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MARGARET AVRIL LAWSON

OF COUNSEL JOHN W HUDSON
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

17202
RECORDATION NO FILED 1483

JAN 17 1991 -9 40 AM

INTERSTATE COMMERCE COMMISSION

1-017A005

**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 31, 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: Casco Northern Bank, N.A.
One Monument Square
Portland, Maine 04101

The equipment covered by the enclosed document is thirty five (35) open top hopper railcars bearing the reporting marks set forth in Schedule A hereto.

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:

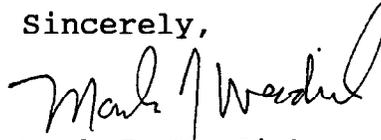
Mark J. Weadick, Esq.
Taft, Stettinius & Hollister
1800 Star Bank Center
Cincinnati, Ohio 45202

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

Bill of Sale from Casco Northern Bank, N.A., One Monument Square, Portland, Maine 04101 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 31, 1990 and covering thirty five (35) open top hopper railcars.

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

MEC 1300
MEC 1302
MEC 1303
MEC 1304
MEC 1306
MEC 1308
MEC 1313
MEC 1314
MEC 1316
MEC 1318
MEC 1321
MEC 1322
MEC 1323
MEC 1326
MEC 1329
MEC 1333
MEC 1336
MEC 1339

MEC 1342
MEC 1343
MEC 1344
MEC 1348
MEC 1350
MEC 1353
MEC 1355
MEC 1356
MEC 1357
MEC 1362
MEC 1363
MEC 1364
MEC 1365
MEC 1368
MEC 1369
MEC 1370
MEC 1371

17202

RECORDATION NO. _____ FILED 1483

JAN 17 1991 -9 40 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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, **CASCO NORTHERN BANK, N.A.** ("Seller") 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 Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows.

1. That the Seller 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 Seller has full power and authority to sell and convey the Equipment; and
3. That the Seller 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 Seller 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 SELLER, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE SELLER 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 31st day of December, 1990.

WITNESS:
John R. Clough

CASCO NORTHERN BANK, N.A.
BY: *Richard A. M. Naughton*
TITLE: SENIOR VICE PRESIDENT

BILL OF SALE

APPENDIX A

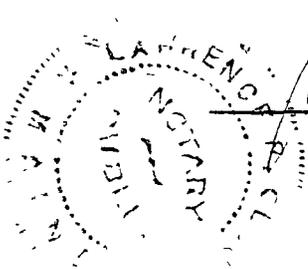
Thirty-five (35) 100 ton open top hopper railcars (ballast cars) built in 1966 and 1967 by Gunderson and bearing the following reporting marks:

MEC 1300	MEC 1342
MEC 1302	MEC 1343
MEC 1303	MEC 1344
MEC 1304	MEC 1348
MEC 1306	MEC 1350
MEC 1308	MEC 1353
MEC 1313	MEC 1355
MEC 1314	MEC 1356
MEC 1316	MEC 1357
MEC 1318	MEC 1362
MEC 1321	MEC 1363
MEC 1322	MEC 1364
MEC 1323	MEC 1365
MEC 1326	MEC 1368
MEC 1329	MEC 1369
MEC 1333	MEC 1370
MEC 1336	MEC 1371
MEC 1339	

STATE OF Maine)
COUNTY OF Cumberland) SS:

On this 31st day of December, 1990, before me the subscriber, Lawrence R. Clough, a Notary Public, ^{Attorney at Law} duly commissioned, qualified and acting, within and for said County and State, appeared in person and within named Richard A. McNaughton to me personally known, who stated and acknowledged that he is the Senior Vice President of Casco Northern Bank, N.A., a national banking 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 31st day of December, 1990.



L. R. Clough

(Notary Signature)

Attorney at Law

My commission expires:

N/A

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

