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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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202/639-6010

November 13, 1995

JOHN H. BROADLEY

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19705  
1995

RECORDED  
INDEXED  
NOV 15 1995

BY HAND

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th & Constitution Avenue NW  
Washington, D.C. 20423

1995

Re: Recordation of Bill of Sale and Equipment Lien

Dear Mr. Williams:

I have enclosed an original and two copies of the primary documents described below to be recorded pursuant to Section 11303 of Title 49 of the United States Code. As an attorney for Maine Central Railroad Company, one of the parties to the transactions described herein, I have knowledge of the matters set forth in this letter.

1. The first document is a Sales Order (Bill of Sale), a primary document, dated October 27, 1995.

The names and addresses of the parties to the Sales Order (Bill of Sale) are:

Seller: CONSOLIDATED RAIL CORPORATION  
Two Commerce Square  
2001 Market Street  
Philadelphia, PA 19101-1417

Buyer: MAINE CENTRAL RAILROAD COMPANY  
Iron Horse Park  
North Billerica, MA 01862

A description of the equipment covered by the Sales Order is as follows:

*Countryants - Mwa hink*

Mr. Vernon A. Williams  
November 13, 1995  
Page 2

Thirty-five (35) GP-40 Diesel Electric locomotives bearing Conrail identification numbers as follows: CR 3001 - 3004, CR 3007, CR 3050, CR 3052, CR 3171, CR 3179, CR 3188, CR 3194, CR 3195, CR 3201 - 3203, CR 3208, CR 3209, CR 3210, CR 3212 - 3215, CR 3219, CR 3221, CR 3224, CR 3226, CR 3260, CR 3261, CR 3264, CR 3266 - 3271.

A short summary of the document to appear in the index follows:

A Sale Order (Bill of Sale) executed by Consolidated Rail Corporation and dated October 27, 1995 conveying all of Seller's right title and interest in the 35 locomotives identified on Schedule A to the Sales Order (Bill of Sale) to MAINE CENTRAL RAILROAD COMPANY, a Maine corporation.

2. The second document is titled AGREEMENT, is dated November 13, 1995, and is a primary document providing, inter alia, for the grant of security interests in locomotives.

The names and addresses of the parties to the AGREEMENT are as follows:

Securing Parties: MAINE CENTRAL RAILROAD COMPANY  
Iron Horse Park  
North Billerica, MA 01862

GUILFORD TRANSPORTATION INDUSTRIES, INC.  
402 Amherst Street  
Suite 300  
Nashua, NH 03063  
(Guarantor)

SPRINGFIELD TERMINAL RAILWAY COMPANY,  
and BOSTON AND MAINE CORPORATION  
Iron Horse Park  
North Billerica, MA 01862  
(Guarantors)

Secured Party: FIRST NH BANK  
Portsmouth Office  
134 Pleasant Street  
Portsmouth, NH 03801

Mr. Vernon A. Williams  
November 13, 1995  
Page 3

A description of the equipment covered by the AGREEMENT is as follows:

Thirty-five (35) GP-40 Diesel Electric locomotives bearing Conrail identification numbers as follows: CR 3001 - 3004, CR 3007, CR 3050, CR 3052, CR 3171, CR 3179, CR 3188, CR 3194, CR 3195, CR 3201 - 3203, CR 3208, CR 3209, CR 3210, CR 3212 - 3215, CR 3219, CR 3221, CR 3224, CR 3226, CR 3260, CR 3261, CR 3264, CR 3266 - 3271.

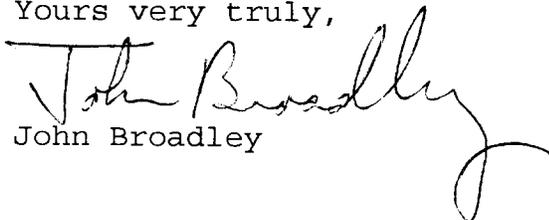
A short summary of the AGREEMENT to appear in the index follows:

Agreement between Maine Central Railroad Company (owner of the locomotives and grantor of the security interest) and Springfield Terminal Railway Company, Boston and Maine Corporation, and Guilford Transportation Industries, Inc. as related parties, and First NH Bank as grantee (secured party) dated November 13, 1995 granting to First NH Bank a security interest in 35 locomotives identified on Schedule A.

