#13

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERVILLE, NEW JERSEY 08875-6739
201-563-2700

1667 K STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

March 10, 1989

RECORDATION NO. 16234
MAR 13 1989 -11 12 AM
INTERSTATE COMMERCE COMMISSION
9-072A005
Date 3/13/89
Fee $
ICC Washington, D.C.
'89 MAR 13 11 05 AM

VIA FEDERAL EXPRESS

Ms. Noreta McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C.

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one executed copy and three photostatic copies of a Bill of Sale, dated as of March 10, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and Address of the parties to the enclosed documents are:

Seller: The Connecticut Bank and Trust Company
One Constitution Plaza
Hartford, Connecticut 06115-1600

Purchaser: The Pittsburgh and Lake Erie Railroad Company
Commerce Court
4 Station Square
Pittsburgh, PA 15219

A description of the railroad equipment covered by the enclosed document is set forth therein.

Also enclosed is a check in the amount of $13.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original executed copy and two photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of March 10, 1989 from The Connecticut Bank and Trust Company, Seller, to The Pittsburgh and Lake Erie Railroad Company, Purchaser, covering 300 hopper cars.

Very truly yours,

Susan Lichtenfeld

Susan G. Lichtenfeld

SGL:shp

enclosure

cc: Gordon E. Neuenschwander
G. E. Yurcon
C. R. Holley
J. E. Lenart
J. J. Lafferty
Robert W. Kleinman
Michael Hopkins
David Lidstone

APPENDIX A

PLE 80502	PLE 80656	PLE 80769
PLE 80504	PLE 80659	PLE 80780
PLE 80508	PLE 80661	PLE 80781
PLE 80509	PLE 80662	PLE 80782
PLE 80512	PLE 80664	PLE 80785
PLE 80513	PLE 80668	PLE 80788
PLE 80515	PLE 80672	PLE 80791
PLE 80516	PLE 80673	PLE 80792
PLE 80520	PLE 80674	PLE 80796
PLE 80521	PLE 80682	PLE 80797
PLE 80522	PLE 80683	PLE 80799
PLE 80524	PLE 80684	PLE 80801
PLE 80526	PLE 80687	PLE 80804
PLE 80528	PLE 80688	PLE 80805
PLE 80535	PLE 80689	PLE 80808
PLE 80536	PLE 80690	PLE 80812
PLE 80546	PLE 80696	PLE 80819
PLE 80549	PLE 80700	PLE 80820
PLE 80557	PLE 80702	PLE 80822
PLE 80558	PLE 80706	PLE 80824
PLE 80568	PLE 80708	PLE 80825
PLE 80572	PLE 80709	PLE 80827
PLE 80576	PLE 80714	PLE 80831
PLE 80577	PLE 80716	PLE 80833
PLE 80578	PLE 80718	PLE 80836
PLE 80580	PLE 80719	PLE 80837
PLE 80581	PLE 80721	PLE 80839
PLE 80585	PLE 80727	PLE 80841
PLE 80586	PLE 80729	PLE 80842
PLE 80590	PLE 80730	PLE 80843
PLE 80593	PLE 80731	PLE 80846
PLE 80594	PLE 80732	PLE 80847
PLE 80598	PLE 80733	PLE 80850
PLE 80602	PLE 80735	PLE 80851
PLE 80603	PLE 80737	PLE 80855
PLE 80607	PLE 80738	PLE 80856
PLE 80608	PLE 80740	PLE 80857
PLE 80612	PLE 80742	PLE 80860
PLE 80613	PLE 80743	PLE 80861
PLE 80614	PLE 80744	PLE 80862
PLE 80615	PLE 80746	PLE 80868
PLE 80620	PLE 80747	PLE 80874
PLE 80623	PLE 80748	PLE 80878
PLE 80624	PLE 80750	PLE 80885
PLE 80630	PLE 80751	PLE 80887
PLE 80641	PLE 80755	PLE 80891
PLE 80648	PLE 80757	PLE 80892
PLE 80649	PLE 80760	PLE 80893
PLE 80651	PLE 80762	PLE 80897
PLE 80652	PLE 80766	PLE 80906

APPENDIX A - Cont'd.

