



100 North Charles Street
Baltimore, Maryland 21201

9-103A021

RECORDATION NO. 9811-14 FILED 1428

APR 13 1989 - 12 20 PM

CSX Equipment

April 6, 1989

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Ave., N.W.
Washington D.C., 20423

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INTERSTATE COMMERCE COMMISSION

Dear Mrs. Mildred Lee:

INTERSTATE COMMERCE COMMISSION

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. sec. 11303 (a) and the regulations promulgated thereunder, is one (1) executed counterpart and five (5) copies thereof of a secondary document, not previously recorded, entitled PURCHASE AND SALE AGREEMENT with a BILL OF SALE and a RELEASE dated as of December 30, 1988.

The parties to the enclosed release are:

Mercantile-Safe Deposit and Trust Company
(as Agent)
Two Hopkins Plaza
P.O. Box 2258
Baltimore, MD 21203

Connell Rice & Sugar Co. Inc. (Connell Leasing Company
Division, "Connell") (as Lessor and as Seller)
45 Cardinal Drive
Westfield, New Jersey 07092

CSX Transportation Inc., (as Lessee and Buyer)
Successor by merger to The Chesapeake and Ohio Railway
Company (C&O)
100 North Charles Street
Baltimore, MD 21201

The first enclosed document, entitled PURCHASE AND SALE AGREEMENT, among other things, specifies the desires of the Buyer to purchase and each of the Sellers desires to sell and cause to be sold that certain railroad equipment originally under the Reconstruction and Conditional Sale Agreement, dated as of October 1, 1978, filed with the Interstate Commerce Commission ("ICC") on October 31, 1978, as well as that certain Transfer Agreement, Lease, Assignment of Lease and Agreement and a Hulk Purchase Agreement, all filed with the ICC with Recordation Nos. 9811, 9811-A, 9811-B, 9811-C, and 9811-D, respectively.

CSX Distribution Services, CSX Equipment, CSX Rail Transport and American Commercial Lines
are units of CSX Transportation, Inc. and its affiliates.

RECORDATION UNIT OPERATING UNIT
APR 13 12 13 PM '89

The second enclosed document, entitled BILL OF SALE specifies the terms of the sale by the Sellers to sell, assign, transfer and set over to Buyer, all right, title and interest in and to the Equipment described in Schedule I of the Bill of Sale from that certain Lease of Railroad Equipment (as modified, supplemented or amended from time to time), dated as of October 1, 1978, filed with the Interstate Commerce Commission ("ICC") on October 31, 1978 and assigned Recordation No. 9811-B.

The third enclosed document, entitled RELEASE, specifies the acknowledgment of the satisfaction of all debt owed to the Agent pursuant to, and release all right, title and interest in and to, that certain railroad equipment originally under the Reconstruction and Conditional Sale Agreement, dated as of October 1, 1978, filed with the Interstate Commerce Commission ("ICC") on October 31, 1978 as well as that certain Transfer Agreement and a Hulk Purchase Agreement, all filed with the ICC with Recordation Nos. 9811, 9811-A, 9811-D, respectively.

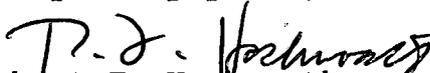
The units of equipment covered by the enclosed documents are all units identified in said Agreements. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

Enclosed is a check in the amount of \$13.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned stamped copies of the Instrument of Release not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,


Robert F. Hochwarth
Senior Counsel

cc: Mr. D.J.Voisard
Attachments

APR 13 1989 - 12 20 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Pursuant to the provisions of that certain Purchase and Sale Agreement ("Purchase Agreement") dated as of December 30, 1988, between CSX Transportation Inc. ("Buyer") and Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division) ("Seller"), for and in consideration of the sum of One Dollar (\$1.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged by Buyer, Seller does hereby sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's right, title and interest in and to (a) those units of reconstructed railroad equipment described on Schedule I hereto (collectively the "Equipment" and each individually a "Unit") on an "as is, where is" basis and (b) that certain Lease of Railroad Equipment (as modified, supplemented or amended from time to time, the "Lease") dated October 1, 1978 between The Chesapeake and Ohio Railway Company and Seller. This Bill of Sale shall be construed in accordance with, and the rights and liabilities hereunder shall be governed by, the laws of the State of New York.

