

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON
ATTORNEYS AT LAW

815 CONNECTICUT AVENUE, N.W.
WASHINGTON, DC 20006-4004
(202) 463-2400
FAX (202) 828-5393

ONE CENTURY PLAZA - SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CA 90067-3063
(310) 277-7200
FAX (310) 201-5219

787 THIRD AVENUE
NEW YORK, NY 10017-2013
(212) 715-9000
FAX (212) 752-3118

101 CALIFORNIA STREET - SUITE 2900
SAN FRANCISCO, CA 94111-5858
(415) 397-2823
FAX (415) 397-8549

770 L STREET - SUITE 1150
SACRAMENTO, CA 95814-3325
(916) 446-3970
FAX (916) 446-4214

55 EAST MONROE STREET - SUITE 4200
CHICAGO, ILLINOIS 60603-5803
(312) 346-8000
FAX (312) 269-8869

WRITER'S DIRECT DIAL

(312) _____

INTERNATIONAL

AVENUE LOUISE 500, BOÎTE 8
1050 BRUSSELS, BELGIUM
TELEPHONE (32) (2) 647.60.25
FAX (32) (2) 840.70.71

AFFILIATE FIRMS

MATHEWS, DINSDALE & CLARK
TORONTO, CANADA

MATRAY, MATRAY & HALLET
BRUSSELS AND LIEGE, BELGIUM
COLOGNE, GERMANY

3-132A024

May 4, 1993

VIA CERTIFIED MAIL,
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Room 2303
Washington, DC 20423

Attention: Mrs. Mildred Lee - DOCUMENTS FOR RECORDATION
Recordation No. 17491

Dear Mrs. Lee:

I am an attorney representing a party to the enclosed documents. I have enclosed six (6) original copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto.

The enclosed document is a Partial Release and Quitclaim Bill of Sale, a secondary document, dated April 29, 1993.

The primary document to which the document is connected is recorded under Recordation No. 17491.

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

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York

Lessee: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

RECORDATION NO. 17491 FILED 1425

MAY 12 1993 3-20 PM

INTERSTATE COMMERCE COMMISSION

MAY 12 3 25 PM '93
MOTOR OPERATING UNIT

May 4, 1993

A description of the equipment covered by the foregoing documents follows:

115 3870 cubic foot 100 ton aluminum rapid discharge hopper cars having the following marks numbers: CTRN 400001 through 400115 (inclusive), and formerly bearing marks and numbers in series MCHX 30815 through 31044, as listed in the document.

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation and the enclosed copy of this letter, each stamped with your recordation number to Stacy Powell-Bennett, Esq., Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

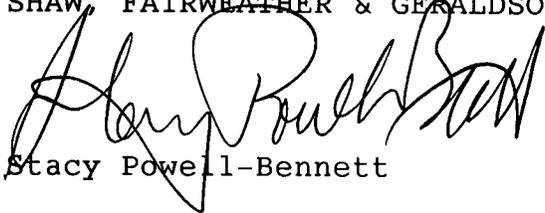
A short summary of the documents to appear in the index follows:

1. Partial Release and Quitclaim Bill of Sale by Bethlehem Steel Corporation, Bethlehem, Pennsylvania and The CIT Group/Equipment Financing, Inc., New York, New York, dated as of April 29, 1993, and covering 115 rapid discharge hopper cars in series MCHX 30815-31044.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Stacy Powell-Bennett

SPB/cjp
1149P

Enclosures

cc: Richard Demarest Yant
Paul Lechner
Timothy White
Stephen Selden

Interstate Commerce Commission
Washington, D.C. 20423

.5/13/93

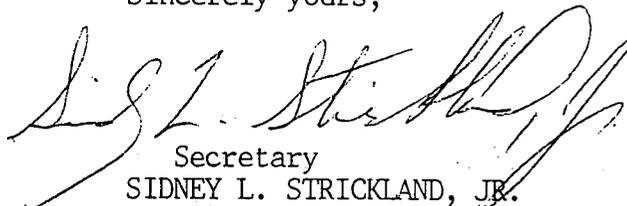
OFFICE OF THE SECRETARY

Stacy Powell Bennett
Seyfarth Shaw Fairweather & Geraldson
55 east Monroe St. Suite 4200
Chicago, Illinois 60603

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 **5/12/93** at **3:20pm**, and assigned
recordation number(s). **17491-E**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/1/93

PARTIAL RELEASE AND QUITCLAIM MAY 12 1993 3:20 PM
BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THIS PARTIAL RELEASE AND QUITCLAIM BILL OF SALE is executed as of the 29th day of April, 1993, by Bethlehem Steel Corporation, a Delaware corporation ("Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor").

