TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
CINCINNATI, OHIO 45202

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513-381-3363
513-381-4865

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614-221-2838

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16221

February 22, 1989

RECORDATION NO _____ FILED 1425

3/1/ 1989 -11 35 AM

INTERSTATE COMMERCE COMMISSION

9-060A011

Date 3/1/89

Fee $ 13

Washington, D. C.

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Ms. McGee:

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

This document is a Bill of Sale, a primary document, dated October 6, 1988.

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

BUYER: The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202

SELLER: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103-2959

A description of the equipment covered by the enclosed document is: seventy-five (75) railroad boxcars bearing the reporting marks set forth in Schedule 1 hereto.

A fee of $13.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

Bill of Sale from Consolidated Rail Corporation, Six Penn Center Plaza, Philadelphia, Pennsylvania 19103-2959 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated October 6, 1988 and covering seventy-five (75) boxcars.

Please call me if you should have any questions.

Yours truly,

Philip F. Schultz
Attorney for
The David J. Joseph Company

PFS/ch/wpc/5039d
Enclosures

SCHEDULE 1

CR 166027
CR 166057
CR 166088
CR 166102
CR 166124
CR 166166
CR 166189
CR 166193
CR 166234
CR 166332
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RECORDATION NO _____ FILED 1425

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INTERSTATE COMMERCE COMMISSION

CERTIFICATE OF NOTARY

The undersigned, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the Bill of Sale attached hereto has been carefully compared with the original and is complete and identical in all respects to the original document.

Notary Public

JEFFREY MARKS, Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission has no expiration
date. Section 147.03 R. C.

16221
RECORDATION NO _____ FILED 1425
3/1 1989 -11 35 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS BILL OF SALE is made this 6th day of October, 1988, between CONSOLIDATED RAIL CORPORATION ("Seller") and DAVID J. JOSEPH COMPANY ("Buyer").

Seller hereby sells, transfers and delivers to Buyer all of Seller's right, title and interest in and to the equipment described on Schedule 1 attached hereto and made a part hereof (the "Equipment").

Such sale is made in consideration of the payment by Buyer to Seller of $600,000 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged.

Buyer is purchasing the Equipment in reliance upon its personal inspection and knowledge of the Equipment and in an "as is" condition.

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) BUYER WILL ACQUIRE GOOD TITLE TO THE EQUIPMENT FREE FROM ANY AND ALL ENCUMBRANCES, LIENS AND OTHER DEFECTS OF TITLE, AND (2) SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL RIGHT AND AUTHORITY TO SELL THE EQUIPMENT TO BUYER. SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE EQUIPMENT.

Seller agrees to pay and hold harmless Buyer from and against any and all liabilities, obligations, losses, damages, expenses (including, without limitation, attorneys' fees), penalties, claims, actions and suits resulting from and imposed upon, incurred by or asserted against Buyer as a consequence of breach of the warranties contained herein.

SELLER:

CONSOLIDATED RAIL CORPORATION

By: J D Johnsdt

Title: Dir-Financing

WITNESS ~~Attest~~: T. J. McFadden

WITNESS ~~Attest~~: Colette Taylor

0606A

ATTEST:

L. G. McGEEHAN
ASSISTANT SECRETARY

STATE OF Penna)
) ss
COUNTY OF Phila)

On this 9th day of November, 19 88, before me personally appered THOMAS D. SCHMIDT, to me personally known, who being by me duly sworn, says that he is the DIRECTOR-FINANCING of CONSOLIDATED RAIL CORPORATION, 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 Bylaws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Marianne C. Baker
Notary Public

My Commission expires:

MARIANNE C. BAKER
Notary Public, Phila., Phila, Co.
My Commission Expires Aug. 6, 1990

0606A

SCHEDULE 1

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