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May 18, 1988

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RECORDATION NO. _____ Filed 1205

MAY 19 1988-3 15 PM

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 is one (1) executed copy one true and correct copy of a Bill of Sale dated as of May 16, 1988.

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>
HT	100 ton, 3418 cubic foot, triple pocket, open top hopper cars. Remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988	79	CN 328500 - 328528 (inclusive) TWRY 10001 - 10003 (inclusive) TWRY 10078 - 10124 (inclusive)

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

BUYER: Bethlehem Steel Corporation
Bethlehem, PA 18016

SELLER: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

A fee of \$ 13- 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:

J. Lee

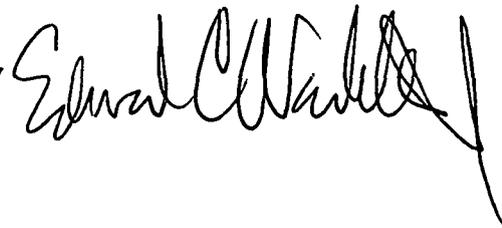
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Bill of Sale from CSX Transportation, Inc. to Bethlehem Steel Corporation dated as of May 16, 1988 covering 79 remanufactured railroad cars, numbered CN 328500 - 328528 (inclusive) TWRY 10001 - 10003 (inclusive) and TWRY 10078 - 10124 (inclusive).

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



Enclosure

10LT9/2

MAY 19 1988-3 15 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that CSX TRANSPORTATION, INC., (hereinafter referred to as "Seller") for and in consideration of the sum of TEN DOLLARS (\$10.00) and other good and valuable consideration paid to it by BETHLEHEM STEEL CORPORATION (hereinafter referred to as "Buyer"), has granted, bargained, sold, conveyed, transferred, assigned and delivered, and by these presents does grant, bargain, sell, convey, transfer, assign and deliver unto Buyer, its successors and assigns, all of its right, title and interest in certain machinery, equipment and other personal property (herein called "the Equipment"), which is described in Schedule "A" annexed hereto and made a part hereof. Seller hereby warrants to Buyer, its successors and assigns that Seller is the successor by merger to and has succeeded to all right, title and interest of The Chesapeake and Ohio Railway Company in the Equipment.

TO HAVE AND TO HOLD all and singular the Equipment by these presents bargained, sold and confirmed unto the Buyer, its successors and assigns, forever.

AND, Seller, for itself, its successors and assigns, does hereby covenant with Buyer that at the time of this sale, Seller had legal title to the Equipment, and at the time of delivery of Equipment to the Buyer, the Seller's title to the Equipment was free and clear of all liens, claims and encumbrances of any nature whatsoever.

THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, AND SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. ALL EQUIPMENT IS SOLD "AS IS, WHERE IS."

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by an authorized officer as of this 16th day of MAY, 1988.

ATTEST:

CSX TRANSPORTATION, INC.

R. J. Hochmuth

By: *Denis J. Voisard*

Name:
Title: *ASSISTANT SECRETARY*

Name: Denis J. Voisard
Title: Assistant Vice President
and Treasurer
Equipment Group

(Corporate Seal)

STATE OF Maryland)
COUNTY OF BALTIMORE) SS.

On this 16th day of MAY, 1988, before me, personally appeared Denis J. Voisard, to me personally known, who being by me duly sworn, says that he is an Assistant Vice President & Treasurer of CSX Transportation, Inc.-Equipment Group, 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.

M. Marlene Winchell
Notary Public

M. MARLENE WINCHELL
BALTO. CO., MD.
My Commission Expires July 1, 1990

Schedule A

Description of Equipment.

Seventy-nine (79) 100-ton, 3418 cubic foot, triple pocket, open top hopper cars, remanufactured (Rule 88) by Bethlehem Steel Freight Car Division, 1988, as further described below:

NEW REPORTING MARK #	NEW CAR NUMB.	OLD ROAD NUMBER	CSX INVOICE NUM.
TWRY	10078	87009	2F40695
CN	328506	87011	2F45877
CN	328521	87032	M. B. 100
TWRY	10103	87034	2F40695
CN	328507	87051	2F50311
CN	328500	87052	2F50311
TWRY	10090	87055	2F40695
TWRY	10102	87056	2F50311
TWRY	10109	87074	2F50311
TWRY	10120	87078	2F45877
TWRY	10124	87089	2F50311
CN	328526	87110	2F50311
TWRY	10084	87116	M. B. 100
TWRY	10098	87145	2F50311
TWRY	10107	87164	2F45877
TWRY	10097	87202	2F50311
TWRY	10122	87209	2F45877
TWRY	10083	87229	2F45877
TWRY	10086	87243	M. B. 100
CN	328518	87245	2F45877
CN	328514	87273	2F50311
TWRY	10092	87335	2F45877
CN	328502	87336	2F45877
TWRY	10095	87349	2F45877
CN	328515	87391	2F45877
TWRY	10003	87392	2F45877
TWRY	10123	87418	2F45877
CN	328525	87424	M. B. 100
CN	328512	87442	2F50311
TWRY	10114	87446	2F50311
TWRY	10105	87460	2F45877
TWRY	10081	87464	2F45877
CN	328524	87478	M. B. 100
TWRY	10117	87518	2F50311
TWRY	10106	87519	2F40695
TWRY	10094	87520	2F45877
TWRY	10121	87541	2F45877
TWRY	10099	87546	2F45877
TWRY	10002	87558	2F45877
CN	328510	87584	M. B. 100
CN	328501	87587	M. B. 100
CN	328503	87598	2F50311
CN	328508	87620	2F50311
TWRY	10096	87642	2F50311
CN	328516	87649	2F45877
TWRY	10082	87655	2F40695
TWRY	10085	87666	2F45877
TWRY	10116	87688	2F45877
TWRY	10082	87689	2F45877

NEW REPORTING MARK #	NEW CAR NUME.	OLD ROAD NUMBER	CSX INVOICE NUM.
TWRX	10093	87696	2F40695
TWRX	10101	87698	M. S. 100
CN	328520	87703	2F45877
CN	328504	87712	2F50311
TWRX	10100	87713	2F45877
TWRX	10001	87717	2F45877
TWRX	10087	87720	2F45877
TWRX	10115	87736	2F50311
TWRX	10119	87750	2F50311
CN	328522	87753	M. S. 100
TWRX	10112	87772	2F45877
TWRX	10079	87777	2F40695
CN	328527	87812	2F50311
TWRX	10113	87817	M. S. 100
CN	328528	87833	2F45877
TWRX	10111	87837	2F45877
TWRX	10108	87860	2F45877
CN	328505	87877	2F50311
CN	328517	87880	2F50311
CN	328513	87891	2F45877
CN	328511	87900	M. S. 100
TWRX	10118	87910	2F50311
CN	328519	87914	M. S. 100
TWRX	10089	87930	2F40695
TWRX	10110	87942	2F45877
TWRX	10104	87963	2F40695
TWRX	10080	87965	2F45877
CN	328523	87978	M. S. 100
TWRX	10091	87993	2F50311
CN	328509	87994	2F45877

