

**PIPER & MARBURY**

1100 CHARLES CENTER SOUTH  
36 SOUTH CHARLES STREET  
BALTIMORE, MARYLAND 21201  
301-539-2530  
TELECOPIER 301-539-0489  
CABLE 'PIPERMAR BAL'  
TELEX 908054

RECORDATION NO 16049 FILED 145

AUG 15 1989 -3 05 PM

INTERSTATE COMMERCE COMMISSION

WRITER'S DIRECT NUMBER

1200 NINETEENTH STREET, N.W.  
WASHINGTON, D.C. 20036  
202-861-3900

9-227A024

(301) 576-7796

August 15, 1989

BY HAND

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

Dear Ms. McGee:

Enclosed are an original, a certified true copy and two copies 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 secondary document, dated as of July 14, 1989, and executed by J. L. Gon 88-103, Inc., for the benefit of Horsehead Industries, Inc.

The primary document to which the Bill of Sale is connected is a Security Agreement recorded under Recordation Number 16049. The names and addresses of the parties to this document are as follows:

Bill of Sale

Vendor: J. L. Gon 88-103, Inc.  
200 Applebee Street  
Barrington, Illinois 60010

Vendee: Horsehead Industries, Inc.  
204 East 39th Street  
New York, New York 10016

RECORDED  
16049

*C. Queen*  
*Beth M. Stephens*

Ms. Noreta R. McGee  
August 15, 1989  
Page 2

PIPER & MARBURY

The equipment covered by the above documents consists of 50 used railroad gondola cars identified by the manufacturer, car number and year built on Exhibit A attached hereto.

A fee of \$13.00 is enclosed. Please return an original of each document and any extra copies not needed for recordation by the Commission to the undersigned.

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

Bill of Sale executed by J. L. Gon 88-103, Inc., 200 Applebee Street, Barrington, Illinois 60010, for the benefit of Horsehead Industries, Inc., 204 East 39th Street, New York, New York 10016, dated July 14, 1989 and covering 50 railroad gondola cars.

Very truly yours,

*Randall D. Sones*

Randall D. Sones

RDS:clg

cc: William F. Brown

EXHIBIT A

<u>Number of Cars</u>	<u>Description</u>	<u>Manufacturer</u>	<u>Car Numbers</u>	<u>Year Built</u>
50	40', 2200 cubic feet, 100 ton, Gondolas	Midwest Freight Car Company	MQCX-2 to MQCX-5 (4) MQCX-7 to MQCX-13 (7) MQCX-15 to MQCX-38 (24) MQCX-40 (1) MQCX-42 (1) MQCX-44 to MQCX-54 (11) MQCX-59 (1) MQCX-61 (1)	1976

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/15/89

OFFICE OF THE SECRETARY

Randall D. Sones  
Piper & Marbury  
1100 Charles Center South  
36 South Charles Street  
Baltimore, Maryland 21201

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 8/15/89 at 3:05pm, and assigned recordation number(s). 16049-C, 16049-D, 16049E & 16049-F

Sincerely yours;



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 10649-C FILED 1425

Aug 15, 1989 3:05 PM *SH*

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT, in consideration of the payment of TEN DOLLARS (\$10.00) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, convey, transfer and deliver to HORSEHEAD INDUSTRIES, INC., ("Purchasers"), its successors and assigns forever, all right title and interest of Seller in and to all of the Gondolas specifically identified on Exhibit A ("the Cars"), together with all additions, parts, fittings, appurtenances, equipment, accessories, attachments and accessions installed thereon or attached thereto TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller hereby assigns to Purchaser, its successors and assigns forever, such claims, cases of action, warranties, rights of indemnity and other rights, if any, as currently exist or will exist against third parties with respect to the Cars, to the extent that such rights are assignable.

Seller represents and warrants as follows:

a) The Cars were originally built by Midwest Freight Car Company in 1976 at a cost of TWENTY-SIX THOUSAND SIX HUNDRED FIFTEEN DOLLARS AND FIFTEEN CENTS (\$26,615.15) per Car.

b) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interest, charges, encumbrances or other defects of title of any nature whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars, or giving possession of the Cars to Purchaser.

c) Seller is not a party to any contracts, arrangements or commitments respecting the Cars or which affect the Cars.

IN WITNESS WHEREOF, Seller has executed this instrument this fourteenth day of July, 1989.

J. L. GON 88-103, INC.

By *John J. Gon*  
Title *President*

Signed in the Presence of:

*Mary Ann Frank*  
*Barbara M. Corbett*

ACKNOWLEDGEMENT

STATE OF PENNSYLVANIA

COUNTY OF CHESTER, ss:

On this 14th day of July, 1989 before me personally appeared, John M. Ruse, to me personally known, who being by me duly sworn, says that he is the President of J.L. GON 88-103, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

*Patricia A. Slawewski*  
Notary Public

My commission expires: 8-20-90

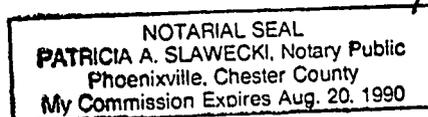


EXHIBIT A

<u>Description</u>	<u>Manufacturer</u>	<u>Car Number</u>	<u>Year Built</u>
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-2	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-3	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-4	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-5	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-7	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-8	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-9	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-10	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-11	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-12	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-13	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-15	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-16	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-17	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-18	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-19	1976

<u>Description</u>	<u>Manufacturer</u>	<u>Car Number</u>	<u>Year Built</u>
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-20	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-21	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-22	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-23	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-24	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-25	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-26	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-27	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-28	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-29	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-30	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-31	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-32	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-33	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-34	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-35	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-36	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-37	1976

<u>Description</u>	<u>Manufacturer</u>	<u>Car Number</u>	<u>Year Built</u>
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-38	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-40	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-42	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-44	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-45	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-46	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-47	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-48	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-49	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-50	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-51	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-52	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-53	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-54	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-59	1976
40', 2200 cubic feet, 100-ton Gondola	Midwest Freight Car Co.	MQCX-61	1976

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