RECITALS

A. Lessor and Lessee are parties to the Railcar Lease Agreement dated as of July 31, 1991, which was filed with the Interstate Commerce Commission on August 23, 1991, under Recordation No. 17491, and which has been subsequently supplemented and amended (as supplemented and amended, the "Lease").

B. The parties desire to evidence the termination and release of their respective interests under the Lease with respect to those units of equipment described on Schedule 1 attached hereto and made a part hereof (collectively, the "Released Units").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Release and Quitclaim. Lessee hereby releases and quitclaims unto Lessor all of its right, title and interest in and to the Released Units, including such interest as may be represented under the Lease.

2. Release by Lessor. Lessor hereby releases Lessee from all of its obligations under the Lease with respect to the Released Units arising from and after the date hereof.

3. Termination. Lessor and Lessee hereby acknowledge that the Lease has been terminated with respect to the Released Units.

4. Survival. The obligations of the parties which may have accrued prior to the date hereof shall survive execution and delivery of this document.

5. Miscellaneous. This document and the covenants and agreements contained herein shall be binding upon and inure to the benefit of Lessor and Lessee and their respective successors and assigns. The headings contained in this document are for convenience only, are not part of this document and shall not be deemed to affect the meaning and construction of any of the provisions hereof. This document may be executed by the parties hereto in any number of separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same agreement. This instrument shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Release to be duly executed as of the date first above written, and the undersigned signatories hereby each declares pursuant to 28 USC § 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below its signature.

BETHLEHEM STEEL CORPORATION

By: John F. Lushis, Jr.
 Title: Manager/Restructured Operations
 Date: April 27, 1993

THE CIT GROUP/EQUIPMENT FINANCING, INC.

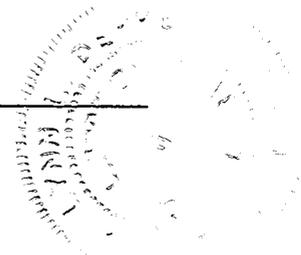
By: Mick
 Title: VICE PRESIDENT
 Date: 4-29, 1993

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF Lehigh) SS

The foregoing instrument was acknowledged before me this 27th day of April, 1993, by John F. Lushis, Jr., Manager, Restructured Operations of Bethlehem Steel Corporation, a Delaware corporation, on behalf of the corporation.

Lynn L. Deppe

Notary Public



STATE OF Illinois)
COUNTY OF Cook) SS

NOTARIAL SEAL
Lynn L. Deppe, Notary Public
City of Bethlehem, Lehigh County, Pa.
My Commission Expires Dec. 27, 1993

The foregoing instrument was acknowledged before me this 4th day of May, 1993, by Paul A. Ledner, Vice President of The CIT Group/Equipment Financing, Inc., a New York corporation, on behalf of the corporation.

" OFFICIAL SEAL "
RICHARD D. YANT
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 12/15/95

Richard D. Yant

Notary Public

SCHEDULE 1

Released Units

SP RAPID DISCHARGE TRAIN NUMBERS

COUNTING NUMBER		OLD NUMBERS		NEW NUMBERS
1	MCHX	30815	CTRN	400084
2	MCHX	30816	CTRN	400022
3	MCHX	30818	CTRN	400020
4	MCHX	30820	CTRN	400097
5	MCHX	30821	CTRN	400030
6	MCHX	30822	CTRN	400025
7	MCHX	30824	CTRN	400032
8	MCHX	30825	CTRN	400049
9	MCHX	30826	CTRN	400003
10	MCHX	30827	CTRN	400108
11	MCHX	30831	CTRN	400098
12	MCHX	30832	CTRN	400113
13	MCHX	30833	CTRN	400112
14	MCHX	30835	CTRN	400091
15	MCHX	30837	CTRN	400051
16	MCHX	30838	CTRN	400009
17	MCHX	30839	CTRN	400058
18	MCHX	30840	CTRN	400004
19	MCHX	30841	CTRN	400007
20	MCHX	30845	CTRN	400080
21	MCHX	30850	CTRN	400024
22	MCHX	30852	CTRN	400053
23	MCHX	30853	CTRN	400014
24	MCHX	30854	CTRN	400071
25	MCHX	30856	CTRN	400052
26	MCHX	30857	CTRN	400034
27	MCHX	30860	CTRN	400115
28	MCHX	30861	CTRN	400083
29	MCHX	30862	CTRN	400092
30	MCHX	31041	CTRN	400042
31	MCHX	30868	CTRN	400111
32	MCHX	30864	CTRN	400045
33	MCHX	30866	CTRN	400006
34	MCHX	30867	CTRN	400076
35	MCHX	30869	CTRN	400082
36	MCHX	30870	CTRN	400090
37	MCHX	30873	CTRN	400103
38	MCHX	30876	CTRN	400043
39	MCHX	30880	CTRN	400062
40	MCHX	30881	CTRN	400019
41	MCHX	30882	CTRN	400100
42	MCHX	30883	CTRN	400023
43	MCHX	30886	CTRN	400039
44	MCHX	30887	CTRN	400026
45	MCHX	30888	CTRN	400040
46	MCHX	30889	CTRN	400096
47	MCHX	30895	CTRN	400017

