

TAFT, STETTINIUS & HOLLISTER

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SUITE 800 — 1620 EYE STREET, N W
WASHINGTON, D C 20006
202-785-1620

April 3, 1990

RECORDATION NO 16829 FILED 1425

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

APR 6 1990 -4 45 PM

INTERSTATE COMMERCE COMMISSION

0-099A011

Noreta R. McGee
Secretary
Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423

Dear Ms. McGee:

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 as of July 18, 1989.

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: Great Lakes Carbon Corporation
320 Old Briarcliff Road
Briarcliff Manor, New York 10510

The equipment covered by the enclosed document is 123 open top hopper railroad cars bearing the reporting marks GLCX 2000-2077, inclusive, and GLCX 2079-2125, inclusive.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

Noretta R. McGee
March 31, 1990
Page -2-

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

A bill of sale given by Great Lakes Carbon Corporation of 320 Old Briarcliff Road, Briarcliff Manor, New York 10510, as Seller, to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Buyer, dated as of July 18, 1989 and covering 123 open top hopper railroad cars.

Yours truly,



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

PFS/lsc
Enclosure

LTRMCGEE.PFS

16829

RECORDATION NO. FILED 1408

CERTIFICATION

APR 6 1990 -4 45 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Ty M. Votaw, 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

TY M. VOTAW, Attorney at Law
NOTARY PUBLIC, STATE OF OHIO
My Commission has no expiration
date. Section 147.03 R.C.

16829

REGISTRATION NO. _____ FILED 1428

APR 6 1990 -4 45 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

For and in consideration of the Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, GREAT LAKES CARBON CORPORATION (the "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").

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 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 18th day of July, 1989.

WITNESS:

J. J. Janda
RR Treasury

GREAT LAKES CARBON CORPORATION

By: James D. McKenzie
James D. McKenzie

Title: Executive Vice President

STATE OF NEW YORK)
) SS
COUNTY OF WESTCHESTER)

On this 18th day of July, 1989, before me, the subscriber, Larry McClammy, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James D. McKenzie to me personally know, who stated and acknowledged that he is an Exec. Vice Pres. of GREAT LAKES CARBON CORP., an officer, and duly authorized by authority of the board of directors or the 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 18th day of July, 1989.


Notary Public

LARRY McCLAMMY
Notary Public, State of New York
No. 24-4507261 Qual. in Kings Co.
Certificate filed in _____ Co.
Commission Expires March 30, 1991
JUNE

My commission expires: June 30, 1991

APPENDIX A

GLCX 2000 - 2077

GLCX 2079 - 2125

(Inclusive)