Seller hereby warrants that at the date of this Bill of Sale it holds good and marketable title to the Equipment and Seller has placed no lien, charge, security interest or other encumbrance on the Equipment or any Unit thereof or the Lease, except for liens in favor of Mercantile-Safe Deposit and Trust Company.

IN WITNESS WHEREOF, Seller has caused this instrument to be signed by a duly authorized officer, this 2nd day of February, 1989.

CONNELL RICE & SUGAR CO., INC.
(Connell Leasing Company Division)

By 
R. C. Connolly
Executive Vice President

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
BO	10043
BO	10066
BO	10155
BO	10159
BO	10180
BO	10234
BO	10315
BO	10428
BO	10928
BO	10945
BO	11075
BO	11311
BO	11346
BO	11448
BO	11459
BO	11492
BO	11663
BO	11677
BO	11910
BO	12330
BO	12662
BO	12682
BO	12953
BO	13771
BO	13781
BO	14029
BO	14054
BO	14209
BO	14378
BO	14538
BO	14612
BO	14741
BO	14804
BO	14988
BO	15090
BO	15093
BO	15118
BO	15138
BO	15158
BO	15217
BO	288061
BO	288151
BO	288217
BO	288228
BO	288276
BO	288470

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
BO	288497
BO	288529
BO	288668
BO	352000
BO	352010
BO	352011
BO	352012
BO	352015
BO	352016
BO	352018
BO	352019
BO	352020
BO	352022
BO	352024
BO	352025
BO	352026
BO	352030
BO	352032
BO	352033
BO	352038
BO	352039
BO	352042
BO	352043
BO	352045
BO	352051
BO	352061
BO	352072
BO	352075
BO	352076
BO	352077
BO	352078
BO	352080
BO	352081
BO	352082
BO	352085
BO	352086
BO	352091
BO	352094
BO	352095
BO	352100
BO	352102
BO	352104
BO	352113
BO	352117
BO	352121
BO	352125

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
BO	352136
BO	352139
BO	352144
BO	352147
BO	352151
BO	352153
BO	352154
BO	352161
BO	352165
BO	352167
BO	352169
BO	352171
BO	352176
BO	352178
BO	352179
BO	352180
BO	352182
BO	352188
BO	352190
BO	352192
BO	352193
BO	352194
BO	352195
BO	352198
BO	352201
BO	352208
BO	352210
BO	352211
BO	352212
BO	352213
BO	352216
BO	352221
BO	352231
BO	352234
BO	352235
BO	352238
BO	352239
BO	352240
BO	352246
BO	352247
BO	352248
BO	352250
BO	352251
BO	352252
BO	352253
BO	352254

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
BO	352255
BO	352259
BO	352260
BO	352263
BO	352265
BO	352267
BO	352271
BO	352274
BO	352278
BO	352279
BO	352280
BO	352281
BO	352283
BO	352285
BO	352287
BO	352291
BO	352292
BO	352293
BO	352294
BO	352296
BO	352297
BO	352299
BO	352301
BO	352302
BO	352306
BO	352308
BO	352310
BO	352312
BO	352319
BO	352321
BO	352324
BO	352325
BO	352327
BO	352328
BO	352329
BO	352331
BO	352332
BO	352334
BO	352340
BO	352344
BO	352346
BO	352347
BO	352361
BO	352363
BO	352365
BO	352370

