

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
425 WALNUT STREET
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE
SUITE 500 — 625 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004-2901
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-461-2623
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE
21 EAST STATE STREET
COLUMBUS, OHIO 43215-4221
614-221-2838
FAX: 614-221-2007

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-6613

0100213047

PHILIP F. SCHULTZ
513-357-9396

RECORDATION NO. 18799
MAY 4, 1994 FILED 1425

FEDERAL EXPRESS

Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423
ATTN: Mildred Lee
Room 2303

INTERSTATE COMMERCE COMMISSION

MAY 5 - 1994 - 2 55 PM

RECEIVED
OFFICE OF THE
SECRETARY
MAY 5 2 46 PM '94
LICENSING BRANCH

Dear Ms. Lee:

I have enclosed 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 an Equipment Bill of Sale, a primary document, dated April 30, 1994. The names and addresses of the parties to the document are as follows:

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

Purchaser: Society Equipment Leasing Company
127 Public Square #0607
Cleveland, OH 44114-1306

The equipment covered by the enclosed Equipment Bill of Sale is 324 100-ton, 4,000 cubic foot Steel Thrall Gondola Railcars bearing the reporting marks set forth on the attached Exhibit A.

A fee of \$18.00 is enclosed. Please return the original Equipment Bill of Sale to the undersigned at the following address:

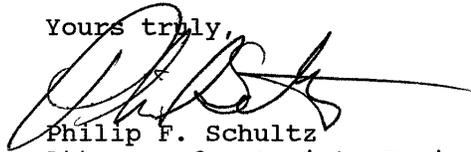
Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, OH 45202-3957

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

Interstate Commerce Commission
May 4, 1994
Page 2

Equipment Bill of Sale between The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Seller, and Society Equipment Leasing Company, 127 Public Square, #0607, Cleveland, Ohio 44114-1306, as Purchaser, dated April 30, 1994 and covering 324 100-ton, 4,000 cubic foot Steel Thrall Gondola Railcars.

Yours truly,



Philip F. Schultz
Attorney for Society Equipment
Leasing Company

PFS/lsc
Enclosure

EXHIBIT A
CAR LISTING

| CAR NUMBER | | CAR NUMBER | | CAR NUMBER | |
|------------|-------|------------|-------|------------|-------|
| DJJX | 13187 | DJJX | 13239 | DJJX | 13288 |
| DJJX | 13188 | DJJX | 13240 | DJJX | 13289 |
| DJJX | 13189 | DJJX | 13241 | DJJX | 13290 |
| DJJX | 13190 | DJJX | 13242 | DJJX | 13291 |
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| DJJX | 13204 | DJJX | 13255 | DJJX | 13304 |
| DJJX | 13205 | DJJX | 13256 | DJJX | 13305 |
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| DJJX | 13209 | DJJX | 13260 | DJJX | 13309 |
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| DJJX | 13230 | DJJX | 13279 | RLMX | 6053 |
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EXHIBIT A
CAR LISTING

| <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | |
|-------------------|------|-------------------|------|-------------------|------|
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| RLMX | 6278 | RLMX | 8066 | RLMX | 8232 |
| RLMX | 6279 | RLMX | 8071 | RLMX | 8238 |
| RLMX | 6282 | RLMX | 8078 | RLMX | 8241 |
| RLMX | 6289 | RLMX | 8080 | RLMX | 8243 |
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| RLMX | 6292 | RLMX | 8085 | RLMX | 8247 |
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| RLMX | 6668 | RLMX | 8130 | RLMX | 8333 |

EXHIBIT A
CAR LISTING

| <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | |
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| RLMX | 8353 | RLMX | 8374 | RLMX | 8414 |
| RLMX | 8357 | RLMX | 8380 | RLMX | 8421 |
| RLMX | 8359 | RLMX | 8383 | RLMX | 8428 |
| RLMX | 8360 | RLMX | 8388 | RLMX | 8442 |

Interstate Commerce Commission
Washington, D.C. 20423

5/6/94

OFFICE OF THE SECRETARY

Philip F. Schultz, Esp
Taft, Stettinius & Hollister
1800 Star Bank Center
425 Walnut Street
Cincinnati, Ohio 45202-3957

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 5/8/94 at 2:55pm, and assigned
recording number(s). 18799 & 18800

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

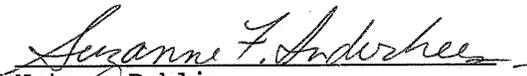
RECORDATION NO. **18799** FILED 1425

MAY 5 - 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Suzanne F. Inderhees, 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

SUZANNE F. INDERHEES
Notary Public, State of Ohio
My Commission Expires June 8, 1998

RECORDATION NO. 18799 FILED 1425

MAY 5 - 1994 - 2 55 PM

EQUIPMENT BILL OF SALE INTERSTATE COMMERCE COMMISSION

THIS EQUIPMENT BILL OF SALE is given by **THE DAVID J. JOSEPH COMPANY** (herein the "Seller") to **SOCIETY EQUIPMENT LEASING COMPANY**, its successors and assigns (herein the "Purchaser").

