



THE PITTSBURG & SHAWMUT RAILROAD COMPANY
 ONE GLADE PARK EAST, RD 8, BOX 45
 KITTANNING, PENNSYLVANIA 16201

PHONE: (412) 543-2121 1-130A032

May 7, 1991

Interstate Commerce Commission
 Office of Recordation
 12th & Constitution, NW
 Washington, DC 20423

REGISTRATION NO. 8749-10
 FILED 1428

MAY 10 1991 -1 40 PM
 INTERSTATE COMMERCE COMMISSION

Attn: Mildred Lee, Room 2303

Dear Ms. Lee:

Pursuant to our telephone conversation of this date, enclosed you will find two copies of Satisfaction and Bill of Sale between United States Trust Company of New York and The Pittsburg & Shawmut Railroad Company. As stated in the agreement, this satisfaction covers the following:

<u>Name</u>	<u>Recordation No.</u>
Conditional Sale Agreement	8749
Agreement and Assignment	8749-A

If you have any questions, please feel free to contact me at 412-543-0250.

Sincerely,

Michael B. Holben

Michael B. Holben
 Assistant Treasurer

MBH:d1m

Enclosures

16 JUN 1991

Interstate Commerce Commission
Washington, D.C. 20423

5/13/91

OFFICE OF THE SECRETARY

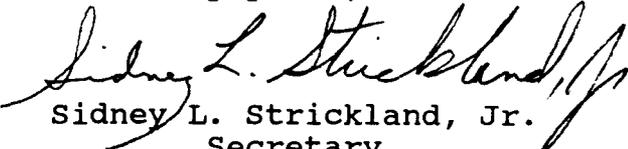
Michael B Holben

The Pittsburgh & Shawmut Railroad Company
One Glade Park East Rd 8 Box 45
Kittanning, Pennsylvania 16201

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 5/10/91 at 1:40pm , and assigned recordation number(s). 8749-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

300

SATISFACTION AND
BILL OF SALE

8749/B
RECORDED BY _____ FILED 148

KNOW ALL MEN BY THESE PRESENTS, That

MAY 10 1991 -1 40 PM

INTERSTATE COMMERCE COMMISSION

WHEREAS, the undersigned UNITED STATES TRUST COMPANY OF NEW YORK, as Agent, and certain Investors entered into a written Finance Agreement dated as of February 1, 1977, with THE PITTSBURG & SHAWMUT RAILROAD COMPANY relative to the purchase by The Pittsburg & Shawmut Railroad Company from Bethlehem Steel Corporation of 300 new open top 100-ton triple hopper cars pursuant to certain written Conditional Sale Agreements between Bethlehem Steel Corporation and The Pittsburg & Shawmut Railroad Company; and

WHEREAS, Bethlehem Steel Corporation assigned its right, title and interest in and to said Conditional Sale Agreements and the railroad cars identified therein to Mellon Bank, N.A., which, in turn, assigned the same to United States Trust Company of New York; and

WHEREAS, said Conditional Sale Agreements, with their supplements, amendments, restatements and assignments, were duly filed and recorded with the Interstate Commerce Commission under Section 20(c) of the Interstate Commerce Act as follows:

1. Amended and Restated Conditional Sale Agreement dated as of February 1, 1977, between United States Trust Company of New York, as Agent, and The

Pittsburg & Shawmut Railroad Company, filed on March 18, 1977, with the Interstate Commerce Commission at 9:05 A.M., Recordation No. 8308-A.

2. Conditional Sale Agreement between Bethlehem Steel Corporation and The Pittsburg & Shawmut Railroad Company dated as of March 1, 1976, and Assignment to Mellon Bank, N.A., filed with the Interstate Commerce Commission on April 29, 1976, at Recordation No. 8308.

3. Supplemental Assignment dated as of February 1, 1977, between Mellon Bank, N.A., and United States Trust Company of New York, as Agent, filed with the Interstate Commerce Commission on March 18, 1977, at 9:05 A.M. at Recordation No. 8308-B.

4. Conditional Sale Agreement dated as of February 1, 1977, between Bethlehem Steel Corporation and The Pittsburg & Shawmut Railroad Company filed on March 18, 1977, with Interstate Commerce Commission at 9:05 A.M. at Recordation No. 8749.

5. Agreement and Assignment dated as of February 1, 1977, between Bethlehem Steel Corporation and United States Trust Company of New York, as Agent,

filed on March 18, 1977, with the Interstate Commerce Commission at 9:05 A.M. at Recordation No. 8749-A.

6. Finance Agreement among The Pittsburg & Shawmut Railroad Company, United States Trust Company of New York and the parties named in Schedule A thereto, dated as of February 1, 1977.

WHEREAS, The Pittsburg & Shawmut Railroad Company has paid in full its indebtedness relative to said railroad cars pursuant to the aforementioned Finance Agreement, and has requested delivery of a Bill of Sale pursuant to Article 6 thereof;

NOW, THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) in hand paid, and other good and valuable consideration, receipt whereof is hereby acknowledged, UNITED STATES TRUST COMPANY OF NEW YORK, for itself, its successors and assigns, has granted, bargained, sold, assigned, transferred, and set over, and does hereby grant, bargain, sell, assign, transfer and set over unto THE PITTSBURG & SHAWMUT RAILROAD COMPANY, its successors and assigns, all those certain goods, chattels and equipment identified in Schedule "B" attached hereto and made a part hereof, being 297 railroad cars delivered pursuant to said Conditional Sale Agreements.

TO HAVE AND TO HOLD, all and singular, the said goods, chattels and equipment unto The Pittsburg & Shawmut Railroad Company, to its own use forever.

AND United States Trust Company of New York acknowledges receipt and satisfaction in full from The Pittsburg & Shawmut Railroad Company of the indebtedness secured by the aforesaid Conditional Sale Agreements, with their supplements, amendments, restatements and assignments, to the end that this document, or duplicate copy thereof, may be filed with the Interstate Commerce Commission under Section 20(c) of the Interstate Commerce Act.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed in its corporate name, its corporate seal to be hereunto affixed and duly attested, this 17th day of April, 1991.

UNITED STATES TRUST COMPANY OF NEW YORK

By *McCusmelowski*

ATTEST:

Patricia Stinner
asst. Secretary

STATE OF New York ()
COUNTY OF New York () SS:

On this, the 17th day of April, 1991, before me, a Notary Public, the undersigned officer, personally appeared MARGARET GiesmeLewski, who acknowledged ^{HER} himself to be the ASSISTANT VICE President of UNITED STATES TRUST COMPANY OF NEW YORK, a corporation, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by ^{HER} himself as ^{ASSISTANT} VICE PRESIDENT

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Thomas McCutcheon
Notary Public
THOMAS McCUTCHEON
NOTARY PUBLIC, State of New York
No. 4388995
Qualified in Nassau County
Commission Expires April 16, 1992

SCHEDULE B

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
100-ton coal hopper cars	HT	3400-456 dated 2/3/77	Johnstown, Pa.	* 200	\$25,380	\$5,076,000	*PS 1300-1499	March-April 1977 Johnstown, Pa.

(*Except cars road numbers 1451 and 1489. This Bill of Sale covers 198 cars.)

SCHEDULE B (Cont'd)

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Purchase Price</u>	<u>Road Numbers (Inclusive)</u>
100-Ton Triple Hopper Cars	HT	*100	\$27,900	\$2,790,000	* 200-299

(*Except car road number 217. This Bill of Sale covers 99 cars.)