RECORDATION NO. 10583-A FILED 1425

FEB 16 1989 -11 00 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

Pursuant to the provisions of that certain Purchase and Sale Agreement (the "Purchase Agreement") dated as of December 30, 1988, among CSX Transportation Inc. ("Buyer"), Seventeenth HFC Leasing Corporation ("HFC") and The Connecticut Bank and Trust Company, National Association, not in its individual capacity but solely as Trustee pursuant to a Trust Agreement (as modified, supplemented or amended from time to time, the "Trust Agreement") dated as of May 1, 1979 ("CBT"), 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, CBT does hereby sell, assign, transfer and set over to Buyer, its successors and assigns, all right, title and interest in and to (a) those units of reconstructed railroad equipment described on Schedule I hereto (collectively referred to herein as the "Equipment" and each individually as 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 as of May 1, 1979 between The Chesapeake and Ohio Railway Company and CBT. 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 Connecticut.

CBT does hereby warrant that at the date of this Bill of Sale it holds legal title to the Equipment and CBT 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, CBT has caused this instrument to be signed by a duly authorized officer this 2nd day of February, 1989.

THE CONNECTICUT BANK AND TRUST COMPANY, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee

By _____

EXHIBIT A

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	8909
BO	8910
BO	8920
BO	8933
BO	8941
BO	8951
BO	8953
BO	8954
BO	8955
BO	8956
BO	8960
BO	8968
BO	8974
BO	8981
BO	8984
BO	8985
BO	8986
BO	9105
BO	9106
BO	9111
BO	9114
BO	9118
BO	9119
BO	9123
BO	9125
BO	9137
BO	9144
BO	9157
BO	9158
BO	9160
BO	9180
BO	9185
BO	9195
BO	9242
BO	9248
BO	9257
BO	9262
BO	9270
BO	9273
BO	9277
BO	9280
BO	9282
BO	10049
BO	10057
BO	10080
BO	10134

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	10182
BO	10236
BO	10282
BO	10303
BO	10356
BO	10418
BO	10521
BO	10522
BO	10561
BO	10590
BO	10635
BO	10650
BO	10660
BO	10669
BO	10671
BO	10684
BO	10718
BO	10784
BO	10795
BO	10814
BO	10818
BO	10915
BO	10940
BO	10949
BO	10967
BO	11038
BO	11052
BO	11069
BO	11089
BO	11144
BO	11145
BO	11154
BO	11194
BO	11201
BO	11209
BO	11212
BO	11214
BO	11235
BO	11264
BO	11274
BO	11276
BO	11279
BO	11333
BO	11343
BO	11353
BO	11356

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	11380
BO	11385
BO	11390
BO	11394
BO	11414
BO	11434
BO	11437
BO	11457
BO	11458
BO	11482
BO	11532
BO	11541
BO	11554
BO	11580
BO	11602
BO	11604
BO	11613
BO	11617
BO	11619
BO	11626
BO	11644
BO	11648
BO	11649
BO	11665
BO	11667
BO	11700
BO	11704
BO	11714
BO	11726
BO	11732
BO	11761
BO	11772
BO	11785
BO	11787
BO	11831
BO	11906
BO	11911
BO	12035
BO	12037
BO	12038
BO	12062
BO	12069
BO	12093
BO	12100
BO	12112
BO	12116

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	12138
BO	12175
BO	12183
BO	12187
BO	12211
BO	12229
BO	12259
BO	12275
BO	12323
BO	12336
BO	12343
BO	12350
BO	12359
BO	12402
BO	12418
BO	12419
BO	12453
BO	12454
BO	12479
BO	12493
BO	12509
BO	12516
BO	12563
BO	12568
BO	12578
BO	12584
BO	12609
BO	12623
BO	12637
BO	12653
BO	12692
BO	12696
BO	12700
BO	12720
BO	12728
BO	12743
BO	12756
BO	12777
BO	12784
BO	12790
BO	12799
BO	12802
BO	12804
BO	12830
BO	12845
BO	12846

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	12864
BO	12890
BO	12894
BO	12904
BO	12910
BO	12936
BO	12960
BO	12967
BO	12977
BO	12982
BO	12993
BO	12994
BO	12997
BO	13011
BO	13034
BO	13039
BO	13058
BO	13063
BO	13070
BO	13072
BO	13081
BO	13093
BO	13107
BO	13122
BO	13129
BO	13152
BO	13168
BO	13171
BO	13177
BO	13192
BO	13219
BO	13224
BO	13225
BO	13238
BO	13273
BO	13306
BO	13317
BO	13327
BO	13328
BO	13355
BO	13365
BO	13385
BO	13389
BO	13393
BO	13406
BO	13426

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	13447
BO	13492
BO	13499
BO	13514
BO	13527
BO	13529
BO	13532
BO	13537
BO	13551
BO	13580
BO	13603
BO	13608
BO	13621
BO	13633
BO	13656
BO	13690
BO	13701
BO	13727
BO	13765
BO	13770
BO	13790
BO	13808
BO	13841
BO	13847
BO	13853
BO	13854
BO	13856
BO	13857
BO	13877
BO	13885
BO	13887
BO	13899
BO	13960
BO	13970
BO	13975
BO	13976
BO	13983
BO	14004
BO	14016
BO	14033
BO	14036
BO	14046
BO	14052
BO	14063
BO	14083
BO	14101