WITNESSETH:

THAT FOR TEN DOLLARS (\$10.00) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Purchaser and its successor and assigns, all of Seller's right, title and interest in and to the items of equipment listed on Exhibit A attached hereto (the "Equipment").

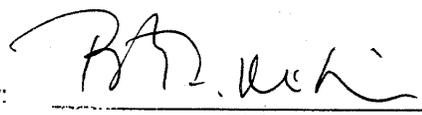
TO HAVE AND TO HOLD said Equipment, unto Purchaser and its successors and assigns, forever.

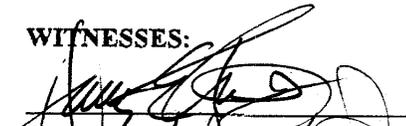
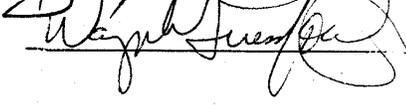
Seller covenants that it has good and marketable title to said Equipment conveyed hereunder and does hereby transfer valid title thereto free and clear of any and all encumbrances, liens, charges or defects. Seller further represents and warrants that (1) the Equipment sold hereunder is transferable by Seller by its sole act and deed and that all corporate action required to authorize, approve and validate such transfer has been duly and lawfully taken, (2) Seller has not made any prior sale, assignment or transfer of the Equipment, or any interest therein to any person, corporation or entity, except for leases to Peabody Coal Sales Company and the SOO Line Company (the "Existing Leases"), and (3) the Equipment is in good repair, condition, working order and in compliance with all applicable laws, rules and regulations.

AND Seller covenants that it will from time to time on demand execute any and all such further instruments which Purchaser and its successors and assigns may deem necessary, desirable or proper to effect the complete transfer of the Equipment or any interest therein unto Purchaser and its successors and assigns, or better to evidence the right, title and interest of Purchaser and its successors and assigns and Seller covenants that it will warrant and defend said title to the Equipment into Purchaser, and its successors and assigns, against all lawful claims, including, but not limited to, all claims arising under the Existing Leases.

IN WITNESS WHEREOF, Seller has cause this instrument to be duly executed, as of the 30th day of April, 1994.

THE DAVID J. JOSEPH COMPANY

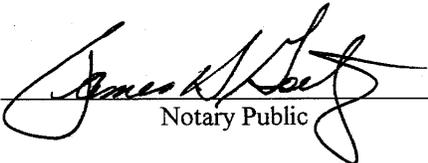
By: 
(Title)
VICE PRESIDENT

WITNESSES:



STATE OF OHIO)
) SS
HAMILTON COUNTY)

Before me, a Notary Public in and for said County and State, personally appeared the above named THE DAVID J. JOSEPH COMPANY, by Douglas F. McMillan, its VICE PRESIDENT, who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation, by authority of its board of directors, and that the same is the free act and deed of said corporation, and the free act and deed of him personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal, at CINCINNATI, Ohio, this 29th day of April, 1994.



Notary Public

JAMES H. GOETZ
Notary Public, State of Ohio
My Commission Expires July 10, 1995

EXHIBIT A
CAR LISTING

| CAR NUMBER | | CAR NUMBER | | CAR NUMBER | |
|------------|-------|------------|-------|------------|-------|
| DJXX | 13187 | DJXX | 13239 | DJXX | 13288 |
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| DJXX | 13190 | DJXX | 13242 | DJXX | 13291 |
| DJXX | 13191 | DJXX | 13243 | DJXX | 13292 |
| DJXX | 13192 | DJXX | 13244 | DJXX | 13293 |
| DJXX | 13193 | DJXX | 13245 | DJXX | 13294 |
| DJXX | 13195 | DJXX | 13246 | DJXX | 13295 |
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| DJXX | 13219 | DJXX | 13269 | RLMX | 6005 |
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EXHIBIT A
CAR LISTING

| <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | |
|-------------------|------|-------------------|------|-------------------|------|
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| RLMX | 6143 | RLMX | 6690 | RLMX | 8144 |
| RLMX | 6162 | RLMX | 6691 | RLMX | 8145 |
| RLMX | 6164 | RLMX | 6697 | RLMX | 8148 |
| RLMX | 6165 | RLMX | 6815 | RLMX | 8149 |
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| RLMX | 6204 | RLMX | 8030 | RLMX | 8190 |
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EXHIBIT A
CAR LISTING

| <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | | <u>CAR NUMBER</u> | |
|-------------------|------|-------------------|------|-------------------|------|
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