

INDIANA HARBOR BELT RAILROAD COMPANY

175 West Jackson Boulevard, Suite 1460
Chicago, Illinois 60604

ROGER A. SERPE
GENERAL COUNSEL

TELEPHONE (312) 454-3868

RECORDATION NO 16753 FILED 1425

January 16, 1990
File: 11.6340

FEB 6 1990 -12 45 PM
INTERSTATE COMMERCE COMMISSION

0-037A010

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Ave. N.W.
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation are one original executed copy and three photostatic copies of a Bill of Sale evidencing the sale of fifteen gondola cars from D. J. Joseph Company to Indiana Harbor Belt Railroad Company.

A description of the railroad equipment covered by the enclosed document is set forth in Appendix A.

Also enclosed is Indiana Harbor Belt Railroad Company draft No. 0208181 in the amount of \$13.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to:

Roger A. Serpe, General Counsel
Indiana Harbor Belt Railroad Company
175 W. Jackson Blvd., Suite 1460
Chicago, IL 60604

Thank you for your assistance in this matter.

Very truly yours,

ROGER A. SERPE
General Counsel

RAS/mt
Enc.

cc: C. H. Allen

Interstate Commerce Commission
Washington, D.C. 20423

2/14/90

OFFICE OF THE SECRETARY

Roger A, SERPE
General Counsel
Indiana Harbor Belt Railroad Company
175 West Jackson Blvd, Suite 1460
Chicago, Illinois 60604

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 2/6/90 at 12:45pm and assigned recordation number(s). 16753

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

FEB 6 1990 -12 45 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, THE DAVID J. JOSEPH COMPANY (the "Company") does hereby sell, assign and transfer unto INDIANA HARBOR BELT RAILROAD 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").

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 marketable 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 terms 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 claim.s

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 28th day of December, 1989.

WITNESS:

[Signature]

Jo Ann Bennis

THE DAVID J. JOSEPH COMPANY

[Signature]
Its Vice President

APPENDIX A

Fifteen Gondolas

<u>Old Number</u>	<u>New Number</u>
PLE 18001	IHB 18001
PLE 18018	IHB 18018
PLE 18023	IHB 18023
PLE 18061	IHB 18061
PLE 18148	IHB 18148
PLE 18175	IHB 18175
PLE 18192	IHB 18192
PLE 18198	IHB 18198
PLE 18285	IHB 18285
PLE 18319	IHB 18319
PLE 18432	IHB 18432
PLE 18438	IHB 18438
PLE 18439	IHB 18439
PLE 18445	IHB 18445
PLE 18499	IHB 18499

STATE OF OHIO)
) SS.
COUNTY OF HAMILTON)

On this 28th day of December, 1989, before me, the subscriber, Sandra L. Reuter, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named D J McMillan to me personally known, who stated and acknowledged that he is the Vice President of The David J. Joseph Company, a Delaware corporation, and duly authorized by 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 28th day of December, 1989.



Sandra L. Reuter

SANDRA L. REUTER

Notary Public, State of Ohio

My Commission Expires Nov. 18, 1990

My commission expires: _____