

TAFT, STETTINIUS & HOLLISTER

2-279A034

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
SUITE 1000 - 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215-3022
614-221-2838
FAX: 614-221-2007

September 28, 1992

COVINGTON, KENTUCKY OFFICE
SUITE 340 - 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011-2783
606-331-2838
513-381-2838
FAX: 513-381-6613

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

17963
RECORDATION NO. _____

OCT 5 1992 - 2:50 PM

INTERSTATE COMMERCE COMMISSION

OCT 5 2 42 PM '92
NOTED ON MAILING UNIT

Interstate Commerce Commission
12th Street & Constitution Ave., N.W.
Washington, D.C. 20423
Attn: Mildred Lee
Room 2303

Dear Ms. Lee:

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 31, 1992.

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

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

SELLER: Oklahoma Gas and Electric Company
P.O. Box 321
Oklahoma City, Oklahoma 73101

The equipment covered by the enclosed document is one hundred eight-nine (189) 100 ton, 4,000 cubic foot capacity rotary dump gondola railcars currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$16.00 is enclosed. Please return the original executed copy of the enclosed document to:

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

Ms. Mildred Lee
September 28, 1992
Page 2

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

Bill of Sale from Oklahoma Gas and Electric Company, P.O. Box 321, Oklahoma City, Oklahoma 73101 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated July 31, 1992 and covering one hundred eighty-nine (189) 100 ton, 4,000 cubic foot capacity rotary dump gondola railcars.

Please call me if you should have any questions.

Yours truly,



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

PFS/lsc
Enclosure

ccf110.djj

APPENDIX A

One hundred eighty-nine (189) 100 ton, 4000 cubic foot capacity rotary dump gondola railcars with built dates and with current reporting marks as follows:

1985 Built

OGEX 1183-1370, inclusive,
excluding OGEX 1302

1978 Built

OGEX 1371-1372, inclusive

17965

RECORDED AND FILED

OCT 5 1992 -2 50 PM

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.



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.

OCT 5 1992 -2 50 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, OKLAHOMA GAS AND ELECTRIC COMPANY ("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").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated July 16, 1992 by and between Buyer and Company and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

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 merchantable 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 term 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 31st day of July, 1992.

WITNESS:

[Signature]

[Signature]

OKLAHOMA GAS AND ELECTRIC COMPANY

BY: *[Signature]*

Executive Vice President

TITLE: and Chief Operating Officer

STATE OF Oklahoma)
COUNTY OF Oklahoma)

SS:

On this 31st day of July, 1992, before me the subscriber, Louanna Rogers, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Patrick J. Ryan to me personally known, who stated and acknowledged that he is the Executive Vice President and Chief Operating Officer of Oklahoma Gas and Electric Company,
(title) (company)

a Oklahoma corporation, and duly authorized by
(state)

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 31 day of July, 1992.

Louanna Rogers
(Notary Signature) 

My commission expires:
December 30, 1994

BILL OF SALE

APPENDIX A

One hundred eighty-nine (189) 100 ton, 4000 cubic foot capacity rotary dump gondola railcars with built dates and with current reporting marks as follows:

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excluding OGEX 1302

1978 Built

OGEX 1371-1372, inclusive