

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE TAFTHOLTWX 810-461-2623

FAX

513-381-0205

513-381-3363

513-381-4865

513-381-0906

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

COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
614-221-2838

COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838

August 24, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-240A082

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO **15976** FILED 1425

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

I have enclosed herewith one 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 17, 1990.

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

Seller: Greyhound Financial Corporation
Greyhound Tower
111 W. Clarendon Avenue
Phoenix, Arizona 85077

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

The equipment covered by the Bill of Sale is thirty-nine (39) 100-ton, 2,300 cubic feet, 1976 Ortner built, AAR designation HT, "Rapid Discharge" (TM) Bottom dump three-pocket railroad cars bearing the following reporting marks:

WRRC 200-202, inclusive
WRRC 207-208, inclusive
WRRC 214
WRRC 221
WRRC 226-230, inclusive
WRRC 235-243, inclusive
WRRC 250-251, inclusive

WRRC 204-205, inclusive
WRRC 210-212, inclusive
WRRC 217-218, inclusive
WRRC 223-224, inclusive
WRRC 233
WRRC 245-248, inclusive
WRRC 253-254, inclusive

15976
AUG 28 1990
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INTERSTATE COMMERCE COMMISSION

Consolidated Rail Corporation
August 24, 1990
Page 2

and fifty (50), 100-ton 2,300 cubic feet, 1979 Ortner built, AAR designation HT, "Rapid Discharge" (TM) Bottom dump three-pocket railroad cars bearing reporting marks:

WRRC 424-474, inclusive

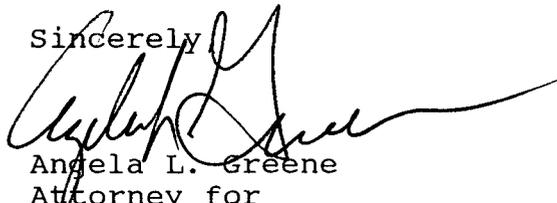
A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to me.

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

A Bill of Sale by and between Greyhound Financial Corporation, Greyhound Tower, 111 W. Clarendon Avenue, Phoenix, Arizona 85077 ("Seller") and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 ("Buyer"), dated as of July 17, 1990 and covering eighty-nine (89) open top hopper rail cars.

If you have any questions, please give me a call.

Sincerely,



Angela L. Greene
Attorney for
The David J. Joseph Company

ALG/ch
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/29/90

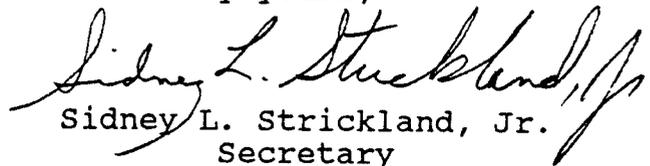
OFFICE OF THE SECRETARY

Angela L. Greene
Attorney
Taft Stettinius, & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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 8/28/90 at 3:55pm , and assigned recordation number(s). 16976,16977,16978,16979,16980,16981 & 16982

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

AUG 28 1990 3 55 PM

EXHIBIT D

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

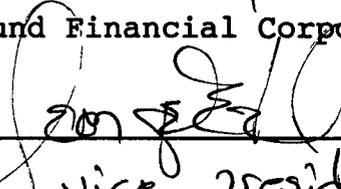
IN CONSIDERATION of the receipt of the sum of Ten Dollars (\$10.00), in hand paid, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GREYHOUND FINANCIAL CORPORATION (formerly known as Greyhound Leasing & Financial Corporation), a Delaware Corporation with an address at Greyhound Tower, Phoenix, Arizona ("Seller"), does hereby sell, assign, transfer and convey absolutely to THE DAVID J. JOSEPH COMPANY, a Delaware Corporation with an address at 300 Pike Street, Cincinnati, Ohio, 45202 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described in Schedule 1 attached hereto and made a part hereof (the "Railcars") and all leases (the "Leases") and other appurtenant rights relating thereto. The Railcars and Leases are sold pursuant to the terms of a Purchase and Sale Agreement between Seller and Buyer dated July 16, 1990 (the "Agreement"). Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars and the Leases. Seller is the lawful owner of the Railcars and the Leases, and title to the Railcars and the Leases is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of every nature and kind whatsoever (except that the Railcars are subject to the Leases). Except as specifically provided in the Agreement, the Railcars are sold "AS IS" and "WHERE IS", without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

Dated this 17 day of July, 1990.

Greyhound Financial Corporation

By: _____

Title: _____



vice president

EXHIBIT D

SCHEDULE 1

Thirty-nine (39) 100 ton, 2,300 cubic feet, 1976 Ortner built, AAR designation HT, "Rapid Discharge"(TM) Bottom dump three pocket railroad cars

Bearing Reporting Marks: WRRC 200-202, inclusive
WRRC 204-205, inclusive
WRRC 207-208, inclusive
WRRC 210-212, inclusive
WRRC 214
WRRC 217-218, inclusive
WRRC 221
WRRC 223-224, inclusive
WRRC 226-230, inclusive
WRRC 233
WRRC 235-243, inclusive
WRRC 245-248, inclusive
WRRC 250-251, inclusive
WRRC 253-254, inclusive

and

Fifty (50), 100 ton, 2,300 cubic feet, 1979 Ortner built, AAR designation HT, "Rapid Discharge" (TM) Bottom dump three pocket railroad cars

Bearing Reporting Numbers: WRRC 424-474, inclusive

STATE OF Arizona)
COUNTY OF Maricopa) SS.

On this 17th day of July, 1990, before me, the subscriber, Isaiah Wilkes, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named George

Eitel to me personally known, who stated and acknowledged that he is the Vice President of Greyhound
(title) (company name)

Financial Corp. a Delaware corporation, and duly authorized
(state)

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 17th day of July, 1990.

Isaiah Wilkes
(notary signature)

My commission expires: March 1, 1994