

#39  
New Number  
- A  
- B

1 5843  
RECORDATION NO. \_\_\_\_\_ FINE 1250

OCT 3 1988 1 05 PM

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C. 1 5843

20006-2973

INTERSTATE COMMERCE COMMISSION

OF COUNSEL  
JESS LARSON  
JOHN MINGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

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INTERSTATE COMMERCE COMMISSION

TELEX  
#0367 A AND A

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
GEORGE JOHN KETO\*  
MILTON C. GRACE\*  
JAMES C. MARTIN, JR.\*

\*NOT A MEMBER OF D.C. BAR  
\*ALSO ADMITTED IN NEW YORK  
\*ALSO ADMITTED IN MARYLAND

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INTERSTATE COMMERCE COMMISSION

October 3, 1988

8 277A070

Ms. Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. <sup>3</sup>  
Date OCT 01 1988  
Fee \$ 39.00

Dear Ms. McGee:

ICC Washington, D.C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and copy of the following documents:

Primary Documents - (1) Bill of Sale dated as of <sup>New No.</sup> December 18, 1986; and Conditional Sale Agreement - A dated as of December 18, 1986.

Secondary Document - Agreement and Assignment dated - B as of December 19, 1986.

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

Vendor/  
Assignor: Emons Industries, Inc.  
1 West Market Street  
York, Pennsylvania 17401

Vendee: The Maryland and Pennsylvania Railroad Company  
1 West Market Street  
York, Pennsylvania 17401

Assignee: The Chase Manhattan Bank, N.A.  
One Chase Manhattan Plaza  
New York, New York 10081

MOTOR OPERATING UNIT  
OCT 3 12 57 PM '88  
100-251-100-00

*C. T. Kappler*

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
October 3, 1988  
Page Two

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

Three (3) locomotives bearing MPA marks and numbers 82, 84 and 86, which are subject to a perfected security interest in favor of The Chase Manhattan Bank, N.A. granted by Emons Industries, Inc. under the terms of a Chattel Mortgage, Assignment and Security Agreement dated as of March 23, 1981 (Recordation Number 13015, recorded on March 27, 1981).

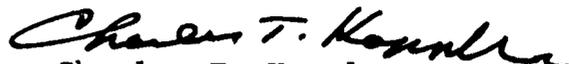
Also enclosed is a check in the amount of \$39 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed primary documents and the secondary document to appear in the Commission's Index is:

Bill of Sale and Conditional Sale Agreement, both dated December 18, 1986, between Emons Industries, Inc. and The Maryland and Pennsylvania Railroad Company; and Conditional Sale Agreement dated as of December 19, 1986 between Emons Industries, Inc. and The Chase Manhattan Bank, N.A., covering three locomotives marked MPA 82, 84 and 86, subject to security interest under Recordation Number 13015).

Very truly yours,

  
Charles T. Kappler

Enclosures

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

10/3/88

OFFICE OF THE SECRETARY

Charles T. Kappler  
Alvord & Alvord  
918 16th St. N.W.  
Washington, D.C. 20006

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 10/3/88 at 1:05pm, and assigned recordation number(s). 15843, 15843-A, 15843-B

Sincerely yours,

*Nareta R. McEwen*

Secretary

Enclosure(s)

1 5843

RECORDATION NO. \_\_\_\_\_ FILE NO.

OCT 2 1986 - 1 03 PM

**INTERSTATE COMMERCE COMMISSION**

BILL OF SALE

The undersigned, EMONS INDUSTRIES, INC. (the "Seller"), in consideration of the sum of one dollar and other good and valuable consideration, the receipt of which is hereby acknowledged, does as of the 18th day of December, 1986, grant, convey, transfer, bargain and sell, deliver and set over all of its right, title and interest in and to the property described below (the "Property") unto THE MARYLAND & PENNSYLVANIA RAILROAD COMPANY (the "Buyer") and its successors and assigns forever:

Locomotives numbered 82, 84 and 86.

subject to the existing lien in favor of The Chase Manhattan Bank, N.A. granted by a Chattel Mortgage, Assignment and Security Agreement filed with the Interstate Commerce Commission on March 27, 1981 (Recordation No. 13015).

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed by its duly authorized officer as of the 18th day of December, 1986.

EMONS INDUSTRIES, INC.

By: \_\_\_\_\_

*Robert Grossman*  
President

[Corporate Seal]

Attest:

*James W. White*  
Secretary

