



100 North Charles Street
Baltimore, MD 21201
(301) 237-4613

CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

John W. Humes, Jr.
Senior Counsel

December 13, 1988

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

DEC 16 1988 12-1 5 PM
No. 8-351A106
Date DEC 16 1988
Fee \$ 13.00
RECORDATION NO. 1 6091
1425

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. §11301(a) are one executed original and three photostatic copies of a Bill of Sale, dated as of December 2, 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 Pittsburgh and Lake Erie Railroad Company
Commerce Court
4 Station Square
Pittsburgh, PA 15219

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

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 original and three stamped photostatic copies of the enclosed document to John W. Humes, Jr., Law Department B11A, CSX Transportation, Inc., 100 North Charles Street, Baltimore, MD 21201.

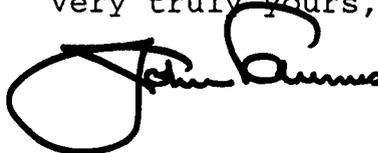
Following is a short summary of the enclosed document:

Ms. Noreta R. McGee, Secretary
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Document to be Recorded

Bill of Sale dated December 2, 1988 from The Pittsburgh and Lake Erie Railroad Company, Seller, to CSX Transportation, Inc., Purchaser, covering 42 coil cars.

Very truly yours,

A handwritten signature in black ink, appearing to read "John R. Quinn". The signature is written in a cursive style with a large, prominent initial "Q" that loops back under the rest of the name.

JWH/lws

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/16/88

John W. Eumes, Jr.
Law Dept. B11A
CSX Transportation, Inc
100 North Charles Street
Baltimore, MD 21201

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 12/16/88 at 12:15PM, and assigned rec-
ordation number(s). 16091

Sincerely yours,

Narta L. McEwen

Secretary

Enclosure(s)

DEC 16 1988 12:15 PM
1 6091

BILL OF SALE Form 1425

THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY, a Delaware Corporation ("Seller"), for \$10.00 and other good and valuable consideration paid by CSX Transportation, Inc., a Virginia corporation ("Buyer"), the receipt and the sufficiency of which are hereby acknowledged by Seller, does hereby grant, bargain, sell and deliver to Buyer, its successors and assigns, all of Seller's right, title and interest in and to the units of rolling stock described in Appendix A hereto, together with all parts, appurtenances and other equipment or property attached to said units of rolling stock (the "Equipment").

Seller hereby warrants that Seller is the owner and holder of, and has full legal and beneficial title to, the Equipment, and hereby transfers to Buyer all of Seller's right, title and interest in and to the Equipment, free and clear of all liens, charges and encumbrances, howsoever created.

Seller, its successors and assigns, covenant and agree to warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all persons whomsoever and hereby agree to indemnify Buyer and all parties claiming through it against, and to hold Buyer and such persons harmless from, any and all liabilities, claims, suits, actions, demands, debts or obligations of every nature or kind resulting from the claim of any party or parties in any way arising from title to the Equipment on or prior to the date hereof.

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.

TO HAVE AND TO HOLD the Equipment unto Buyer, its successors and assigns, for its and their own use, forever.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on its behalf by a duly authorized officer thereof this 2nd day of December, 1988.

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By: Gordon E. Neuenschwander
Gordon E. Neuenschwander
President

APPENDIX A

42 Coil Gondolas

<u>Old P&LE Nos.</u>	<u>New CSXT Nos.</u>	<u>Old P&LE Nos.</u>	<u>New CSXT Nos.</u>
42300	499240	42381	499261
42303	499241	42383	499262
42309	499242	42388	499263
42310	499243	42392	499264
42311	499244	42393	499265
42321	499245	42397	499266
42323	499246	42402	499267
42324	499247	42406	499268
42326	499248	42408	499269
42333	499249	42417	499270
42334	499250	42418	499271
42338	499251	42421	499272
42341	499252	42424	499273
42343	499253	42425	499274
42348	499254	42427	499275
42349	499255	42428	499276
42352	499256	42433	499277
42363	499257	42434	499278
42365	499258	42436	499279
42369	499259	42437	499280
42377	499260	42440	499281