

TAFT, STETTINIUS & HOLLISTER

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

WASHINGTON, D.C. OFFICE
SUITE 500 - 825 INDIANA AVENUE, N. W.
WASHINGTON, D.C. 20004-2901
202-626-2838
FAX: 202-347-3418

513-381-2838
CABLE: TAFTHOL TWX: 810-481-2623
FAX: 513-381-0205

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

November 3, 1992

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

2-317A072

NORTHERN KENTUCKY OFFICE
THOMAS MORE CENTRE
2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-8813

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

17997
REGISTRATION NO. FILED 1425

NOV 12 1992 -3 00 PM

INTERSTATE COMMERCE COMMISSION

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 September 29, 1992.

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

LESSOR:	The David J. Joseph Company 300 Pike Street Cincinnati, Ohio 45202
LESSEE:	Southern Illinois Railcar Co., Inc. 120 West Market P.O. Box 288 Troy, Illinois 62294

NOV 12 2 56 PM '92

The equipment covered by the enclosed document is twelve (12) 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

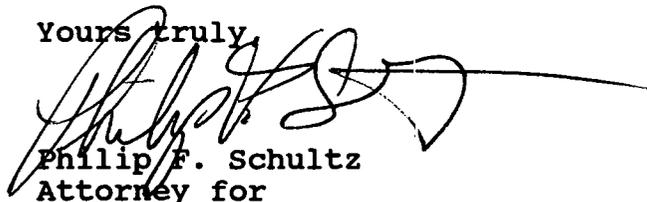
Ms. Mildred Lee
November 3, 1992
Page 2

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 September 29, 1992 and covering twelve (12) 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

1ccf112.djj

APPENDIX A

9/29/92

Page 1

<u>Car No.</u>	<u>CU FT Capacity</u>	<u>NEW NUMBER</u>	<u>AAR Car Type</u>	<u>Built DT</u>
CO 002416	4000	SIRX400010	C313	10/01/62
CO 002417	4000	SIRX400011	C313	10/01/62
CO 002432	4000	SIRX400012	C313	10/01/62
CO 002471	4000	SIRX400013	C313	10/01/62
CO 002472	4000	SIRX400014	C313	10/01/62
CSXT249082	4725	SIRX470001	C113	12/01/66
CSXT249118	4725	SIRX470006	C113	1/01/67
LN 250002	4800	SIRX480001	C113	8/01/65
SAL 035138	4725	SIRX470007	C113	2/01/67
SAL 035167	4725	SIRX470009	C113	1/01/67
SBD 248768	4800	SIRX480002	C113	8/01/65
SBD 249159	4725	SIRX470014	C113	1/01/67

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2670 CHANCELLOR DRIVE
CRESTVIEW HILLS, KENTUCKY 41017-3491
606-331-2838
513-381-2838
FAX: 513-381-6613

WRITER'S DIRECT LINE:
513-357-9481

November 10, 1992

STEPHEN M. GRIFFITH, JR.
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MARTIN McHENRY
MICHAEL A. BYERS**
CHRISTINE M. ZIMMER
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JEFFREY S. SCHLOEMER
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TIMOTHY L. COYLE***

*WASHINGTON, D.C. OFFICE
**COLUMBUS, OHIO OFFICE
***NORTHERN KENTUCKY OFFICE
*NOT ADMITTED IN OHIO

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BRENDA M. KLOOS
E. E. STEINER
ROBERT B. CRAIG***

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WILBUR L. COLLINS
L. CLIFFORD CRAIG
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RONAL R. NEWBANKS
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MARGARET AVRIL LAWSON
TOSHIO NAKAO
ELIZABETH A. GALLOWAY

OF COUNSEL: J. MACK SWIGERT
LEONARD A. WEAKLEY
ROBERT TAFT, JR.
ROBERT T. KEELER
SYDNOR I. DAVIS
WILLIAM V. FINN
CYNTHIA F. BLANK
FRANCIS V. GUDORF
STEVEN N. STEIN
FREDERICK D. NELSON

FEDERAL EXPRESS

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Mildred Lee
Room 2303

Re: Bill of Sale - The David J. Joseph Co. & Southern
Illinois Rail Car Co., Inc., dated 9/29/92 (Original
letter dated 11/3/92)

Dear Ms. Lee:

Attached please find a check for \$16.00 as the fee for recording the Bill of Sale noted above.

We apologize for our oversight, and thank you for your patience.

Yours truly,


Annette K. Welch
Legal Assistant

AKW:dm
Encl.

cc: Philip F. Schultz, Esq.

RECORDED BY 17997 FILED

NOV 12 1992 - 3 00 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, Southern Illinois Power 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, 1982 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 29th day of September, 1992.

WITNESS:

[Signature]

Southern Illinois Power Co. Inc.
BY: [Signature]
TITLE: President

STATE OF Illinois)
COUNTY OF MADISON)

SS:

On this 29th day of September, 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 29th day of September, 1992.

Carol Porter
(Notary Signature)

My commission expires:
Feb. 6, 1995



APPENDIX A

9/29/92

Page 1

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SBD 243768	4800	SIRX480002	C113	8/01/65
SBD 249159	4725	SIRX470014	C113	1/01/67

NOV 12 1992 -3 00 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 documents.

Stephen M. 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.