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ATTORNEYS AT LAW  
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PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412  
TELEPHONE 566-1818

16353

RECORDATION #3 FILED 1425

JOHN A. McCANN  
1891-1972

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CHARLES R. BURKE  
EDWARD C. WACHTER, JR.  
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MICHAEL J. WOODRING  
THEA G. EVANKOVICH  
EWING C. BASHOR  
GRETCHEN G. DONALDSON  
BERNARD J. BERCIK, JR.

MAY 25 1989 - 1 45 PM

May 24, 1989

INTERSTATE COMMERCE COMMISSION

9-145A054

Secretary  
Interstate Commerce Commission  
Washington, D.C.

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 is two (2) executed copy one true and correct copy of a Bill of Sale dated as of May 23, 1989.

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

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity, 100 ton truck capacity Aluminum/Steel Bethgon Coalporter cars	55	CRL 1001 1061-1114, inclusive

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

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

SELLER: Bethlehem Steel Corporation  
Bethlehem, PA 18016

A fee of \$ 13.00 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:

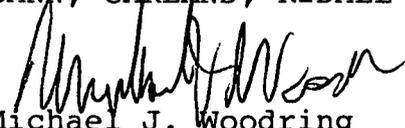
MAY 25 1 33 PM '89  
RECORDATION UNIT

*Molly Morgan*  
*C. Quinlan*

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated May 24, 1989 covering fifty-five (55) railroad cars, numbered CRL 1001 and 1061-1114, inclusive.

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 J. Woodring

Enclosure

07LT31/67  
51989-1410

**Interstate Commerce Commission**  
Washington, D.C. 20423

5/25/89

OFFICE OF THE SECRETARY

Michael J. Woodring  
McCann, Garland, Ridall & Burke  
309 Smithfield St. ]  
Pittsburgh, PA. 15222

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/25/89 at 1:45pm, and assigned recordation number(s). 16353

Sincerely yours,

*Narita L. McEwen*  
Secretary

Enclosure(s)

# Bethlehem Steel Corporation

BETHLEHEM, PA 18016



RECORDATION # 16353 FILED 1425

MAY 25 1989 -1 45 PM

INTERSTATE COMMERCE COMMISSION

## BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration to it paid, the receipt of which is hereby acknowledged, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.

And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 23rd day of May, 1989.

BETHLEHEM STEEL CORPORATION

By A. M. Weller  
A. M. Weller  
Vice President and Treasurer

Attest:

R. J. [Signature]  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF LEHIGH )

On this 24th day of May, 1989, before me, personally appeared A. M. Weller, to me personally known, who being by me duly sworn, says that he is a Vice President and Treasurer of Bethlehem Steel Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Ethel H. Vary  
Notary Public

CLAW.SJS23.C545

NOTARIAL SEAL  
Ethel H. Vary, Notary Public  
City of Bethlehem, Lehigh County, Pa.  
My Commission Expires July 17, 1990

SCHEDULE A TO BILL OF SALE  
FROM BETHLEHEM STEEL CORPORATION TO  
WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the  
foregoing Bill of Sale:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1001 CRL 1061-1114, inclusive