A fee of \$42.00 is enclosed for recording both documents. Please return the original and any extra copies of the documents not needed by the Commission for recordation to:

John R. Nadolny  
General Counsel  
Maine Central Railroad Company  
Iron Horse Park  
North Billerica, MA 01862

Yours very truly,

  
John Broadley

Enclosures

CERTIFICATION

I am an attorney for Maine Central Railroad Company, a party to the transactions represented by the following primary documents being recorded today: (1) Sales Order (Bill of Sale) dated October 27, 1995, and (2) Agreement dated as of November 14, 1995. I have compared the copies with the original of each and found the copies to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

John Broadley  
John Broadley  
JENNER & BLOCK

November 13, 1995  
Date

Subscribed and sworn to  
before me this 13th day of  
November 1995

Harvey L. Crockett  
Notary Public

My Commission Expires: 8/31/97



Interstate Commerce Commission  
Washington, D.C. 20423-0001

11/13/95

Office Of The Secretary

John H. Broadley  
Jenner & Block  
601 Thirteenth Street, NW  
Twelfth Floor  
Washington, DC., 20005

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 11/13/95 at 4:30PM, and assigned recordation number(s). 19705, 19706.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

CONSOLIDATED RAIL CORPORATION  
TWO COMMERCE SQUARE  
PHILADELPHIA, PA 19101-1407

date 10-27-95
sales order no. 5-00-5110

SOLD TO:

MAINE CENTRAL RAILROAD COMPANY  
IRON HORSE PARK  
NORTH BILLERICA, MA 01962

19705  
1995

Following material will be shipped as shown in accordance with purchaser's order number:

quantity		description of material	price
number	unit		
35	EA	SECOND HAND, GP-40 LOCOMOTIVES, IN "AS-IS" CONDITION AS FURTHER DESCRIBED ON ATTACHMENT "A"  SHIP TO: MAINE CENTRAL RAILROAD COMPANY DOVER, NEW HAMPSHIRE CR-BARBERS, MA-B&M DELIVERY	AS SHOWN ON ATTACHMENT "B"

to be shipped by:  
F. W. WILSON, G.M. FLEET OPERATIONS  
ROOM 15C, TWO COMMERCE SQUARE  
PHILADELPHIA, PA

terms of payment:  
  
REMIT PER TERMS AS LISTED  
ON ATTACHMENT "B"

FROM:  
CONRAIL SYSTEM

F.O.B. CONSOLIDATED RAIL CORP:  
BARBERS, MA

FREIGHT TERMS: FREE ON CONRAIL, COLLECT FROM PURCHASER BEYOND CONRAIL

SHIPPER DESIGNATED ABOVE IS RESPONSIBLE TO PREPARE AND FORWARD MP 301 IMMEDIATELY AFTER CAR IS SHIPPED AND/OR REMOVED FROM THE PREMISES. COPY TO BE FORWARDED TO: R. HOOVER, RM 15C, TWO COMMERCE SQUARE, PHILA., PA.

cc: I. ZLATKIN-25A R. HOOVER C-15C

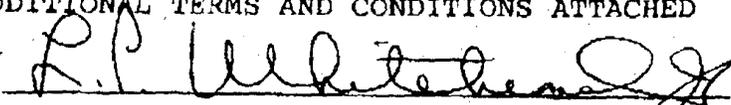
TO THE PURCHASER:

"THIS IS YOUR COPY OF THE ORDER ISSUED FOR THE SALE TO YOU OF THE MATERIAL DESCRIBED ABOVE. UNLESS PREVIOUSLY CONFIRMED BY FORM PUR 11, THIS SALE IS SUBJECT TO FINAL AVAILABILITY."

CORRESPONDENCE CONCERNING THIS ORDER AND SHIPMENTS OR BILLING IN CONNECTION THEREWITH SHOULD BE DIRECTED TO SALES MANAGER-INVESTMENT RECOVERY

THE PURCHASER UNDERSTANDS AND AGREES THAT THE SALE OF THE MATERIAL OR EQUIPMENT DESCRIBED ABOVE IS SUBJECT TO THE TERMS AND CONDITIONS ON THE REVERSE SIDE HEREOF.

ADDITIONAL TERMS AND CONDITIONS ATTACHED  YES  NO

BY   
SALES MANAGER

RAIL



SALES ORDER  
5-00-5110  
ATTACHMENT "A"

CR 3001	CR 3210
CR 3002	CR 3212
CR 3003	CR 3213
CR 3004	CR 3214
CR 3007	CR 3215
CR 3050	CR 3219
CR 3052	CR 3221
CR 3171	CR 3224
CR 3179	CR 3226
CR 3188	CR 3260
CR 3194	CR 3261
CR 3195	CR 3264
CR 3201	CR 3266
CR 3202	CR 3267
CR 3203	CR 3268
CR 3208	CR 3269
CR 3209	CR 3270
CR 3271	