

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

575 FIFTH AVENUE
NEW YORK, NEW YORK 10017-2470
212-949-7075

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

1 5522
RECORDATION NO. _____ Filed 1425

SUSAN G. LICHTENFELD

MAR 7 1988 12:30 PM March 4, 1988

INTERSTATE COMMERCE COMMISSION

No. 8-067A05
MAR 7 1988

Date.....

Fee \$10.00.....

ICC Washington, D.C.

MOTOR CARRIER UNIT

MAR 7 12 08 PM '88

100 OFFICE OF THE SECRETARY

Federal Express

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
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 executed copy and three photostatic copies of a Bill of Sale, dated as of February 23, 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, Connecticut 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 \$10.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped photostatic copies of the

Ms. Noreta McGee
March 4, 1988
Page 2

enclosed document in the envelope provided 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 February 23, 1988
from The Connecticut Bank and Trust Company,
Seller, to The Pittsburgh and Lake Erie
Railroad Company, Purchaser, covering 200 coal
hopper cars.

Very truly yours,


Susan G. Lichtenfeld

SGL:tk
Enclosure

cc: Robert Kleinman
Michael Hopkins
David Lidstone

Interstate Commerce Commission

Washington, D.C. 20423

3/8/88

OFFICE OF THE SECRETARY

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

Dear Ms. Lichtenfeld

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/7/88 at 12:30pm, and assigned recordation number(s). 15522

Sincerely yours,



Secretary

Enclosure(s)

MAR 7 1988 - 12:20 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

(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 December 1, 1979 with General Electric Credit Corporation and J.P. Morgan Interfunding Corp., 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 23 day of February, 1988.

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

By [Signature]

Its [Signature]

Appendix A

Chessie Cars

80500*	80703	80901	81104
80507	80704	80902	81105
80510	80705	80908	81107
80511	80711	80911	81112
80514	80715	80913	81113
80518	80722	80914	81119
80523	80725	80915	81120
80527	80726	80920	81125
80532	80736	80925	81126
80533	80739	80931	81128
80534	80741	80944	81129
80538	80749	80945	81132
80539	80758	80952	81138
80540	80761	80958	81142
80541	80764	80966	81151
80543	80768	80967	81154
80548	80771	80973	81155
80550	80773	80978	81157
80552	80784	80990	81160
80553	80786	80991	81161
80556	80789	80993	81163
80559	80790	80994	81166
80561	80800	80996	81176
80564	80803	80997	81181
80565	80807	81001	81182
80566	80810	81009	81185
80567	80813	81012	81190
80570	80815	81014	81192
80579	80816	81016	81196
80592	80818	81026	81197
80600	80823	81029	81199
80606	80826	81033	81202
80621	80829	81034	81203
80625	80834	81038	81207
80627	80835	81039	81209
80628	80848	81041	81211
80637	80852	81043	81214
80638	80854	81047	81216
80642	80858	81051	81220
80644	80863	81052	81222
80645	80864	81058	81225
80646	80867	81063	81227
80657	80869	81068	81229
80666	80875	81075	81232
80669	80876	81078	81235
80678	80881	81080	81243
80679	80884	81081	81257
80680	80886	81083	81261
80692	80888	81091	81263
80699	80890	81098	81266

*all PLE prefixes