

MCCANN, GARLAND, RIDALL & BURKE

ATTORNEYS AT LAW

SUITE 4000

309 SMITHFIELD STREET

PITTSBURGH, PENNSYLVANIA 15222

AREA CODE 412

TELEPHONE 566-1818

JOHN A. McCANN
1891-1972

FACSIMILE:
(412) 566-1817

G. GRAY GARLAND, JR.
EDMUND W. RIDALL, JR.
CHARLES R. BURKE
EDWARD C. WACHTER, JR.
STEPHEN JURMAN
MICHAEL J. WOODRING
THEA G. EVANKOVICH
EWING C. BASHOR
GRETCHEN G. DONALDSON
BERNARD J. BERCIK, JR.

July 3, 1989

9-188A019

16417

RECORDATION NO _____ FILED 1425

JUL 7 1989 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

NOTOR CLERKING UNIT
JUL 7 1 11 PM '89

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 are two (2) executed copies of a Bill of Sale dated as of June 30, 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 1278- 1332, 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:

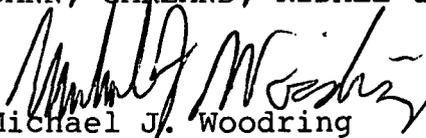
Victoria L. Hudson
Counter parts -

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated June 30, 1989 covering fifty-five (55) railroad cars, numbered CRL 1278-1332, 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

07LT31/75
6289-1550

7/7/89

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

MICHAEL J. WOODRING
McCANN, GARLAND, RIDALL & BURKE
STE.4000
309 SMITHFIELD STREET
PITTSBURGH, PENNSYLVANIA 15222

Dear:

SIRS:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on ⁷⁻⁷⁻⁸⁹ 16417, at 1:15PM, and assigned recordation number(s). 16417

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

Bethlehem Steel Corporation

BETHLEHEM, PA 18016



RECORDATION NO 16417 FILED 1423

JUL 7 1989 - 1 15 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 30th day of June, 1989.

BETHLEHEM STEEL CORPORATION

By *G. L. Millenbruch*
G. L. Millenbruch
Senior Vice President and
Chief Financial Officer

Attest:

William T. Hahn
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 30th day of June, 1989, before me, personally appeared H.L. Millender, to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Chief Financial Officer 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 1278-1332, inclusive

CLAW.SJS23.C546