

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

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FAX

513-381-0205

513-381-3363

513-381-4865

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COLUMBUS, OHIO OFFICE
SUITE 1000 — 33 NORTH HIGH STREET
COLUMBUS, OHIO 43215
814-221-2838

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

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

August 24, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

0-240A084

RECORDATION NO 16978 FILED 1425

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

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 March 22, 1990.

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

Vendor: The Southern Railway Company
8 North Jefferson Street
Roanoke, Virginia 24042-0054

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

The equipment covered by the enclosed document is 19 open top hopper railroad cars bearing the following reporting marks:

- | | | |
|----------|----------|----------|
| SOU76715 | SOU77424 | SOU77729 |
| SOU76721 | SOU77516 | SOU77852 |
| SOU76741 | SOU77519 | SOU77964 |
| SOU77086 | SOU77648 | SOU78070 |
| SOU77211 | SOU77656 | SOU78179 |
| SOU77216 | SOU77709 | SOU78383 |
| SOU77230 | | |

06. 11. 1990
11:05 AM
RECEIVED
U.S. DEPT. OF JUSTICE

Ms. Noretta R. McGee, Secretary
August 24, 1990
Page 2

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

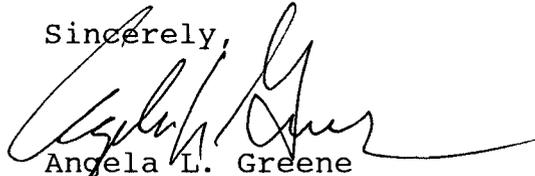
Angela L. Greene, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

A Bill of Sale given by Southern Railway Company of 8 North Jefferson Street, Roanoke, Virginia 24042-0054, as Vendor, to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, as Vendee, dated as of March 22, 1990 and covering 19 open top hopper railroad 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

16978

RECORDATION NO. _____ FILED 1425

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATION

The undersigned, Kathleen M. Grote, 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.

Kathleen M. Grote
Notary Public

KATHLEEN M. GROTE
Notary Public, State of Ohio
My Commission Expires March 25, 1991



RECORDATION NO 16978 FILED 1425

AUG 28 1990 - 3 55 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

SOUTHERN RAILWAY COMPANY, a Virginia corporation (the "Vendor"), in consideration of the sum of \$1.00 and other good and valuable consideration duly paid to Vendor by THE DAVID J. JOSEPH COMPANY (the "Vendee"), at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, hereby grants, bargains, sells and quitclaims to Vendee, its successors and assigns, AS IS, WHERE IS, AND WITH ALL FAULTS, all its right, title and interest in the units of used railroad equipment (the "Equipment") described on the attached Schedule A.

To have and to hold the Equipment to the Vendee, its successors and assigns, for its and their own use forever.

Vendor warrants that it has the right to sell the Equipment. The Equipment is sold AS IS, WHERE IS, WITH ALL FAULTS, and without warranty of any kind as to condition, fitness, merchantability or operation.

IN WITNESS WHEREOF, Vendor has caused this instrument to be signed by its duly authorized officer and its corporate seal to be hereunto affixed and duly attested this 22d day of March, 1990.

SOUTHERN RAILWAY COMPANY

By: *[Signature]*
Vice President

ATTEST:

[Signature]
Secretary

STATE OF VIRGINIA)
) to-wit:
CITY OF NORFOLK

The foregoing instrument was acknowledged before me this
22d day of March, 1990, by E. C. Durand and
Mahton D. Edwards, Vice President and ~~Assistant~~
Secretary, respectively, of Southern Railway Company, a Virginia
corporation, on behalf of the corporation.



Notary Public

My commission expires: February 12, 1993.

SCHEDULE A

<u>Description</u>	<u>Quantity</u>	<u>Identifying Numbers</u>		
3,600 cu.ft. capacity 100-ton open top hopper cars	19	SOU 76715	SOU 77424	SOU 77729
		76721	77516	77852
		76741	77519	77964
		77086	77648	78070
		77211	77656	78179
		77216	77709	78383
		77230		