

9-142A011

TAFT, STETTINIUS & HOLLISTER  
1800 STAR BANK CENTER  
CINCINNATI, OHIO 45202

WASHINGTON, D. C. OFFICE  
SUITE 800-1620 EYE STREET, N. W.  
WASHINGTON, D. C. 20006  
202-785-1620

513 381-2838  
CABLE: TAFTHOL TWX: 810-461-2623  
TELECOPIERS:  
513-381-0205  
513-381-3363  
513-381-4865

COLUMBUS, OHIO OFFICE  
SUITE 1000-33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838

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

May 19, 1989

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RECORDATION #10 FILED 1425

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MOTOR OPERATING UNIT

INTERSTATE COMMERCE COMMISSION

Ms. Noretta 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 29, 1988.

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

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

Buyer : Fifth Third Bank  
38 Fountain Square Plaza  
Cincinnati, Ohio 45263

A brief description of the equipment covered by the document follows:

Two hundred fifty (250) 50' 6" Plate "B" Boxcars bearing reporting marks in the following series: QC 210600-210734; QC 210500-210539; and QC 210775-210849.

Ms. Noreta R. McGee  
May 19, 1989  
Page 2

A fee of \$13.00 is enclosed. Please return the stamped original, executed copy of the enclosed documents and a stamped photostatic copy of this letter to:

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

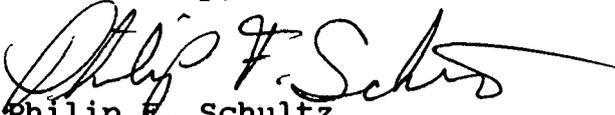
For your convenience, I have enclosed herewith a self addressed Federal Express envelope for you to use for this purpose.

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

Bill of Sale between the David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Seller, and Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, Ohio 45263, as Buyer, dated December 29, 1988 and covering two hundred fifty (250) 50' 6" Plate "B" Boxcars.

Please call me if you should have any questions.

Yours truly,

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

PFS/lsc  
Enclosures

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CERTIFICATE

INTERSTATE COMMERCE COMMISSION

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.

*Step 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.

Copy  
To be filed

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RECORDATION NO \_\_\_\_\_ FILED 1423

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that THE DAVID J. JOSEPH COMPANY, a Delaware corporation ("Seller"), for Ten Dollars (\$10.00) and other good and valuable consideration paid to it by the FIFTH THIRD BANK, an Ohio banking corporation ("Buyer"), in accordance with and as additional documentation of that certain Railcar Purchase and Lease Assignment Agreement dated as of December 29, 1988, by and between Seller and Buyer (the "Agreement"), does hereby bargain, sell, transfer and convey unto Buyer, its successors and assigns, all of Seller's right, title and interest in and to the railroad box cars described on Exhibit A attached hereto (the "Cars").

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

1. Seller owns all right, title and interest in and to the Cars, in each case free and clear of all liens, encumbrances, charges and security interests of whatsoever nature except the Lease (as defined in the Agreement); and

2. The execution and delivery of this Bill of Sale and the sale of the Cars contemplated hereby has been duly authorized by all necessary corporate action.

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

This Bill of Sale, being further documentation of the sales, conveyances and assignments provided for in and by the Agreement, does not expand upon or limit the rights and obligations therein provided.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed on its behalf this 29th day of December, 1988.

Signed and acknowledged  
in the presence of:

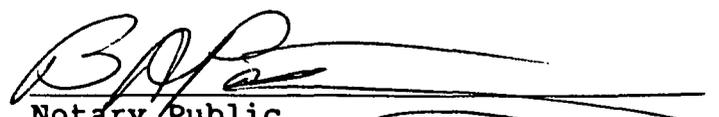
THE DAVID J. JOSEPH COMPANY

By James Breth  
James Breth, Chairman and  
President

Philip J. Scott  
Gene R. McIntyre

STATE OF OHIO            )  
                                  ) SS:  
COUNTY OF HAMILTON )

The foregoing instrument was acknowledged before me  
this 29th day of December, 1988 by James Breth, Chairman and  
President of The David J. Joseph Company, a Delaware corporation, on  
behalf of the corporation.

  
Notary Public

BARBARA A. PANTENBURG, Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
date. Section 147.03 O.R.C.

EXHIBIT A  
DESCRIPTION OF CARS

Description of Cars:	50' 6", 70-ton Plate "B" boxcars
AAR Car Code:	XP (210) and XF (40)
Number of Cars:	250
Reporting Marks:	QC 210600-210734 QC 210500-210539 QC 210775-210849