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RECORDATION NO. 1 5630-C Filed 1425

MAY 10 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

May 6, 1988

Date 5/10/88
Fee $ 13.00
ICC Washington, D. C.

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 ~~one~~ (2) executed copy one true and correct copy of a Bill of Sale dated as of April 29, 1988.

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

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
HT	100 ton, 3418 cubic foot, triple pocket, open top hopper cars. Remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988	190	HLMX 5000-5114 (inclusive) TWRY 10,000 TWRY 10,004 - 10,077 (inclusive)

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

BUYER: Bethlehem Steel Corporation
Bethlehem, PA 18016

SELLER: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

A fee of $ 13- 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:

Bill of Sale from CSX Transportation, Inc. to Bethlehem Steel Corporation dated as of April 29, 1988 covering 190 remanufactured railroad cars, numbered HLMX 5000 - 5114 (inclusive) and TWRY 10,000 and TWRY 10,004 - 10,077 (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 Edward C. Walter, Jr.
by H.A.M.

Enclosure

10LT9/2

RECORDATION NO. 15630-C Filed 1425

MAY 10 1988-3 15 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that CSX TRANSPORTATION, INC., (hereinafter referred to as "Seller") for and in consideration of the sum of TEN DOLLARS ($10.00) and other good and valuable consideration paid to it by BETHLEHEM STEEL CORPORATION (hereinafter referred to as "Buyer"), has granted, bargained, sold, conveyed, transferred, assigned and delivered, and by these presents does grant, bargain, sell, convey, transfer, assign and deliver unto Buyer, its successors and assigns, all of its right, title and interest in certain machinery, equipment and other personal property (herein called "the Equipment"), which is described in Schedule "A" annexed hereto and made a part hereof. Seller hereby warrants to Buyer, its successors and assigns that Seller is the successor by merger to and has succeeded to all right, title and interest of The Chesapeake and Ohio Railway Company in the Equipment.

TO HAVE AND TO HOLD all and singular the Equipment by these presents bargained, sold and confirmed unto the Buyer, its successors and assigns, forever.

AND, Seller, for itself, its successors and assigns, does hereby covenant with Buyer that at the time of this sale, Seller had legal title to the Equipment, and at the time of delivery of Equipment to the Buyer, the Seller's title to the Equipment was free and clear of all liens, claims and encumbrances of any nature whatsoever.

THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALILTY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. ALL EQUIPMENT IS SOLD "AS IS, WHERE IS."

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by an authorized officer as of this 29th day of April, 1988.

ATTEST:

P. J. Hochwalt

Name:
Title: Assistant Secretary

CSX TRANSPORTATION, INC.

By: Denis J. Voisard

Name: Denis J. Voisard
Title: Assistant Vice President
and Treasurer
Equipment Group

(Corporate Seal)

9/B

STATE OF Maryland)
) SS.
COUNTY OF Baltimore)

On this 29th day of April, 1988, before me, personally appeared Denis J. Voisard, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President & Treasurer of CSX Transportation, Inc.-Equipment Group, 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.

Glenda J. Green
Notary Public

Schedule A

Description of Equipment

One Hundred Ninety (190) 100-ton, 3418 cubic foot, triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988, as further described below:

NEW REPORTING MARK	NEW CAR NUMBER	OLD ROAD NUMBER	REPORTING MARK	CSX CAR NUMBERS INVOICED	CSX INVOICE NUMBER
TURY	10022	87039			
HLMX	5025	87001	CO	87001	2F40695
HLMX	5046	87005	CO	87005	2F40695
TURY	10054	87010			
HLMX	5108	87013	CO	87013	2F45877
TURY	10051	87017	CO	87017	2F40695
TURY	10050	87024	CO	87024	2F40695
HLMX	5091	87025	CO	87025	2F45877
HLMX	5050	87027	CO	87027	2F45877
HLMX	5013	87049	CO	87049	2F30602
HLMX	5059	87050	CO	87050	2F45877
HLMX	5002	87059	CO	87059	2F30602
TURY	10069	87060	CO	87060	2F40695
HLMX	5097	87063	CO	87063	2F45877
HLMX	5015	87075	CO	87075	2F30602
HLMX	5026	87077	CO	87077	2F40695
TURY	10004	87081	CO	87081	2F30602
TURY	10038	87095	CO	87095	2F45877
HLMX	5018	87109	CO	87109	2F40695
HLMX	5033	87112	CO	87112	2F40695
TURY	10059	87117	CO	87117	2F45877
HLMX	5045	87119	CO	87119	2F40695
HLMX	5016	87123	CO	87123	2F30602
HLMX	5073	87125	CO	87125	2F45877
TURY	10064	87129	CO	87129	2F45877
TURY	10033	87133	CO	87133	2F40695
HLMX	5092	87136	CO	87136	2F45877
HLMX	5043	87140	CO	87140	2F40695
TURY	10029	87153	CO	87153	2F40695
TURY	10011	87166	CO	87166	2F45877
HLMX	5061	87167	CO	87167	2F45877
TURY	10025	87179	CO	87179	2F40695

NEW REPORTING MARK	NEW CAR NUMBER	OLD ROAD NUMBER	REPORTING MARK	CSX CAR NUMBERS INVOICED	CSX INVOICE NUMBER
TURY	10056	87196	CO	87196	2F40695
HLMX	5085	87201	CO	87201	2F45877
TURY	10048	87208	CO	87208	2F45877
HLMX	5021	87213	CO	87213	2F40695
TURY	10045	87214	CO	87214	2F45877
HLMX	5030	87217	CO	87217	2F40695
HLMX	5070	87225	CO	87225	2F45877
HLMX	5031	87227	CO	87227	2F40695
HLMX	5063	87228	CO	87228	2F40695
TURY	10057	87230	CO	87230	2F45877
HLMX	5103	87236	CO	87236	2F45877
HLMX	5047	87237	CO	87237	2F40695
HLMX	5022	87238	CO	87238	2F40695
TURY	10012	87242	CO	87242	2F40695
HLMX	5066	87250	CO	87250	2F40695
TURY	10072	87252	CO	87252	2F45877
HLMX	5020	87259	CO	87259	2F40695
TURY	10007	87260	CO	87260	2F40695
HLMX	5053	87262	CO	87262	2F40695
TURY	10053	87263	CO	87263	2F40695
TURY	10049	87268	CO	87268	2F40695
HLMX	5048	87270	CO	87270	2F40695
TURY	10010	87271	CO	87271	2F45877
HLMX	5077	87280	CO	87280	2F45877
HLMX	5065	87281	CO	87281	2F40695
HLMX	5057	87286	CO	87286	2F45877
TURY	10075	87288	CO	87288	2F40695
HLMX	5100	87293	CO	87293	2F40695
TURY	10023	87307	CO	87307	2F40695
HLMX	5089	87311	CO	87311	2F45877
HLMX	5109	87312	CO	87312	2F40695
TURY	10044	87313	CO	87313	2F40695
HLMX	5093	87316	CO	87316	2F45877
TURY	10070	87318	CO	87318	2F40695
HLMX	5104	87324	CO	87324	2F40695
HLMX	5106	87327	CO	87327	2F45877
HLMX	5039	87333	CO	87333	2F40695
TURY	10074	87354	CO	87354	2F40695
TURY	10042	87359	CO	87359	2F45877
HLMX	5011	87360	CO	87360	2F30602
TURY	10043	87366	CO	87366	2F40695
HLMX	5019	87373	CO	87373	2F40695
TURY	10052	87374	CO	87374	2F40695
TURY	10067	87376	CO	87376	2F40695
HLMX	5052	87382	CO	87382	2F40695
HLMX	5056	87383	CO	87383	2F40695

NEW REPORTING MARK	NEW CAR NUMBER	OLD ROAD NUMBER	REPORTING MARK	CSX CAR NUMBERS INVOICED	CSX INVOICE NUMBER
HLMX	5028	87384	CO	87384	2F40695
HLMX	5001	87399	CO	87399	2F30602
TURY	10016	87404	CO	87404	2F45877
HLMX	5055	87405	CO	87405	2F40695
HLMX	5017	87415	CO	87415	2F40695
HLMX	5064	87419	CO	87419	2F45877
TURY	10030	87421	CO	87421	2F40695
HLMX	5062	87437	CO	87437	2F45877
TURY	10005	87445	CO	87445	2F40695
HLMX	5024	87449	CO	87449	2F40695
TURY	10014	87423			
TURY	10076	87454	CO	87454	2F45877
HLMX	5067	87455	CO	87455	2F40695
TURY	10037	87458	CO	87458	2F40695
HLMX	5099	87461	CO	87461	2F45877
HLMX	5114	87462	CO	87462	2F40695
HLMX	5086	87472	CO	87472	2F45877
HLMX	5003	87475	CO	87475	2F30602
TURY	10073	87479	CO	87479	2F40695
HLMX	5007	87480	CO	87480	2F30602
HLMX	5083	87481	CO	87481	2F45877
HLMX	5078	87486	CO	87486	2F45877
TURY	10009	87487	CO	87487	2F30602
HLMX	5080	87488	CO	87488	2F45877
HLMX	5010	87489	CO	87489	2F30602
HLMX	5037	87495	CO	87495	2F40695
TURY	10035	87496	CO	87496	2F45877
HLMX	5038	87497	CO	87497	2F40695
HLMX	5088	87498	CO	87498	2F45877
TURY	10077	87504	CO	87504	2F45877
TURY	10063	87505	CO	87505	2F45877
HLMX	5094	87513	CO	87513	2F45877
TURY	10026	87514	CO	87514	2F45877
HLMX	5058	87516	CO	87516	2F30602
TURY	10000	87525	CO	87525	2F40695
TURY	10055	87531	CO	87531	2F40695
TURY	10020	87549	CO	87549	2F30602
TURY	10071	87551	CO	87551	2F45877
TURY	10039	87555	CO	87555	2F45877
TURY	10065	87561	CO	87561	2F40695
HLMX	5081	87562	CO	87562	2F45877
HLMX	5009	87570	CO	87570	2F30602
HLMX	5044	87571	CO	87571	2F40695
TURY	10032	87573	CO	87573	2F40695
HLMX	5060	87591	CO	87591	2F45877
TURY	10036	87594	CO	87594	2F45877

