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OF COUNSEL JOHN W HUDSON
J MACK SWIGERT
LEONARD A WEAKLEY
ROBERT TAFT JR
ROBERT T KEELER
CYNTHIA F BLANK

January 14, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

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 December 20, 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: Kentucky Utilities Company
One Quality Street
Lexington, Kentucky 40507

The equipment covered by the enclosed document is one hundred twenty six (126) gondolas bearing the reporting marks set forth in Schedule A hereto.

1-017A004

17201
RECORDED AND INDEXED

JAN 17 1991 -9 40 AM

INTERSTATE COMMERCE COMMISSION

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

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

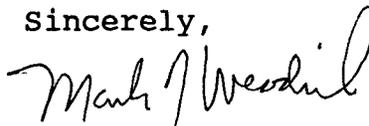
Mark J. Weadick, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

Bill of Sale from Kentucky Utilities Company, One Quality Street, Lexington, Kentucky 40507, to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 20, 1990 and covering one hundred twenty six (126) gondolas.

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

KUCX 1 through KUCX 126

17201

REGISTRATION NO. _____ FILED 1991

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, **KENTUCKY UTILITIES COMPANY** ("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 20th day of December, 1990.

WITNESS:

Richard Haimburger
Ed R. [Signature]

KENTUCKY UTILITIES COMPANY

BY: Wayne J Lucas
TITLE: Vice President

APPENDIX A

One hundred twenty-six (126) 100 ton, 4000 cubic foot capacity gondolas built by Thrall in 1976 (except for three cars built in 1981) and bearing reporting marks from the series KUCX 1-126.

COMMONWEALTH OF KENTUCKY)
) SS:
COUNTY OF)

On this 20th day of December, 1990, before me the subscriber, Karen R. Blau, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person and within named Wayne T. Lucas to me personally known, who stated and acknowledged that he is the Vice President of Kentucky Utilities Company, a Kentucky 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 20th day of December, 1990.

Karen R. Blau
(Notary Signature)

My commission expires:

January 17, 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.

Beth A. Panko
Notary Public

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