

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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NEW YORK, NEW YORK 10017-2470  
212-949-7075

TWX NUMBER  
910-221-1154

TELECOPIER  
312-750-8600

1090 VERMONT AVENUE, N.W.  
WASHINGTON, D.C. 20005-4905  
202-371-2200

SUSAN G. LICHTENFELD

June 9, 1988

1 5686  
RECORDATION NO. \_\_\_\_\_ FILED 1988

JUN 10 1988-3 20 PM

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

Ms. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, D.C. 20423

No. 8-162A084  
Date JUN 10 1988  
Fee \$ 13.00  
ICC 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 original executed copy and three photostatic copies of a Bill of Sale, dated as of April 1, 1988, a primary document as defined in 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, CT 06115-1600

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

JUN 10 3 26 PM '88  
MOTOR CARRIER UNIT  
TH

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 and two stamped photostatic copies of the enclosed document 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 April 1, 1988 from The  
Connecticut Bank and Trust Company, Seller, to The  
Pittsburgh and Lake Erie Railroad Company, Purchaser,  
covering 125 100-ton gondolas.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:tk  
Enclosure

cc: Gordon E. Neuenschwander  
G. Edward Yurcon  
Donald W. LaPorte  
Robert W. Kleinman  
Michael M. Hopkins  
David Lidstone  
Paul A. Lechner

**Interstate Commerce Commission**  
Washington, D.C. 20423

6/15/88

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601- 7567

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 6/10/88 at 3:30pm, and assigned recordation number(s) . 15686, 14696-M, 11854-I

Sincerely yours,

*Narta R. McGee*

Secretary

Enclosure(s)

JUN 10 1988 - 3 30 PM

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 May 15, 1980 with General Electric Credit Corporation, 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").

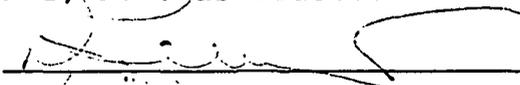
The Equipment is conveyed "as is" and "where is" and the description of the Equipment set forth in Appendix A hereto is for the sole purpose of identification and is not part of the basis of the bargain. The Trustee makes no representations or warranties with respect to the Equipment whatsoever, including, 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 1st day of April, 1988.

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

By

Its

  
\_\_\_\_\_  
Vice President

STATE OF CONNECTICUT     )  
  )  
COUNTY OF HARTFORD     )

The foregoing instrument was acknowledged before me  
this 12th of April, 1988 by Mason M. Lemont, Vice President of  
THE CONNECTICUT BANK AND TRUST COMPANY, N.A., as the free act and  
deed of said association.

Susan D. Atkinson  
Notary Public

[SEAL]

SUSAN D. ATKINSON  
NOTARY PUBLIC

My commission expires: MY COMMISSION EXPIRES MARCH 31, 1992

APPENDIX A

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