PLE 80909	PLE 81032	PLE 81226
PLE 80918	PLE 81040	PLE 81230
PLE 80919	PLE 81046	PLE 81231
PLE 80922	PLE 81048	PLE 81234
PLE 80923	PLE 81054	PLE 81236
PLE 80926	PLE 81055	PLE 81237
PLE 80927	PLE 81061	PLE 81238
PLE 80928	PLE 81065	PLE 81241
PLE 80938	PLE 81066	PLE 81242
PLE 80939	PLE 81067	PLE 81249
PLE 80940	PLE 81070	PLE 81251
PLE 80941	PLE 81071	PLE 81252
PLE 80942	PLE 81072	PLE 81253
PLE 80943	PLE 81074	PLE 81258
PLE 80947	PLE 81077	PLE 81259
PLE 80949	PLE 81079	PLE 81264
PLE 80950	PLE 81082	PLE 81265
PLE 80953	PLE 81084	PLE 81277
PLE 80955	PLE 81094	PLE 81279
PLE 80959	PLE 81095	PLE 81280
PLE 80961	PLE 81096	PLE 81281
PLE 80963	PLE 81097	PLE 81282
PLE 80965	PLE 81100	PLE 81283
PLE 80969	PLE 81106	PLE 81284
PLE 80974	PLE 81116	PLE 81285
PLE 80976	PLE 81121	PLE 81287
PLE 80979	PLE 81122	PLE 81294
PLE 80981	PLE 81124	PLE 81296
PLE 80982	PLE 81136	PLE 81301
PLE 80984	PLE 81141	PLE 81302
PLE 80985	PLE 81153	PLE 81307
PLE 80987	PLE 81156	PLE 81308
PLE 80988	PLE 81169	PLE 81311
PLE 80989	PLE 81171	PLE 81312
PLE 80992	PLE 81173	PLE 81313
PLE 81002	PLE 81174	PLE 81316
PLE 81003	PLE 81175	PLE 81317
PLE 81004	PLE 81177	PLE 81319
PLE 81006	PLE 81179	PLE 81322
PLE 81010	PLE 81184	PLE 81324
PLE 81011	PLE 81189	PLE 81326
PLE 81013	PLE 81191	PLE 81327
PLE 81017	PLE 81193	PLE 81330
PLE 81018	PLE 81201	PLE 81331
PLE 81019	PLE 81205	PLE 81335
PLE 81021	PLE 81210	PLE 81336
PLE 81023	PLE 81215	PLE 81338
PLE 81024	PLE 81217	PLE 81339
PLE 81030	PLE 81219	PLE 81343
PLE 81031	PLE 81223	PLE 81349

RECORDATION NO 16234 FILED 1425

MAR 13 1989 -11 15 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

(WITHOUT WARRANTY)

For and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, THE CONNECTICUT BANK AND TRUST COMPANY, N.A., not in its individual capacity but solely as trustee (the "Trustee") under a Trust Agreement dated as of December 1, 1979 with General Electric Credit Corporation and J.P. Morgan Interfunding Corp., does hereby sell, assign, transfer and quit claim unto THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY and its successors and assigns, all of its right, title and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Equipment is conveyed "as is" and "where is" and the description of the Equipment set forth in Appendix A hereto is for the sole purpose of identification and is not part of the basis of the bargain. The Trustee make no representations or warranties with respect to the Equipment whatsoever, including, but not limited to, any representation or warranty as to title, merchantability, fitness, design or condition of the Equipment.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 10th day of March, 1989.

THE CONNECTICUT BANK AND TRUST COMPANY, N.A. as trustee

By: _____

Mason M. Lemont

Its: Vice President

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

The foregoing instrument was acknowledged before me this 6TH day of MARCH, 1989 by Mason M. Lemont, a VICE PRESIDENT of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as the free act and deed of said association.

Dawn P. Heintz
Notary Public

[SEAL]

DAWN PICCOLI HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

My commission expires: _____

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