SP RAPID DISCHARGE TRAIN NUMBERS

COUNTING NUMBER		OLD NUMBERS		NEW NUMBERS
48	MCHX	30898	CTRN	400041
49	MCHX	30900	CTRN	400036
50	MCHX	30901	CTRN	400075
51	MCHX	30905	CTRN	400008
52	MCHX	30907	CTRN	400005
53	MCHX	30960	CTRN	400037
54	MCHX	30962	CTRN	400033
55	MCHX	30964	CTRN	400029
56	MCHX	30965	CTRN	400067
57	MCHX	30966	CTRN	400099
58	MCHX	30976	CTRN	400069
59	MCHX	30982	CTRN	400079
60	MCHX	30983	CTRN	400095
61	MCHX	30984	CTRN	400001
62	MCHX	30985	CTRN	400101
63	MCHX	30986	CTRN	400061
64	MCHX	30987	CTRN	400078
65	MCHX	30988	CTRN	400063
66	MCHX	30989	CTRN	400107
67	MCHX	30990	CTRN	400010
68	MCHX	30991	CTRN	400064
69	MCHX	30992	CTRN	400012
70	MCHX	30994	CTRN	400027
71	MCHX	30995	CTRN	400072
72	MCHX	30999	CTRN	400065
73	MCHX	31004	CTRN	400110
74	MCHX	31015	CTRN	400016
75	MCHX	30914	CTRN	400081
76	MCHX	30915	CTRN	400050
77	MCHX	30916	CTRN	400013
78	MCHX	30918	CTRN	400048
79	MCHX	30919	CTRN	400047
80	MCHX	30922	CTRN	400059
81	MCHX	30923	CTRN	400054
82	MCHX	30926	CTRN	400035
83	MCHX	30929	CTRN	400031
84	MCHX	30931	CTRN	400087
85	MCHX	30933	CTRN	400074
86	MCHX	30934	CTRN	400073
87	MCHX	30935	CTRN	400046
88	MCHX	30936	CTRN	400028
89	MCHX	30937	CTRN	400088
90	MCHX	30938	CTRN	400057
91	MCHX	30939	CTRN	400106
92	MCHX	30940	CTRN	400093
93	MCHX	30941	CTRN	400015
94	MCHX	30943	CTRN	400085

SP RAPID DISCHARGE TRAIN NUMBERS

COUNTING NUMBER		OLD NUMBERS		NEW NUMBERS
95	MCHX	30944	CTRN	400018
96	MCHX	30947	CTRN	400038
97	MCHX	30948	CTRN	400102
98	MCHX	30951	CTRN	400055
99	MCHX	30952	CTRN	400086
100	MCHX	30954	CTRN	400105
101	MCHX	30956	CTRN	400021
102	MCHX	30957	CTRN	400011
103	MCHX	31009	CTRN	400109
104	MCHX	31010	CTRN	400070
105	MCHX	31012	CTRN	400044
106	MCHX	31014	CTRN	400104
107	MCHX	31043	CTRN	400089
108	MCHX	31016	CTRN	400068
109	MCHX	31018	CTRN	400060
110	MCHX	31022	CTRN	400077
111	MCHX	31023	CTRN	400002
112	MCHX	31027	CTRN	400056
113	MCHX	31030	CTRN	400066
114	MCHX	31031	CTRN	400094
115	MCHX	31032	CTRN	400114