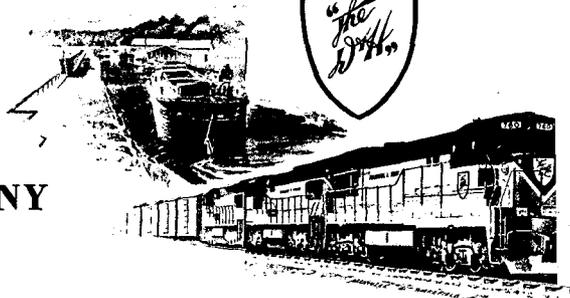


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DELAWARE AND HUDSON RAILWAY COMPANY
ALBANY, NEW YORK 12207

Dependable Transportation Since 1823

No. 3 ¹⁴⁴⁰⁷³ **JAN 14 1933**
Date _____
Fee \$ 50.00
ICC Washington, D. C.

January 14, 1983

RECORDATION NO. 13909 Filed 1425

Hon. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

JAN 14 1983 · 1 40 PM
INTERSTATE COMMERCE COMMISSION

Attention: Mildred Lee
Recordation Clerk

RECEIVED
JAN 14 1 33 PM '83
I.C.C.
FEE OPERATION B

Dear Secretary:

I have enclosed an original and one counterpart 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 as of December 23, 1982.

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

- Vendor: Delaware and Hudson Railway Company
40 Beaver Street
Albany, New York 12207
- Vendee: XTRA, Inc.
c/o X-L-Co., Inc.
60 State Street
Boston, Massachusetts 02109

A description of the equipment covered by the document follows:

Copy kept for 2

One hundred twenty-eight (128) 100 ton open top triple door hopper cars bearing the following road numbers of Delaware and Hudson Railway Company:

1000 - 1005
1007
1008
1010 - 1052
1054
1056 - 1075
1077
1078
1080 - 1089
1091 - 1124
1126 - 1135

A fee of \$50.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to George H. Kleinberger, Esq., Corporate Counsel, Delaware and Hudson Railway Company, 40 Beaver Street, Albany, New York 12207.

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

- (1) Bill of Sale from Delaware and Hudson Railway Company (D&H) to XTRA, Inc. dated as of December 23, 1982, which transfers title from D&H to XTRA, Inc. to 128 100-ton open top triple door hopper cars bearing D&H railroad numbers 1000 - 1005, 1007, 1008, 1010 - 1052, 1054, 1056 - 1075, 1077, 1078, 1080 - 1089, 1091 - 1124, and 1126 - 1135.

Very truly yours,

Philip M. LaChapelle
Attorney for Delaware
and Hudson Railway Company

JAN 14 1983 -1 40 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

DELAWARE AND HUDSON RAILWAY COMPANY, a Delaware corporation (the "Vendor"), 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, does hereby grant, bargain, sell, transfer, convey and set over unto XTRA, INC., a Maine corporation (the "Vendee"), its successors and assigns, all right, title and interest of the Vendor in and to the railroad equipment (the "Equipment") described in Schedule A annexed hereto, which Equipment has been delivered by the Vendor to the Vendee.

To have and to hold, all and singular, the Equipment to the said Vendee, its successors and assigns, for its and their own use and behoof forever.

The Vendor hereby warrants to the Vendee, its successors and assigns, that, at the time of delivery of each unit of the Equipment by the Vendor, the Vendor had legal title to such unit of Equipment and good and lawful right to sell the same, and that title to such unit of Equipment was, at the time of such delivery, and is on the acknowledgement date hereof, free from all claims, liens, security interests and other encumbrances of any nature created by the Vendor, or in favor of the Vendor or anyone claiming through the Vendor, except the Lease Agreement dated as of December 23, 1982 between Vendor, as lessee, and Vendee, as lessor.

IN WITNESS WHEREOF, the Vendor has caused this instrument to be duly executed as of the 23rd day of December, 1982.

DELAWARE AND HUDSON RAILWAY COMPANY

By *C. R. McKenna*
President

[CORPORATE SEAL]

ATTEST:

R. T. Murray
Assistant Secretary

STATE OF District of Columbia)
COUNTY OF) ss.:

On this 14th day of January, 1983, before me personally appeared C. R. McKenna, to me personally known, who, being by me duly sworn, says that he is the President of DELAWARE AND HUDSON RAILWAY COMPANY, 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.

Elizabeth A. Bradley
Notary Public

[Notarial Seal]

My Commission expires: March 31, 1986

SCHEDULE A

One hundred twenty-eight (128) 100-ton used open top triple door hopper cars, AAR car type code H250, bearing the following road numbers of Delaware and Hudson Railway Company:

DH1000 - 1005

DH1007

DH1008

DH1010 - 1052

DH1054

DH1056 - 1075

DH1077

DH1078

DH1080 - 1089

DH1091 - 1124

DH1126 - 1135