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A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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19337

MAR 31 1995 2:15 PM

19336

March 31, 1995

MAR 31 1995 10:22 PM

RECEIVED  
MAY 31 2 59 PM 1995

JEFFERSON C. GLASSIE

VIA MESSENGER

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

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 the Boston and Maine Corporation, 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 Bill of Sale, a primary document, dated March 30, 1995.

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

Seller: SHAWMUT BANK CONNECTICUT, N.A.  
(not in its individual capacity  
but solely as Trustee)  
777 Main Street  
Hartford, CT 06115  
Attn: Bond & Trustee Administration

Buyer: BOSTON AND MAINE CORPORATION  
Iron Horse Park  
North Billerica, MA 01862

*Country Club - New York*

Mr. Vernon A. Williams  
March 31, 1995  
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A description of the equipment covered by the Bill of Sale is attached as Schedule A.

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

Bill of Sale executed on behalf of SHAWMUT BANK CONNECTICUT, N.A., not individually but solely as Trustee ("Seller"), dated March 30, 1995, conveying all of Seller's right title and interest in the 32 locomotives, 100 gondola cars, 38 covered hopper cars, 61 (3032 cu. ft.) hopper cars and 26 (1844 cu. ft.) hopper cars identified on Schedule A hereto to BOSTON AND MAINE CORPORATION, a Delaware corporation.

2. The second document is titled AGREEMENT, is dated March 31, 1995, and is a primary document providing, inter alia, for the grant of security interests in locomotives and rail cars.

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

Securing Parties: BOSTON AND MAIN CORPORATION  
Iron Horse Park  
North Billerica, MA 01862  
(Owner)

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

SPRINGFIELD TERMINAL RAILWAY COMPANY, and  
MAINE CENTRAL RAILROAD COMPANY  
Iron Horse Park  
North Billerica, MA 01862  
(Guarantor)

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

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A description of the equipment covered by the Agreement is attached as Schedule A, EXCLUDING THEREFROM, however, three General Motors Locomotives: Model GP-38, Identifying Nos. 253 and 257 and Model GP-9, Identifying No. 471.

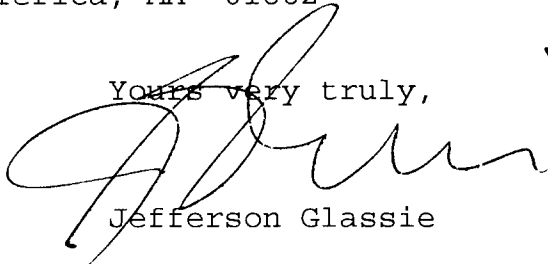
A short summary of the Agreement to appear in the index follows:

Agreement between Boston and Maine Corporation (owner of the cars and grantor of the security interest) and Springfield Terminal Railway Company, Maine Central Railroad Company and Guilford Transportation Industries, Inc. as related parties and First NH Bank as grantee (secured party) dated March 31, 1995 granting to First NH Bank a security interest in 19 locomotives, 100 gondola cars, 38 covered hopper cars, 61 (3023 Cu. ft.) hopper cars, and 26 (1844 cu. ft.) hopper cars, identified on Schedule A, EXCLUDING THEREFROM, however, three General Motors Locomotives: Model GP-38, Identifying Nos. 253 and 257 and Model GP-9, Identifying No. 471.

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  
Boston and Maine Corporation  
Iron Horse Park  
North Billerica, MA 01862

Yours very truly,



Jefferson Glassie

Enclosures

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

731/95

Office Of The Secretary

Jefferson C. Glassie  
Jenner & Block  
601 Thirteenth Street, NW., 12th 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 3/31/95 at 2:55PM, and assigned recordation number(s) 19336 and 19337.

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



**SCHEDULE A  
EQUIPMENT**

**Locomotives:**

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Identifying Numbers</u>
14	General Motors	model GP-40	326 through 335, 338, 339, 340, 342
6	General Motors	model GP-38	252, 253, 254, 257 261, 262
1	General Motors	model GP-9	471
1	General Motors	model GP-7	470

**Rolling stock:**

<u>Quantity</u>	<u>Description</u>	<u>Identifying Numbers</u>
100	2244 cu.ft. gondola car	9000 through 9099
38	4460 cu.ft. covered hopper car	3401, 3403 through 3409, 3411, 3412, 3413, 3415, 3416, 3419 through 3422, 3424, 3426, 3427, 3428, 3430 through 3440, 3443, 3444, 3446, 3447, 3449, 3450
61	3023 cu.ft. hopper car	1001, 1007, 1011, 1013, 1022, 1025, 1030, 1031, 1047, 1048, 1054, 1056, 1057, 1060, 1062, 1068, 1075, 1077, 1081, 1083, 1084, 1093, 1094, 1100, 1103, 1105, 1111, 1112, 1114, 1115, 1117, 1118, 1121, 1122, 1126, 1127, 1128, 1133, 1136, 1138, 1139, 1143, 1146, 1150, 1151, 1152, 1155, 1156, 1160, 1163, 1165, 1169, 1170, 1174, 1180, 1182, 1184, 1189, 1192, 1195, 1198.
26	1844 cu.ft. hopper car	269, 308, 326, 355, 342, 1252, 1255, 1259, 1267, 1278, 1279, 1300, 1301, 1312, 1316, 1318, 1325, 1328, 1338, 1339, 1341, 1354, 1359, 1333, 1350, 1364