9-167A006

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RECORDATION NO 16386 FILED 1425

June 14, 1989

JUN 16 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

JUN 16 10 44 AM '89
MOTOR OPERATING UNIT

Secretary
Interstate Commerce Commission
Washington, D.C. 20090

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 are two (2) executed copy one true and correct copy of a Bill of Sale dated as of June 14, 1989.

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

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
	4300 cubic foot capacity, 100 ton truck capacity Aluminum/Steel Bethgon Coalporter cars	55	CRL 1169-1223, inclusive

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

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Bethlehem Steel Corporation
Bethlehem, PA 18016

A fee of $ 13.00 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:

Connie Hart Molly Mugan

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated June 14, 1989 covering fifty-five (55) railroad cars, numbered CRL 1169 - 1223, 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
Michael J. Woodring

Enclosure

07LT32/12
61489-1615

Interstate Commerce Commission
Washington, D.C. 20423

6/19/89

OFFICE OF THE SECRETARY

Michael J. Woodring

McCann Garland Ridall & Burke

309 Smithfield St.

Pittsburgh,PA. 15222

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 6/16/89 at 10:50am, and assigned recordation number(s). 16386

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30

Bethlehem Steel Corporation

BETHLEHEM, PA 18016

16386

RECORDATION NO _____ FILED 1425

JUN 16 1989 -10 50 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

BETHLEHEM STEEL CORPORATION, (hereinafter called the "Builder") 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, in full payment for the railroad equipment hereinafter specified, does hereby sell, assign, transfer and set over to Westinghouse Credit Corporation (hereinafter called the "Company"), all right, title and interest of the Builder in the equipment specified in Schedule A attached hereto, all of which equipment has been delivered by the Builder to the Company pursuant to the terms of that certain Agreement (hereinafter called the "Agreement") dated as of April 17, 1989, between the Builder and the Company.

And the Builder hereby warrants to the Company that at the time of delivery of each unit of the equipment to the Company the Builder had legal title to such unit, free from all liens, claims and encumbrances.

IN WITNESS WHEREOF, the Builder has caused this instrument to be signed by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 14th day of June, 1989.

BETHLEHEM STEEL CORPORATION

By G. L. Millenbruch

G. L. Millenbruch
Senior Vice President and
Chief Financial Officer

Attest:

R. J. Masten

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 14th day of June, 1989, before me, personally appeared D. L. Millenbach, to me personally known, who being by me duly sworn, says that he is a Senior Vice President and Chief Financial Officer of Bethlehem Steel Corporation, 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.

Ethel H. Vary
Notary Public

CLAW.SJS23.C545

NOTARIAL SEAL
Ethel H. Vary, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires July 17, 1990

SCHEDULE A TO BILL OF SALE

FROM BETHLEHEM STEEL CORPORATION TO

WESTINGHOUSE CREDIT CORPORATION

Description of Railroad Equipment referred to in the foregoing Bill of Sale:

Number of Units	Description of Equipment	Individual Numbers
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1169-1223, inclusive

CLAW.SJS23.C546