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RECORDATION NO. **15016** FILED 1425

AUG 4 1986 2:33 PM

WRITER'S DIRECT DIAL NUMBER

(412) 355-6566

INTERSTATE COMMERCE COMMISSION

August 1, 1986

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Bill of Sale dated as of July 30, 1986
between Delaware and Hudson Railway
Company and Boston and Maine Corporation
(the "Bill of Sale")

Dear Sir:

On behalf of Boston and Maine Corporation, we have enclosed herewith for recording the original with two photocopies of the Bill of Sale. The filing fee is enclosed herewith.

Please return a file stamped copy of the Bill of Sale and any copies of the Bill of Sale not needed by the Commission to Theodore A. McConnell, Kirkpatrick & Lockhart, 1500 Oliver Building, Pittsburgh, PA 15222.

Very truly yours,

Theodore A. McConnell

6-216A048

TAMc/jam
Enclosures

No. _____
Date AUG 4 1986
Fee \$ 10.00
ICC Washington, D.C.

100 OFFICE OF THE SECRETARY
AUG 4 2 33 PM 1986
MOTOR OPERATING UNIT

Counterpart

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY
Theodore A. McConnell
Kirkpatrick & Lockhart
1500 Oliver Building
Pittsburgh, PA. 15222

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 8-4-1986 at 2:33PM, and assigned re-
recording number(s). 15016

Sincerely yours,

Noreta R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

BILL OF SALE

AUG 4 1986 - 2 33 PM

INTERSTATE COMMERCE COMMISSION

THIS BILL OF SALE made as of the 30th day of July,
1986, BETWEEN

DELAWARE AND HUDSON RAILWAY COMPANY, a
corporation organized under the laws of the
State of Delaware, with an office located
at Fifth Street, Watervliet, New York,
12189

VENDOR,

AND

BOSTON AND MAINE CORPORATION, a corporation
organized under the laws of the State of
Delaware, with an office located at Iron
Horse Park, N. Billerica, Massachusetts
01862.

VENDEE.

WITNESSETH that the VENDOR, in consideration of the
sum of FOUR MILLION SIX HUNDRED SEVEN THOUSAND and 00/100
(\$4,607,000.00) DOLLARS, does hereby grant, bargain, sell,
transfer, convey and set over unto the VENDEE, its successors
and assigns, all right, title and interest of the VENDOR in
and to the railroad equipment (the "Equipment") described in
Schedule A annexed hereto and made a part hereof,

To have and to hold, all and singular, the Equipment
to the said VENDEE, its successors and assigns, for its and
their own use and behoof forever.

The VENDOR hereby warrants to the VENDEE, its successors and assigns, that, the VENDOR has legal title to such Equipment and good and lawful right to sell the same, and that title to such Equipment is free from all claims, liens, security interests and other encumbrances of any nature created by the Vendor, or in favor of the Vendor or anyone claiming through the Vendor.

IN WITNESS WHEREOF, the VENDOR has caused this instrument to be duly executed as of the day and year first above written.

DELAWARE AND HUDSON RAILWAY COMPANY

By O. A. Finb
President, Chairman, and
Chief Executive Officer


(CORPORATE SEAL)

ATTEST:

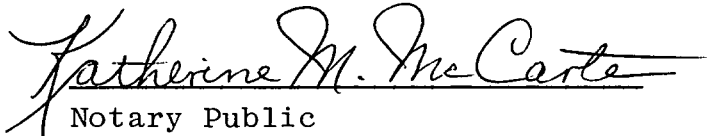
R. S. Long
Secretary

COMMONWEALTH OF MASSACHUSETTS

SS.

COUNTY OF MIDDLESEX

On the 30th of July, 1986, before me personally appeared D. A. Fink, to me personally known, who, being by me duly sworn, says that he is the President, Chairman and CEO of DELAWARE AND HUDSON RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Katherine M. McCarty
Notary Public
COMMONWEALTH OF MASSACHUSETTS

My Commission expires 1/19/91.

(Notarial Seal)

SCHEDULE A

140 Covered Hopper Cars bearing the following Delaware and Hudson Railway Company (D&H) numbers:

3400 through 3401, inclusive
3403 through 3428, inclusive
3430 through 3440, inclusive
3443 through 3451, inclusive

12101 through 12121, inclusive
12123 through 12146, inclusive
12148 through 12152, inclusive
12154 through 12156, inclusive
12158
12160 through 12171, inclusive
12173 through 12192, inclusive
12194
12196 through 12200, inclusive

180 Gondola Cars bearing the following Delaware and Hudson Railway Company (D&H) numbers:

14102 through 14112, inclusive
14114 through 14122, inclusive
14125 through 14137, inclusive
14140 through 14143, inclusive
14145 through 14147, inclusive
14149 through 14151, inclusive
14153 through 14165, inclusive
14167 through 14189, inclusive
14191 through 14215, inclusive
14217 through 14221, inclusive
14223 through 14244, inclusive
14246 through 14249, inclusive
14300 through 14301, inclusive
14304 through 14310, inclusive
14312 through 14336, inclusive
14338 through 14339, inclusive
14341 through 14349, inclusive

282 Open Hopper Cars bearing the following Delaware and Hudson Railway Company (D&H) numbers:

241 through 243, inclusive
245 through 248, inclusive
251 through 257, inclusive
259 through 269, inclusive
271 through 281, inclusive
284
286
288 through 289, inclusive
293 through 295, inclusive
297 through 308, inclusive
310
312 through 320, inclusive
322
325 through 335, inclusive
337 through 344, inclusive
346 through 351, inclusive
353 through 357, inclusive
359
361 through 362, inclusive
364 through 365, inclusive

1001 through 1005, inclusive
1007 through 1008, inclusive
1010 through 1011, inclusive
1013 through 1023, inclusive
1025 through 1049, inclusive
1051 through 1052, inclusive
1054
1056 through 1064, inclusive
1066 through 1075, inclusive
1077 through 1078, inclusive
1080 through 1085, inclusive
1087 through 1089, inclusive
1091 through 1101, inclusive
1103 through 1124, inclusive
1126 through 1143, inclusive
1145 through 1147, inclusive
1149 through 1175, inclusive
1177 through 1192, inclusive
1194 through 1195, inclusive
1197 through 1200, inclusive