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AREA CODE 412

TELEPHONE 566-1818

16447

RECORDATION NO _____ FILED 1425

JOHN A. McCANN
1891-1972

FACSIMILE:
(412) 566-1817

July 26, 1989

JUL 28 1989 -10 10 AM

9-209A003 INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

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 counterparts of a Bill of Sale dated as of July 26, 1989.

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

<u>DESIGNATION</u>	<u>DESCRIPTION</u>	<u>QUANTITY</u>	<u>CAR NUMBERS</u>
	4300 cubic foot capacity, 100 ton truck capacity Aluminum/Steel Bethgon Coalporter cars	55	CRL 1004, CRL 1333- 1386, 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:

Bill of Sale from Bethlehem Steel Corporation to Westinghouse Credit Corporation dated July 26, 1989 covering

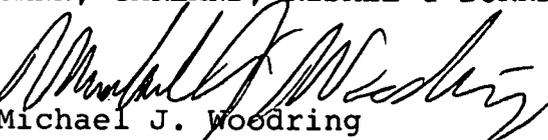
Victoria Burton
Country Club

fifty-five (55) railroad cars, numbered CRL 1004, and CRL 1333-1386, 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

07LT32/66
72689-1741

Interstate Commerce Commission 7/28/89
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Michael J. Woodring
McCann Garland Ridall & Burke
309 Smithfield St Suite 4000
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 7/28/89 , at 10:10am , and assigned recordation number(s). 16447

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

Bethlehem Steel Corporation

BETHLEHEM, PA 18016



RECORDATION NO 16447 FILED 1989

JUL 28 1989 - 10 10 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 26th day of July, 1989.

BETHLEHEM STEEL CORPORATION

By A. M. Weller
A. M. Weller
Vice President and
Treasurer

Attest:

R. J. [Signature]
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF LEHIGH)

On this 26th day of July, 1989, before me, personally appeared A. M. Weller, to me personally known, who being by me duly sworn, says that he is a Vice President and Treasurer 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:

<u>Number of Units</u>	<u>Description of Equipment</u>	<u>Individual Numbers</u>
55	Aluminum/Steel Bethgon Coalporter Cars	CRL 1004 CRL 1333-1386, inclusive