

9-219A043

TAFT, STETTINIUS & HOLLISTER
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CINCINNATI, OHIO 45202

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

COLUMBUS, OHIO OFFICE
SUITE 1000-33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
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COVINGTON, KENTUCKY OFFICE
SUITE 340-1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

August 3, 1989

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO **16464** FILED 1425

AUG 7 1989 -2 40 PM

INTERSTATE COMMERCE COMMISSION

Ms. Noretta R. McGee
Secretary
Interstate Commerce Commission
12th Street & Constitution Ave., 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 July 24, 1989.

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

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

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

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

Ten (10) Pipe Gondolas bearing the following reporting marks: PLE 17016; PLE 17058; PLE 17066; PLE 17070; PLE 17120; PLE 17125; PLE 17134; PLE 17143; PLE 17224; and PLE 17569.

Aug 7 2 33 PM '89
NOTICE OF RECORDING

Ms. Noretta R. McGee
August 3, 1989
Page 2

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

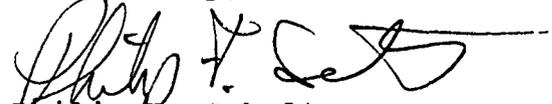
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

Bill of Sale from The Pittsburgh and Lake Erie Railroad Company, Commerce Center, 4 Station Square, Pittsburgh, Pennsylvania 15219, as the Seller, to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Buyer, dated July 24, 1989 and covering ten (10) Pipe Gondolas.

Please call me if you should have any questions.

Yours truly,



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

PFS/lsc
Enclosure

McGeeFrm.ltr

Interstate Commerce Commission
Washington, D.C. 20423

8/8/89

OFFICE OF THE SECRETARY

Philip F. Schultz, Esq
Taft, Stettinius, & Hollister
1800 Star Bank Center
Cincinnati, 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 **8/7/89**, at **2:40pm**, and assigned recordation number(s). **16464, 16465, & 16466**

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

//s//
SGL-23-t
- LARRY/SHP

16464
RECORDATION NO. FILED 1425

AUG 7 1989 -2 40 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

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 24th day of July, 1989.

WITNESS:

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

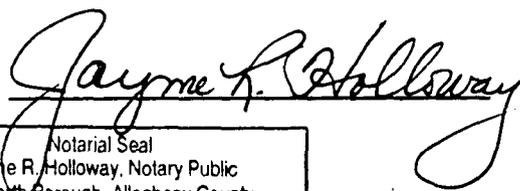
Arthur Lichtenfeld
Emily Peterson

Gordon E. Neuenschwander
Gordon E. Neuenschwander
Its President

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 24th day of July, 1989, before me, the subscriber, Jayme R. Holloway, 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 24th day of July, 1989.



My commission expires:

Notarial Seal
Jayme R. Holloway, Notary Public
Emsworth Borough, Allegheny County
My Commission Expires Oct. 12, 1992

Member, Pennsylvania Association of Notaries

SGL-24-I
LARRY/SHP

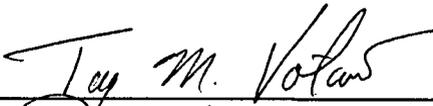
APPENDIX A

10 Pipe Gondolas

PLE	17016
PLE	17058
PLE	17066
PLE	17070
PLE	17120
PLE	17125
PLE	17134
PLE	17143
PLE	17224
PLE	17569

CERTIFICATION

The undersigned, Ty M. Votaw, 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.



Notary Public

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