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
BO	352373
BO	352375
BO	352378
BO	352383
BO	352387
BO	352388
BO	352390
BO	352391
BO	352395
BO	352398
BO	352402
BO	352408
BO	352409
BO	352411
BO	352415
BO	352418
BO	352422
BO	352424
BO	352425
BO	352431
BO	352433
BO	352434
BO	352435
BO	352438
BO	352439
BO	352445
BO	352447
BO	352457
BO	352466
BO	352469
BO	352475
BO	352476
BO	352494
BO	352496
BO	352497
BO	352499
CO	19759
CO	19761
CO	19764
CO	19768
CO	19769
CO	19772
CO	19784
CO	19792
CO	19824
CO	19842

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
CO	19858
CO	19919
CO	19931
CO	19950
CO	19953
CO	19961
CO	19977
CO	22002
CO	22008
CO	22017
CO	22021
CO	22025
CO	22032
CO	22033
CO	22038
CO	22041
CO	22047
CO	22049
CO	22060
CO	22069
CO	22077
CO	22078
CO	22087
CO	22093
CO	22108
CO	22111
CO	22113
CO	22114
CO	22128
CO	22132
CO	22137
CO	22141
CO	22143
CO	22150
CO	22156
CO	22157
CO	22193
CO	22194
CO	22199
CO	22209
CO	22212
CO	22230
CO	22242
CO	22243
CO	22249
CO	27818

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
CO	27831
CO	27836
CO	27839
CO	27851
CO	27885
CO	27898
CO	27926
CO	27954
CO	27957
CO	27958
CO	27975
CO	27982
CO	27983
CO	27996
CO	28020
CO	28021
CO	28043
CO	28059
CO	28063
CO	28067
CO	28153
CO	28192
CO	28247
CO	28312
CO	28420
CO	28501
CO	28530
CO	28568
CO	28669
CO	28689
CO	28692
CO	28700
CO	28766
CO	28779
CO	28797
CO	28846
CO	28954
CO	103011
CO	103017
CO	103021
CO	103066
CO	103068
CO	103158
CO	103196
CO	103213
CO	103286

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
CO	103325
CO	103395
CO	103419
CO	103485
CO	103487
CO	103504
CO	103525
CO	103609
CO	103718
CO	103814
CO	103847
CO	103895
CO	103908
CO	103948
CO	103967
CO	103975
CO	150006
CO	150063
CO	150116
CO	150210
CO	150235
CO	150282
CO	150350
CO	150363
CO	150525
CO	150549
CO	150586
CO	150662
CO	150666
CO	150712
CO	150733
CO	150761
CO	150800
CO	150826
CO	150829
CO	150838
CO	150941
CO	150989
CO	151209
CO	151243
CO	151266
CO	151368
CO	151451
WM	71235
WM	71397
WM	71447

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL	NUMBER
WM	80014
WM	80030
WM	80032
WM	80037
WM	80040
WM	80073
WM	80080
WM	80096
WM	80140
WM	80141
WM	80142
WM	80146
WM	80148
WM	80179
WM	80185
WM	80187
WM	80195
WM	80208
WM	80210
WM	80214
WM	80219
WM	80221
WM	80246
WM	80249
WM	80260
WM	80266
WM	80307
WM	80318
WM	80323
WM	80334
WM	80345
WM	80348
WM	80354
WM	80368
WM	80370
WM	80372
WM	80379
WM	80391
WM	80412
WM	80435
WM	80482
WM	80483
WM	80489
WM	80491
WM	80497
WM	80498

CO LEASE DATED 10/1/78
(LEASE NUMBER 3216)
LISTING OF 414 REMAINING CARS

INITIAL NUMBER

*TOTAL LNUM 3216

TOTAL

STATE OF *New Jersey*,
COUNTY OF *Union*) ss.:

On this 1st day of February, 1989, before me personally appeared R.C. Connolly, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of Connell Rice & Sugar Co., Inc. (Connell Leasing Company Division), and that the foregoing Bill of Sale was duly signed by him on behalf of said corporation. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

Virginia Antler

Notary Public

[Notarial Seal]

VIRGINIA ANTLER
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 11 1989

My commission expires: