WSOX 006629
WSOX 006630
WSOX 006631
WSOX 006632
WSOX 006634
WSOX 006635
WSOX 006636
WSOX 006637
WSOX 006639
WSOX 006640
WSOX 006641
WSOX 006643
WSOX 006648
WSOX 006649
WSOX 006650
WSOX 006652
WSOX 006653
WSOX 006654
WSOX 006655
WSOX 006656
WSOX 006657
WSOX 006659
WSOX 006660
WSOX 006663
WSOX 006664
WSOX 006665
WSOX 006667
WSOX 006668
WSOX 006669
WSOX 006671
WSOX 006672
WSOX 006674
WSOX 006675
WSOX 006679
WSOX 006680
WSOX 006682
WSOX 006683
WSOX 006684
WSOX 006686

CARI CARNUM

WSOX 006687
WSOX 006688
WSOX 006689
WSOX 006690
WSOX 006691
WSOX 006692
WSOX 006693
WSOX 006694
WSOX 006695
WSOX 006696
WSOX 006697
WSOX 006698
WSOX 006699
WSOX 006700
WSOX 006701
WSOX 006702
WSOX 006703
WSOX 006704
WSOX 006705
WSOX 006706
WSOX 006707
WSOX 006708
WSOX 006709
WSOX 006711
WSOX 006712
WSOX 006714
WSOX 006715
WSOX 006716
WSOX 006717
WSOX 006718
WSOX 006719

391 records sel.

SQL>

SQL> SPOOL OUT

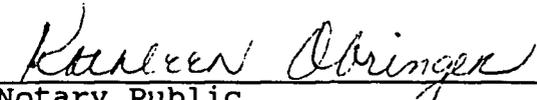
CERTIFICATION

I, Stephen R. Viehe, Vice President of Westinghouse Electric Corporation, hereby certify that the attached copy of the Bill of Sale dated December 21, 1989 and including rail cars numbered UMPX 1002-5, 7-17, 19, 21, 22, 24-26, 28-45, 48, 49, 51-54, 56-60, 62-64, 66-75, 77, 79-82, 84-87, 89, 90, 92, 93, 96-102, and 104-120, inclusive, is a true, correct and complete copy of the original.



Stephen R. Viehe

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



Notary Public

Notarial Seal
Kathleen Obringer, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Aug. 15, 1994
Member, Pennsylvania Association of Notaries

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated December 21, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", written over a horizontal line.

Louis E. Gitomer
August 11, 1993