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SUSAN G. LICHTENFELD

1 5799 August 31, 1988

RECORDATION NO. _____ FILED 1988

FEDERAL EXPRESS SEP 1 1988-3 40 PM

No. 8-245A034

Date SEP 1 1988

Fee \$ 13.00

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

100 OFFICE OF THE SECRETARY
SEP 1 9 33 PM '88
MOTOR OPERATING UNIT

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 113034(a) are on original executed copy and three photostatic copies of a Bill of Sale, dated as of August 1, 1988, 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, CT 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 and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan 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 August 1, 1988 from The Connecticut Bank and Trust Company, Seller to The Pittsburgh and Lake Erie Railroad Company, Purchaser, covering six heavy duty flat cars.

Very truly yours,


Susan G. Lichtenfeld

SGL:tk
Enclosure

cc: Gordon E. Neuenschwander
G. Edward Yurcon
C.R. Holley
Jim Lenart
John Lafferty
Robert W. Kleinman
Michael M. Hopkins
Bruce Rider

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

9/1/88

Susan G. Lichtenfeld, Esq.
Ross & Hardies
150 North Michigan Ave.
Chicago, IL 60601

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/88 at 3:40PM, and assigned recordation number(s) 15799 Lead & 13441-I, 12317-II, 14696-V

Sincerely yours,

Narta R. McEuen

Secretary

Enclosure(s)

APPENDIX A

HEAVY DUTY FLAT CARS

PLE 960

PLE 962

PLE 978

PLE 979

PLE 980.

BILL OF SALE

SEP 1 1988-3 40 PM

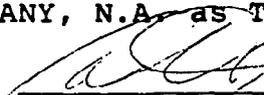
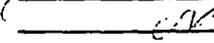
(WITHOUT WARRANTY) INTERSTATE COMMERCE COMMISSION

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 January 1, 1982 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 August, 1988.

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

By: 
Its: 

STATE OF CONNECTICUT)
)
COUNTY OF HARTFORD)

The foregoing instrument was acknowledged before me
this 10th day of August 1988 by Don Smith, a Vice President
of THE CONNECTICUT BANK AND TRUST COMPANY, N.A., the free act and
deed of said association.

Maryanne C. Young
Notary Public
MARYANNE C. YOUNG
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992

[SEAL]

My commission expires:

APPENDIX A

HEAVY DUTY FLAT CARS

PLE 960

PLE 962

PLE 978

PLE 979

PLE 980