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	14105
BO	14113
BO	14115
BO	14129
BO	14163
BO	14169
BO	14177
BO	14202
BO	14242
BO	14248
BO	14260
BO	14292
BO	14302
BO	14309
BO	14326
BO	14343
BO	14370
BO	14375
BO	14381
BO	14391
BO	14397
BO	14415
BO	14473
BO	14487
BO	14531
BO	14534
BO	14563
BO	14569
BO	14600
BO	14603
BO	14645
BO	14659
BO	14662
BO	14663
BO	14672
BO	14680
BO	14703
BO	14711
BO	14727
BO	14752
BO	14757
BO	14759
BO	14781
BO	14786
BO	14800
BO	14816

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	14823
BO	14827
BO	14828
BO	14830
BO	14831
BO	14840
BO	14843
BO	14859
BO	14871
BO	14896
BO	14904
BO	14911
BO	14918
BO	14942
BO	14960
BO	14977
BO	14989
BO	14999
BO	15011
BO	15030
BO	15031
BO	15040
BO	15055
BO	15079
BO	15113
BO	15121
BO	15124
BO	15133
BO	15156
BO	15169
BO	15191
BO	15224
BO	15246
BO	152029
BO	152362
BO	152457
BO	152649
BO	152736
BO	152749
BO	152794
BO	152849
BO	152853
BO	152985
BO	153023
BO	153059
BO	153139

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
BO	153156
BO	153175
BO	153185
BO	153327
BO	153349
BO	153454
BO	153490
BO	153608
BO	153771
BO	153842
BO	154077
BO	154086
BO	154185
BO	154221
BO	154293
BO	154308
BO	154322
BO	154374
BO	154397
BO	154420
BO	154465
BO	154468
BO	154515
BO	154730
BO	154767
BO	154861
BO	154870
BO	154922
BO	154980
BO	154983
BO	155018
BO	155024
BO	155190
BO	155192
BO	155234
BO	155300
BO	155327
BO	155450
BO	155571
BO	155648
BO	155911
BO	352257
BO	355053
BO	355458
CO	7702
CO	7707

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	7708
CO	7720
CO	7725
CO	7728
CO	22059
CO	22118
CO	22138
CO	22213
CO	22247
CO	27794
CO	27798
CO	27823
CO	27833
CO	27860
CO	27864
CO	27887
CO	27900
CO	27907
CO	27945
CO	27986
CO	28013
CO	28111
CO	28112
CO	28154
CO	28207
CO	28231
CO	28244
CO	28349
CO	28403
CO	28442
CO	28445
CO	28511
CO	28526
CO	28537
CO	28584
CO	28585
CO	28593
CO	28598
CO	28622
CO	28697
CO	28722
CO	28746
CO	28765
CO	28792
CO	28795
CO	28829

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	28859
CO	28881
CO	28942
CO	28950
CO	28991
CO	32248
CO	32258
CO	32278
CO	32291
CO	32293
CO	32295
CO	32312
CO	32322
CO	32336
CO	32337
CO	32370
CO	85251
CO	103390
CO	103433
CO	103456
CO	103468
CO	103528
CO	103541
CO	103549
CO	103558
CO	103572
CO	103679
CO	103701
CO	103743
CO	103760
CO	103764
CO	103769
CO	103787
CO	103798
CO	103801
CO	103843
CO	103857
CO	103887
CO	103907
CO	103929
CO	103930
CO	103938
CO	103950
CO	110025
CO	110124
CO	110153

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	110170
CO	110215
CO	110227
CO	110272
CO	110298
CO	110324
CO	110327
CO	110485
CO	110488
CO	110496
CO	110536
CO	110549
CO	110599
CO	110647
CO	110711
CO	110735
CO	110793
CO	110811
CO	110820
CO	110857
CO	110900
CO	110906
CO	110907
CO	110973
CO	111024
CO	111055
CO	111099
CO	111180
CO	111252
CO	111287
CO	111302
CO	111360
CO	111670
CO	111762
CO	111857
CO	111872
CO	111905
CO	111951
CO	112033
CO	112348
CO	112370
CO	112396
CO	112496
CO	112582
CO	113246
CO	113787

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	115193
CO	150045
CO	150046
CO	150068
CO	150078
CO	150107
CO	150121
CO	150135
CO	150141
CO	150157
CO	150161
CO	150179
CO	150181
CO	150185
CO	150191
CO	150202
CO	150221
CO	150245
CO	150261
CO	150307
CO	150376
CO	150391
CO	150399
CO	150400
CO	150467
CO	150505
CO	150541
CO	150559
CO	150604
CO	150609
CO	150619
CO	150631
CO	150633
CO	150637
CO	150656
CO	150665
CO	150668
CO	150677
CO	150726
CO	150738
CO	150748
CO	150930
CO	150959
CO	150979
CO	151067
CO	151122

