

9-219 AOW5

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

16466

August 3, 1989 RECORDATION NO _____ FILED 1423

AUG 7 1989 -2 40 PM

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

AUG 9 2 36 PM '89
RECORDS SECTION

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 June 16, 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:

Thirty One (31) Pipe Gondolas bearing the following reporting marks: PLE 17012; PLE 17020; PLE 17021; PLE 17023; PLE 17025; PLE 17063; PLE 17071; PLE 17073; PLE 17085; PLE 17094; PLE 17113; PLE 17130; PLE 17142; PLE 17145; PLE 17171; PLE 17173; PLE 17199; PLE 17207; PLE 17227; PLE 17230; PLE 17241; PLE 17505; PLE 17530; PLE 17537; PLE 17538; PLE 17553; PLE 17556; PLE 17578; PLE 17583; PLE 17591; and PLE 17598.

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

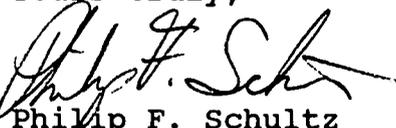
A fee of \$13.00 is enclosed. Please return the stamped original, executed copy of the enclosed document to:

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 June 16, 1989 and covering thirty one (31) 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

Acc
SGL-23-t
LARRY/SHP

REGISTRATION NO 16466 FILED 1423

AUG 7 1989 -2 40 PM

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 16th day of June, 1989.

WITNESS:

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

Susan Lichtenfeld
Shirley Petersen

Gordon E. Neuenschwander
Gordon E. Neuenschwander
Its President

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 16th day of June, 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 16th day of June, 1989.



My commission expires

Notarial Seal Jayme R. Holloway, Notary Public Emsworth Borough, Allegheny County My Commission Expires Oct. 12, 1992
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Member, Pennsylvania Association of Notaries

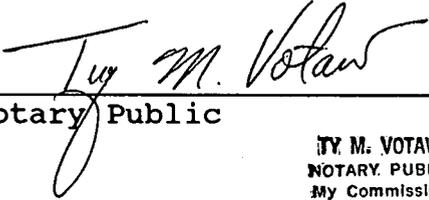
APPENDIX A

31 Pipe Gondolas

PLE	17012	PLE	17199
PLE	17020	PLE	17207
PLE	17021	PLE	17227
PLE	17023	PLE	17230
PLE	17025	PLE	17241
PLE	17063	PLE	17505
PLE	17071	PLE	17530
PLE	17073	PLE	17537
PLE	17085	PLE	17538
PLE	17094	PLE	17553
PLE	17113	PLE	17556
PLE	17130	PLE	17578
PLE	17142	PLE	17583
PLE	17145	PLE	17591
PLE	17171	PLE	17598
PLE	17173		

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.