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J MACK SWIGERT
LEONARD A WEAKLEY
ROBERT TAFT JR
ROBERT T KEELER
CYNTHIA F BLANK

January 14, 1991

WASHINGTON D C OFFICE
COLUMBUS OHIO OFFICE
COVINGTON KENTUCKY OFFICE

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th Street & Constitution
Avenue, N.W.
Washington, D.C. 20423

1-017A002
SEARCHED BY 17199
INDEXED

JAN 17 1991 -9 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

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 October 30, 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: LB Credit Corporation
101 California Street
Suite 2800
San Francisco, California 94111

Mr. Sydney L. Strickland
January 14, 1991
Page 2

The equipment covered by the enclosed document is ten (10) boxcars bearing the reporting marks set forth in Schedule A hereto.

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

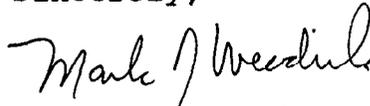
Mark J. Weadick, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

Bill of Sale from LB Credit Corporation, 101 California Street, Suite 2800, San Francisco, California 94111 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated October 30, 1990 and covering ten (10) boxcars.

Please call me if you should have any questions.

Sincerely,



Mark J. Weadick
Attorney for
The David J. Joseph Company

MJW/kdp
Enclosure

SCHEDULE A

GBW 1731
GBW 1733
GBW 1737
GBW 1742
GBW 1746
GBW 1747
GBW 1748
GBW 1750
GBW 1751
GBW 1758

EXHIBIT B
BILL OF SALE

JAN 17 1991 -9 40 AM
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, LB CREDIT CORPORATION ("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 term 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 30th day of October, 1990.

WITNESS: [Signature]
VICE PRESIDENT

LB CREDIT CORPORATION
BY: [Signature]
TITLE: EQUIPMENT MANAGER

[Signature]

APPENDIX A

Ten (10) 70 ton boxcars built in 1975
by Pullman Standard and bearing the
following reporting marks:

GBW 1731
GBW 1733
GBW 1737
GBW 1742
GBW 1746
GBW 1747
GBW 1748
GBW 1750
GBW 1751
GBW 1758

STATE OF California)
COUNTY OF San Francisco) SS:

On this 18th day of OCTOBER, 1990, before me the subscriber, Sharon A. Kelly, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person and within named MARK F. REA to me personally known, who stated and acknowledged that he is the EQUIPMENT MANAGER of LB CREDIT CORPORATION, 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 18th day of October, 1990.

Sharon A. Kelly
(Notary Signature)

My commission expires: November 9, 1992



CERTIFICATE OF NOTARY

The undersigned, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the Bill of Sale attached hereto has been carefully compared with the original and is complete and identical in all respects to the original document.



Notary Public

BETH A. PANKO
Notary Public, State of Ohio
My Commission Expires Oct. 12, 1993

