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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

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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. LUKEN

M. MAYNARD HOLCOMBE, JR.
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April 17, 1989

RECORDATION NO 16305 FILED 1425

APR 24 1989 -11 20 AM

INTERSTATE COMMERCE COMMISSION

FEDERAL EXPRESS

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

APR 24 11 14 AM '89
RECORDATION UNIT

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 March 10, 1989.

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: Grand Trunk Western Railroad
1333 Brewery Park Blvd.
Detroit, Michigan 48207-2699

The description of the equipment covered by the document is set forth on Appendix A to this letter.

A fee of $13.00 is enclosed. Please return the stamped original executed copy of the enclosed document and a stamped photocopy of this letter 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 Grand Trunk Western Railroad, 1333 Brewery Park Blvd., Detroit, Michigan 48207-2699, to the David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, dated March 10, 1989 and covering 50 railroad cars consisting of coil steel gondolas and other gondolas built in 1965 by Evans.

Please call me if you should have any questions.

Yours truly,

Philip F. Schultz

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

PFS/lsc
Enclosure

APPENDIX A

DAVID J. JOSEPH - COIL STEEL GONS

GTW GONS BUILT 1965 - EVANS

DTI 1111	DTI 1124	DTI 1127
DTI 1136	DTI 1150	DTI 1155
DTI 1185	DTI 1194	
GTW 675001	GTW 675005	GTW 675007
GTW 675008	GTW 675009	GTW 675010
GTW 675011	GTW 675013	GTW 675015
GTW 675019	GTW 675022	GTW 675024
GTW 675033	GTW 675034	GTW 675035
GTW 675036	GTW 675037	GTW 675038
GTW 675045	GTW 675047	GTW 675050
GTW 675051	GTW 675062	GTW 675056
GTW 675057	GTW 675065	GTW 675069
GTW 675070	GTW 675072	GTW 675074
GTW 675078	GTW 675079	GTW 675083
GTW 675084	GTW 675085	GTW 675087
GTW 675088	GTW 675091	GTW 675094
GTW 675095	GTW 675096	GTW 675097

Interstate Commerce Commission

Washington, D.C. 20423

4.27.89

OFFICE OF THE SECRETARY

Philip F. Schultz
Taft, Stattinius & Hollister
1800 Stat Bank Center
Cincinnatl, Ohio 45202

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 4.24.89 , at 11:20am , and assigned recordation number(s). 16305 & 16306

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 16305 FILED 1425

APR 24 1989 -11 20 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.

Notary Public

STEPHEN M. GRIFFITH, JR., Attorney at Law
NOTARY PUBLIC - STATE OF OHIO
My Commission has no expiration date. Section 147.03 O.R.C.

16305
RECORDATION NO _____ FILED 1425

APR 24 1989 -11 20 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the Ten Dollars ($10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE GRAND TRUNK WESTERN RAILROAD (the "Company") does hereby sell, assign and transfer unto the DAVID JOSEPH COMPANY ("Buyer") and its successors and assigns, all of the Company's right, title and interest in and to fifty steel gondola cars, bearing road numbers as set out on 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 arising through it;

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.

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

The Equipment is sold "AS IS - WHERE IS".

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 FOR A PARTICULAR PURPOSE, 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 on MARCH 10th, 1989.

WITNESS:

R. Michikon

Mary Ellen Carmody

Kevin M. Stanko

KEVIN M. STANKO
Notary Public, Macomb County, MI

THE GRAND TRUNK
WESTERN RAILROAD

BY: M L Parsley

TITLE: Dir of Strategy

3-8-89

APPENDIX A

DAVID J. JOSEPH - COIL STEEL GONS

GTW GONS BUILT 1965 - EVANS

DTI 1111	DTI 1124	DTI 1127
DTI 1136	DTI 1150	DTI 1155
DTI 1185	DTI 1194	
GTW 675001	GTW 675005	GTW 675007
GTW 675008	GTW 675009	GTW 675010
GTW 675011	GTW 675013	GTW 675015
GTW 675019	GTW 675022	GTW 675024
GTW 675033	GTW 675034	GTW 675035
GTW 675036	GTW 675037	GTW 675038
GTW 675045	GTW 675047	GTW 675050
GTW 675051	GTW 675062	GTW 675056
GTW 675057	GTW 675065	GTW 675069
GTW 675070	GTW 675072	GTW 675074
GTW 675078	GTW 675079	GTW 675083
GTW 675084	GTW 675085	GTW 675087
GTW 675088	GTW 675091	GTW 675094
GTW 675095	GTW 675096	GTW 675097