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	151132
CO	151140
CO	151188
CO	151257
CO	151414
CO	151445
CO	151458
CO	151473
CO	151479
CO	151710
CO	151894
CO	151955
CO	152046
CO	152140
CO	152375
CO	152459
CO	152474
CO	152488
CO	152515
CO	152690
CO	152725
CO	152807
CO	152916
CO	152965
CO	153027
CO	153098
CO	153099
CO	153249
CO	153386
CO	153439
CO	153574
CO	153620
CO	153685
CO	153692
CO	153791
CO	153809
CO	153819
CO	153833
CO	154122
CO	154181
CO	154312
CO	154564
CO	154705
CO	154942
CO	154975
CO	155033

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
CO	155050
CO	155291
CO	155556
CO	155664
CO	155864
CO	526009
CO	526064
CO	526067
CO	526095
CO	526114
CO	526179
CO	526313
CO	526328
CO	526330
CO	526339
CO	526518
CO	526525
CO	526530
CO	526576
CO	526625
CO	526672
CO	526675
CO	526681
CO	526715
CO	526737
CO	526740
CO	526752
CO	526776
CO	526783
CO	526826
CO	526836
CO	526855
CO	526994
WM	2405
WM	2406
WM	2415
WM	2432
WM	2433
WM	2437
WM	2438
WM	2443
WM	2456
WM	2457
WM	2466
WM	2467
WM	2471

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
WM	2474
WM	70006
WM	70010
WM	70025
WM	70051
WM	70059
WM	70093
WM	70117
WM	70127
WM	70130
WM	70158
WM	70161
WM	70164
WM	70175
WM	70189
WM	70199
WM	70200
WM	70236
WM	70239
WM	70249
WM	70254
WM	70271
WM	70281
WM	70286
WM	70291
WM	70300
WM	70311
WM	70334
WM	70336
WM	70348
WM	70356
WM	70384
WM	70413
WM	70441
WM	70469
WM	70473
WM	70476
WM	70493
WM	70501
WM	70512
WM	70517
WM	70530
WM	70540
WM	70544
WM	70546
WM	70558

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
WM	70573
WM	70580
WM	70581
WM	70582
WM	70588
WM	70590
WM	70597
WM	70620
WM	70645
WM	70654
WM	70665
WM	70666
WM	70680
WM	70684
WM	70685
WM	70691
WM	70703
WM	70716
WM	70717
WM	70722
WM	70727
WM	70734
WM	70738
WM	70741
WM	70744
WM	70754
WM	70756
WM	70759
WM	70766
WM	70767
WM	70770
WM	70775
WM	70784
WM	70787
WM	70795
WM	70801
WM	70805
WM	70815
WM	70816
WM	70829
WM	70830
WM	70843
WM	70845
WM	70847
WM	70849
WM	70851

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
WM	70857
WM	70858
WM	70870
WM	70872
WM	70873
WM	70878
WM	70879
WM	70880
WM	70887
WM	70895
WM	70897
WM	70900
WM	70905
WM	70907
WM	70919
WM	70931
WM	70936
WM	70948
WM	70949
WM	70950
WM	70957
WM	70992
WM	70997
WM	71002
WM	71016
WM	71029
WM	71031
WM	71036
WM	71039
WM	71041
WM	71067
WM	71076
WM	71079
WM	71087
WM	71092
WM	71107
WM	71123
WM	71136
WM	71148
WM	71149
WM	71160
WM	71162
WM	71164
WM	71171
WM	71183
WM	71190

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
WM	71225
WM	71262
WM	71285
WM	71325
WM	71328
WM	71335
WM	71341
WM	71350
WM	71353
WM	71365
WM	71372
WM	71390
WM	71395
WM	71417
WM	71422
WM	71424
WM	71439
WM	71442
WM	71451
WM	71464
WM	71494
WM	72030
WM	72064
WM	72083
WM	72100
WM	72133
WM	72203
WM	72206
WM	72235
WM	72239
WM	72290
WM	72316
WM	72318
WM	72380
WM	80003
WM	80009
WM	80036
WM	80044
WM	80050
WM	80052
WM	80072
WM	80081
WM	80089
WM	80117
WM	80124
WM	80150

SCHEDULE I

CO LEASE DATED 5/1/79
(LEASE NUMBER 3218)
LISTING OF 895 REMAINING CARS

INITIAL	NUMBER
WM	80162
WM	80184
WM	80217
WM	80239
WM	80254
WM	80285
WM	80292
WM	80314
WM	80347
WM	80357
WM	80360
WM	80384
WM	80392
WM	80403
WM	80404
WM	80424
WM	80451
WM	80467
WM	80474
WM	80479
WM	80487

*TOTAL LNUM 3218

TOTAL

STATE OF CONNECTICUT)
) ss.:
COUNTY OF HARTFORD)

On this 2nd day of February, 1989, before me personally appeared V. Kreuscher, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of The Connecticut Bank and Trust Company, National Association, and that the foregoing Bill of Sale was duly signed by him on behalf of said association. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said association.

Nancy C. Hoskins
Notary Public

[Notarial Seal]

NANCY C. HOSKINS
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

My commission expires: