

LANE & MITTENDORF

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*NOT ADMITTED IN N.Y.

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GEORGIA M. URBANO
COUNSEL

REGISTRATION NO. 5745-18 Filed 10/25

OCT 3 1985 -4 10 PM

INTERSTATE COMMERCE COMMISSION

No. 1
Date
Fee \$ 70.00

5-278A032

October 3, 1985

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
12th & Constitution, N.W.
Washington, D.C. 20423

Attention: Mildred Lee
Room 2303

Dear Secretary:

As counsel to Shannon Equipment Company, we have enclosed an original and two counterparts of the document described below to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated July 31, 1985, pursuant to which Shannon Equipment Company transfers certain units of railroad equipment to The Chesapeake and Ohio Railway Corporation.

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

Vendor: Shannon Equipment Company
c/o Lane & Mittendorf
99 Park Avenue
New York, New York 10016
Attention: R. Leigh Duemler

OCT 3 4 06 PM '85
MOTION PICTURE DIVISION

Vendee: The Chesapeake and Ohio
Railway Company
100 North Charles Street
Baltimore, Maryland 21201

A description of the equipment covered by the document follows:

Seven (7) General Motors SD-40 3,000
Horsepower (Special Duty) Six-Axle Diesel
Locomotives, bearing the respective car
numbers set forth in the Bill of Sale
referred to above.

This document relates to the equipment covered by that certain Lease of Railway Equipment between Cavan Equipment Corporation and The Chesapeake and Ohio Railway Company dated as of May 15, 1970, and recorded with the Interstate Commerce Commission on June 11, 1970, with the recordation 5745-A.

A short summary of the document to appear in the Index follows:

Bill of Sale covering Seven (7) General
Motors SD-40 3,000 Horsepower (Special
Duty) Six-Axle Diesel Locomotives.

A fee of \$50.00 is enclosed. Please return the original and any extra counterparts of the enclosed Bill of Sale not needed by the Commission for recordation to the undersigned or the person delivering this letter.

Very truly yours,



Michael Connolly

MC/wp
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/4/85

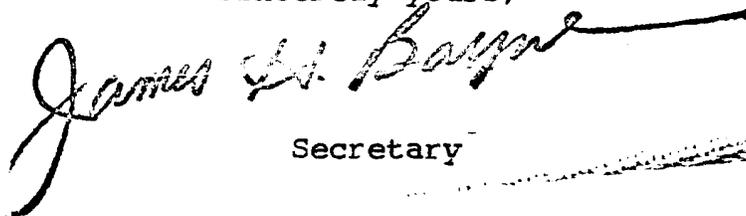
OFFICE OF THE SECRETARY

Michael Connolly
Lane & Mittendorf
99 Park Ave.
New York, N.Y. 10016

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 10/3/85 at 4:10pm and assigned re-
recording number(s). 5745-L, 5748-F & 14585-A

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

BILL OF SALEREGISTRATION NO. 5745-E Filed 1425

OCT 3 1985 -4 10 PM

INTERSTATE COMMERCE COMMISSION

SHANNON EQUIPMENT COMPANY, a New York limited partnership (hereinafter called the "Seller"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered unto THE CHESAPEAKE AND OHIO RAILWAY COMPANY (hereinafter called the "Purchaser") the following units of Equipment: Seven (7) SD-40 locomotives manufactured by General Motors Corporation sporting C&O numbers 7507 through 7513;

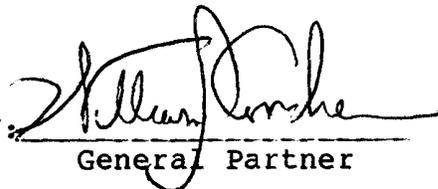
TO HAVE AND TO HOLD the same unto the said Purchaser, its successors or assigns forever;

THE SELLER HEREBY WARRANTS to the Purchaser, its successors or assigns, that the Seller has legal title to the aforesaid Equipment, and good and lawful right to sell the same, and that title to said unit is free of all claims, liens, encumbrances and security interests of any nature, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever.

THE SELLER MAKES NO REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, AS TO THE DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF MATERIAL, COMPONENTS OR WORKMANSHIP IN, THE AFORESAID EQUIPMENT, AND THE SELLER MAKES NO WARRANTY OF MERCHANTABILITY OR FITNESS OF THE AFORESAID EQUIPMENT FOR ANY PARTICULAR PURPOSE.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by one of its general partners, thereunto duly authorized, this 31th day of July, 1985.

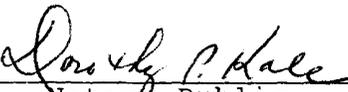
SHANNON EQUIPMENT COMPANY

BY: 
General Partner

ACKNOWLEDGMENT

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On this 30 day of September, 1985, before me personally came William J. Condren, a general partner of Shannon Equipment Company, a New York limited partnership, who resides at 998 Fifth Avenue, New York, New York 10028, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed such instrument.



Notary Public

DOROTHY P. MALE
Notary Public, State of New York
No. 31-2010667
Qualified in New York County
Commission Expires March 30, 1987