

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-461-2623

TELECOPIERS:
513-381-0205
513-381-3363
513-381-4865

WASHINGTON, D.C. OFFICE
1620 EYE STREET, N. W.
WASHINGTON, D.C. 20006
202-785-1620

COLUMBUS, OHIO OFFICE
33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838

COVINGTON, KENTUCKY OFFICE
1717 DIXIE HIGHWAY, SUITE 340
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

M. MAYNARD HOLCOMBE, JR.
MARK J. STEPANIAK
BRENDA M. KLOOS
MARGARET A. CAROSELLI
JAMES E. BRITAIN
E. B. STEINER
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TIMOTHY J. HURLEY
STEVEN W. WEEKS
TIMOTHY P. REILLY
JAMES H. BRUN
THOMAS R. SCHUCK
KIM K. BURKE

OF COUNSEL: JOHN W. HUDSON
J. MACK SWIGERT
LEONARD A. WEAKLEY
ROBERT TAFT, JR.
ROBERT T. KEELER
CYNTHIA F. BLANK
CHARLES J. LUMPHREY

16223

FILED 1425

3/11 1989 - 11 25 AM
February 22, 1989
INTERSTATE COMMERCE COMMISSION

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 December 22, 1988. We request that this document be cross-indexed to documents recorded under Recordation Nos. 12128, 12317 and 14696.

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: The Pittsburgh & Lake Erie Railroad Company
Commerce Center
4 Station Square
Pittsburgh, Pennsylvania 15219

*WASHINGTON, D.C. OFFICE
**COLUMBUS, OHIO OFFICE
***COVINGTON, KENTUCKY OFFICE

9-060A013

Date

Fee \$

ICC Washington, D. C.

Ms. Noretta R. McGee, Secretary
February 22, 1989
Page 2

A description of the equipment covered by the enclosed document is set forth in Appendix A 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 the Pittsburgh & Lake Erie Railroad Company, Commerce Center, 4 Station Square, Pittsburgh, Pennsylvania 15219 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 22, 1988 and covering thirteen (13) gondolas and fifty (50) open-top hopper cars.

Please call me if you should have any questions.

Yours truly,


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

PFS/ch/wpc/5036d
Enclosures

Appendix A

13 Gondolas

PLE 15003
PLE 15015
PLE 15056
PLE 15070
PLE 15086
PLE 15095
PLE 15101
PLE 15139
PLE 15178
PLE 15184
PLE 15206
PLE 15208
PLE 15237

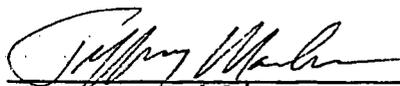
50 Open Top Hopper Cars

PLE 61000	PLE 61246	PLE 61515	PLE 61763
PLE 61039	PLE 61271	PLE 61524	PLE 61818
PLE 61048	PLE 61288	PLE 61567	PLE 61828
PLE 61052	PLE 61324	PLE 61648	PLE 61830
PLE 61072	PLE 61341	PLE 61674	PLE 61874
PLE 61085	PLE 61353	PLE 61685	PLE 61889
PLE 61128	PLE 61367	PLE 61689	PLE 61909
PLE 61131	PLE 61369	PLE 61693	PLE 61922
PLE 61132	PLE 61386	PLE 61716	PLE 61930
PLE 61143	PLE 61389	PLE 61738	PLE 61968
PLE 61173	PLE 61400	PLE 61747	PLE 61995
PLE 61186	PLE 61414	PLE 61750	
PLE 61192	PLE 61488	PLE 61756	

CERTIFICATE OF NOTARY

16223
RECORDATION NO. _____ FILED 1425
3/1 1989 -11 35 AM
INTERSTATE COMMERCE COMMISSION

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.

3/1/ 1989 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Company is the lawful owner of the Equipment and has good, valid and marketable title thereto, free and clear of any charge, lien, encumbrance or other claim or interest of any nature whatsoever;
2. That the Company has full power and authority to sell and convey the Equipment; and
3. That the Company has not executed any other Bill of Sale or other instrument which by its terms purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 22nd day of December, 1988.

WITNESS:

THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY

J. R. Holloway
A. Lichtenfeld

By: Gordon E. Neuenschwander
Gordon E. Neuenschwander
Its President

Pennsylvania
STATE OF ~~ILLINOIS~~)
Allegheny) SS.
COUNTY OF ~~COOK~~)

On this 22nd day of December, 1988, before me, the subscriber, Donna L. Woshner, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of December, 1988.

Donna L. Woshner
Notary Public

My commission expires:

DONNA L. WOSHNER, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES OCT. 26, 1991
Member, Pennsylvania Association of Notaries

Appendix A

13 Gondolas

PLE 15003
PLE 15015
PLE 15056
PLE 15070
PLE 15086
PLE 15095
PLE 15101
PLE 15139
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50 Open Top Hopper Cars

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