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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

0-240A085
RECORDATION NO. 16979 FILED 1425

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Ms. Noretta R. McGee, Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, 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 2, 1990.

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: Consolidated Rail Corporation
6 Penn Center Plaza
Philadelphia, Pennsylvania 19103

The equipment covered by the enclosed document is 59 100-Ton gondola railroad cars bearing the following reporting marks:

- | | | |
|-----------|-----------|-----------|
| CR 604066 | CR 601126 | CR 581343 |
| CR 601214 | CR 601186 | CR 581312 |
| CR 581399 | CR 601301 | CR 601201 |
| CR 601300 | CR 601223 | CR 601299 |
| CR 604133 | CR 601344 | CR 601343 |
| CR 601172 | CR 581340 | CR 581358 |
| CR 581315 | CR 583957 | CR 601227 |
| CR 601174 | CR 601139 | CR 601121 |
| CR 601320 | CR 601247 | CR 583954 |
| CR 601097 | CR 601348 | CR 581387 |

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Aug 28 1990
RECORDATION NO. 16979

Ms. Noretta R. McGee, Secretary
August 24, 1990
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CR 601340	CR 601179	CR 601322
CR 604157	CR 581397	CR 604134
CR 601115	CR 604100	CR 601307
CR 604222	CR 601354	CR 601320
CR 581385	CR 604199	CR 601333
CR 601316	CR 601101	CR 601321
CR 601260	CR 601325	CR 601337
CR 601341	CR 601163	CR 601350
CR 601353	CR 601291	NYC 745101
NYC 745060	NYC 745177	

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

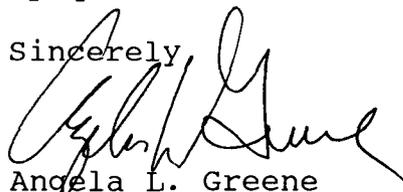
Angela L. Greene, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

A Bill of Sale by and between Consolidated Rail Corporation, 6 Penn Center Plaza, Philadelphia, Pennsylvania 19103, ("Seller") and The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, ("Buyer"), dated as of July 2, 1990 and covering 59 100-ton gondola railroad cars.

Please call me if you should have any questions.

Sincerely,



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

ALG/ch
Enclosures

RECORDATION NO **15979** 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

BILL OF SALE

AUG 28 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

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, CONSOLIDATED RAIL 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 2nd day of July, 1990.

WITNESS:

Carol Ann Connell

CONSOLIDATED RAIL CORPORATION

R.P. Whitehead Jr

APPENDIX A

FIFTY-NINE 100 TON GONDOLA RAILCARS

CAR NUMBER

CR 604066	CR 601126
CR 581343	CR 601214
CR 601186	CR 581312
CR 581399	CR 601301
CR 601201	CR 601300
CR 601223	CR 601299
CR 604133	CR 601344
CR 601343	CR 601172
CR 581340	CR 581358
CR 581315	CR 583957
CR 601227	CR 601174
CR 601139	CR 601121
CR 601330	CR 601247
CR 583954	CR 601097
CR 601348	CR 581387
CR 601340	CR 601179
CR 601322	CR 604157
CR 581397	CR 604134
CR 601115	CR 604100
CR 601307	CR 604222
CR 601354	CR 601320
CR 581385	CR 604199
CR 601333	CR 601316
CR 601101	CR 601321
CR 601260	CR 601325
CR 601337	CR 601341
CR 601163	CR 601350
CR 601353	CR 601291
NYC 745101	NYC 745060
NYC 745177	

STATE OF Penna)
COUNTY OF Phila.) SS.

On this 2nd day of July, 1990, before me, the subscriber, Carol Ann Connell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named L B Whitehead, Jr. to me personally known, who stated and acknowledged that he is the Sales Manager of Consolidated Rail Corporation, a Penna 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 2nd day of July, 1990.

Carol Ann Connell

My commission expires:

NOTARIAL SEAL
CAROL ANN CONNELL, Notary Public
City of Philadelphia, Phila County
My Commission Expires April 4, 1994