

# WEINER, BRODSKY, SIDMAN & KIDER

ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

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January 25, 1994

\* NOT ADMITTED IN D.C.

BY HAND DELIVERY

Hon. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Room 2215  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

RECORDATION NO. 13106A FILED 1425

JAN 26 1994 -10 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed an original and six copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a full release and satisfaction and bill of sale by CSX Transportation, Inc. releasing the equipment described below from the Conditional Sale Agreement dated March 1, 1981, between The Chesapeake and Ohio Railway Company, predecessor to CSX Transportation, Inc. and Chicago South Shore and South Bend Railroad, predecessor to Chicago SouthShore & South Bend Railroad Co.

The primary document to which this filing is connected was recorded under Recordation No. 13106.

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

Vendor: The Chesapeake and Ohio Railway Company  
(CSX Transportation, Inc.)  
500 Water Street  
Jacksonville, Florida 33202

Borrower: Chicago SouthShore & South Bend Railroad  
505 North Carroll Avenue  
Michigan City, Indiana 46360

A description of the equipment covered by the document follows:

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

<u>Locomotive Numbers</u>	<u>Previous Owner</u>	<u>Present Owner</u>	<u>Type</u>
2000- 2009, inclusive	C&O	Chicago SouthShore & South Bend Railroad Company	GP38-2

A fee of \$18.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Jo A. DeRoche  
Weiner, Brodsky, Sidman & Kider, P.C.  
1350 New York Avenue, N.W.  
Suite 800  
Washington, D.C. 20005

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

Release of Conditional Sale Agreement dated March 1, 1981, Recordation Number 13106, dated May 19, 1981, covering ten GP38-2 locomotives marked CSS 2000-2009.

Also attached is an affidavit executed by the attorney-in-fact for Chicago SouthShore and South Bend Railroad and appropriately notarized declaring that any copies transmitted herewith have been compared to the original and have been found to be complete and identical in all respects to the original document.

Very truly yours,

Chicago SouthShore &  
South Bend Railroad Company

By: Jo A. DeRoche  
Jo A. DeRoche

Its Attorney and Agent in Fact

Enclosures

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FULL RELEASE AND SATISFACTION  
AND  
BILL OF SALE

RECORDATION NO. 13106-A FILED 1425  
JAN 26 1994 - 10 05 AM  
INTERSTATE COMMERCE COMMISSION

**KNOW ALL MEN BY THESE PRESENTS** that CSX TRANSPORTATION, INC., as the successor by merger to The Chesapeake and Ohio Railway Company (the "Vendor"), pursuant to that certain Conditional Sale Agreement dated as of March 1, 1981 between Vendor and CHICAGO SOUTHSORE & SOUTH BEND RAILROAD CO., as the successor to Chicago South Shore and South Bend Railroad (the "Railroad"), and pursuant to that certain Release Agreement dated of even date herewith, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby sell, transfer, assign, convey, set over, release and quitclaim unto Railroad all of Vendor's rights, title and interest in and to the Equipment listed in Schedule A attached hereto.

**AND**, for the consideration aforesaid, Vendor has covenanted, and by this Bill of Sale does covenant, with Railroad, its successors and assigns, that Vendor and its successors and assigns will, upon Railroad's written request and at Railroad's sole cost and expense, do, execute and deliver, or will cause to be done, executed and delivered, all such further reasonable acts, transfers, assignments, conveyances, powers of attorney and assurances, for the better assuring, conveying and confirming unto Railroad all and singular Vendor's entire rights, title and interest in and to the Equipment.

**AND FURTHER**, Vendor represents and warrants to Railroad that Vendor is the sole owner of the Equipment and that the Equipment is transferred to Railroad free and clear of all liens, claims, encumbrances or rights of any kind, which liens, claims, encumbrances or rights of any kind may be asserted by, against or through Vendor. Vendor gives no other warranties with respect to the Equipment, it being understood that this conveyance is **AS IS, WHERE IS AND WITH ALL FAULTS**.

This Bill of Sale and the *representations, warranties, covenants and agreements* herein contained shall inure to the benefit of Railroad, its legal representatives, successors and assigns, and shall be binding upon Vendor, its legal representatives, successors and assigns.

IN WITNESS WHEREOF, Vendor has caused these presents to be executed and delivered by its duly authorized officer this 20th day of January, 1994.

CSX TRANSPORTATION, INC.

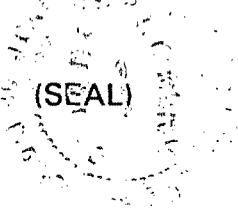
By: A. B. M. [Signature]

Title: President

ACKNOWLEDGEMENT

STATE OF Florida )  
 ) SS:  
COUNTY OF Duval )

On this 12<sup>TH</sup> day of January, 1994, before me personally appeared A.B. Aftora to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of CSX Transportation, Inc. (as successor by merger to The Chesapeake and Ohio Railway Company), that (s)he has executed the foregoing Full Release and Satisfaction and Bill of Sale on behalf of said corporation and by the authority of its Board of Directors, and (s)he acknowledges that the execution of said instrument was the free act and deed of said corporation.



Howard Michael Lee  
Notary Public

My Commission Expires: July 28, 1995

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234

**SCHEDULE A**

**THE EQUIPMENT**

<u>Quantity</u>	<u>Type</u>	<u>Road Numbers</u>
Ten (10)	2000 H.P. Model GP38-2 Locomotives	Chicago SouthShore & South Bend Railroad Road Numbers 2000-2009, Inclusive