NEW REPORTING MARK	NEW CAR NUMBER	OLD ROAD NUMBER	REPORTING MARK	CSX CAR NUMBERS INVOICED	CSX INVOICE NUMBER
HLMX	5040	87599	CO	87599	2F40695
HLMX	5006	87609	CO	87609	2F30602
HLMX	5012	87612	CO	87612	2F30602
HLMX	5095	87616	CO	87616	2F45877
TWRY	10034	87624	CO	87624	2F30602
HLMX	5072	87625	CO	87625	2F45877
TWRY	10068	87627	CO	87627	2F45877
TWRY	10006	87636	CO	87636	2F30602
HLMX	5004	87637	CO	87637	2F30602
HLMX	5032	87646	CO	87646	2F40695
TWRY	10047	87647	CO	87647	2F40695
HLMX	5112	87658	CO	87658	2F40695
HLMX	5068	87661	CO	87661	2F45877
TWRY	10041	87690	CO	87690	2F40695
TWRY	10060	87693	CO	87693	2F45877
TWRY	10061	87695	CO	87695	2F45877
HLMX	5090	87708	CO	87708	2F45877
HLMX	5079	87710	CO	87710	2F45877
HLMX	5069	87711	CO	87711	2F40695
HLMX	5054	87716	CO	87716	2F40695
TWRY	10018	87719	CO	87719	2F40695
HLMX	5098	87721	CO	87721	2F45877
HLMX	5036	87732	CO	87732	2F40695
HLMX	5074	87738	CO	87738	2F40695
HLMX	5087	87741	CO	87741	2F45877
HLMX	5005	87746	CO	87746	2F30602
TWRY	10028	87748	CO	87748	2F30602
HLMX	5110	87756	CO	87756	2F40695
HLMX	5071	87759	CO	87759	2F45877
HLMX	5038	87790	CO	87790	2F40695
TWRY	10040	87798	CO	87798	2F40695
TWRY	10058	87801	CO	87801	2F45877
HLMX	5000	87811	CO	87811	2F30602
HLMX	5105	87825	CO	87825	2F45877
HLMX	5111	87834	CO	87834	2F40695
TWRY	10008	87838	CO	87838	2F30602
HLMX	5042	87839	CO	87839	2F40695
HLMX	5034	87843	CO	87843	2F40695
HLMX	5041	87848	CO	87848	2F40695
HLMX	5107	87849	CO	87849	2F45877
TWRY	10015	87850	CO	87850	2F45877
HLMX	5096	87856	CO	87856	2F45877
HLMX	5076	87859	CO	87859	2F45877
HLMX	5027	87899	CO	87899	2F40695
TWRY	10019	87904	CO	87904	2F40695
HLMX	5008	87905	CO	87905	2F30602
HLMX	5075	87906	CO	87906	2F45877

NEW REPORTING MARK	NEW CAR NUMBER	OLD ROAD NUMBER	REPORTING MARK	CSX CAR NUMBERS INVOICED	CSX INVOICE NUMBER
HLMX	5082	87911	CO	87911	2F45877
TURY	10021	87912	CO	87912	2F30602
HLMX	5113	87924	CO	87924	2F40695
HLMX	5102	87925	CO	87925	2F40695
TURY	10046	87936	CO	87936	2F40695
HLMX	5101	87943	CO	87943	2F45877
TURY	10013	87944	CO	87944	2F40695
HLMX	5014	87947	CO	87947	2F30602
TURY	10024	87952	CO	87952	2F40695
TURY	10031	87953	CO	87953	2F40695
HLMX	5023	87956	CO	87956	2F40695
TURY	10062	87962	CO	87962	2F45877
HLMX	5084	87964	CO	87964	2F45877
TURY	10066	87967	CO	87967	2F40695
HLMX	5029	87970	CO	87970	2F40695
TURY	10017	87976	CO	87976	2F30602
TURY	10027	87987	CO	87987	2F45877
HLMX	5049	87939			
HLMX	5051	87996	CO	87996	2F45877

A F F I D A V I T

CITY OF WASHINGTON)
) ss
DISTRICT OF COLUMBIA)

On this 3rd day of May, 1988, before me personally appeared Mark P. Tellini, to me personally known who, being by me duly sworn, says that he is a Legal Assistant for Sidley & Austin, that the foregoing document is a copy of a Bill of Sale between CSX Transportation, Inc. and Bethlehem Steel Corporation, and that he has compared this copy with said original and has found the copy to be complete and identical in all respects to the original document.

Mark P. Tellini

Notary Public

My commission expires: May 14, 1990