

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
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**

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

17966
REGISTRATION TO FILED

OCT 5 1992 - 2:00 PM
INTERSTATE COMMERCE COMMISSION

OCT 5 2 42 PM '92
RECEIVED

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 August 4, 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:** Southern Illinois Railcar Co., Inc.
120 West Market
P.O. Box 288
Troy, Illinois
Attn: Fred L. Parsons

The equipment covered by the enclosed document is twenty-two (22) 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
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A short summary of the document to appear in the index follows:

Bill of Sale from Southern Illinois Railcar Co. Inc.,
120 West Market, P.O. Box 288, Troy, Illinois, to The
David J. Joseph Company, 300 Pike Street, Cincinnati,
Ohio 45202 dated August 4, 1992 and covering twenty-two
(22) railcars.

Please call me if you should have any questions.

Yours truly,



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

FFS/lsc
Enclosure

1ccf111.4jj

Car No.	CU FT Capacity	AAR Car Type	Built DT
BO 603915	4000	C113	11/01/70
BO 603917	4000	C113	11/01/70
BO 603947	4000	C113	11/01/70
BO 603979	4000	C113	12/01/70
BO 831009	4000	C113	1/01/63
BO 837018	4600	C313	1/01/65
CO 002765	4600	C313	12/01/64
CO 002766	4600	C313	12/01/64
CSXT203107	4000	C313	1/01/63
CSXT203150	4600	C313	12/01/64
CSXT203151	4600	C313	12/01/64
SAL 035166	4725	C113	1/01/67
SAL 035192	4725	C113	1/01/67
SAL 035224	4725	C113	1/01/67
SBD 245000	4136	C113	3/01/64
SBD 246478	4650	C113	5/01/64
SBD 249088	4725	C113	1/01/67
SBD 249125	4725	C113	1/01/67
SCL 835036	4750	C113	8/01/64
SCL 835083	4750	C113	8/01/64
SCL 835204	4725	C113	1/01/66
WM 004690	4427	C113	9/01/65

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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.

Stephen Griffith Jr
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.

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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, SOUTHERN ILLINOIS RAILROAD CO., INC. ("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 20, 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 4th day of August, 1992.

WITNESS:

Ray Mace
Jackie Logan

SOUTHERN ILLINOIS RAILROAD CO., INC.
BY: Paul J. P...
TITLE: President

STATE OF Illinois)
COUNTY OF Madison)

SS:

On this 4th day of August, 1992, before me the subscriber, _____, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Fred L. Parsons to me personally known, who stated and acknowledged that he is the

President of Southern Illinois Bank Co., Inc.
(title) (company)

a Illinois 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 4th day of August, 1992.

Louise A. Rinkel
(Notary Signature)

My commission expires:

August 8, 1996



Car No.	CU FT Capacity	AAR Car Type	Built DT
BO 603915	4000	C113	11/01/70
BO 603917	4000	C113	11/01/70
BO 603947	4000	C113	11/01/70
BO 603979	4000	C113	12/01/70
BO 831009	4000	C113	1/01/63
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SCL 835083	4750	C113	8/01/64
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