

# TAFT, STETTINIUS & HOLLISTER

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OF COUNSEL JOHN W HUDSON  
J MACK SWIGERT  
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ROBERT T KEELER  
CYNTHIA F BLANK

March 21, 1991

\*WASHINGTON D C OFFICE  
\*\*COLUMBUS OHIO OFFICE  
\*\*\*COVINGTON KENTUCKY OFFICE

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

1-085A019

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

17263  
REGISTRATION NO \_\_\_\_\_ FILED 1425

MAR 25 1991 -2 50 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed herewith is the original and one copy of the document described below, to be recorded pursuant to 49 U.S.C. §11301.

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 Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

**SELLER:** B A Leasing & Capital Corporation  
Two Embarcadero Center, Suite 2800  
San Francisco, California 94111

The equipment covered by the enclosed document is four hundred seventy-nine (479) covered hopper rail cars bearing the reporting marks set forth in Schedule A hereto.

Mr. Sydney L. Strickland  
March 21, 1991  
Page 2

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

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
Cincinnati, Ohio 45202  
(513) 381-2838

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

Bill of Sale from B A Leasing & Capital Corporation, Two Embarcadero Center, Suite 2800, San Francisco, California 94111 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202, dated December 31, 1990 and covering four hundred seventy-nine (479) covered hopper rail cars.

Please call me if you have any questions.

Sincerely,



Philip F. Schultz  
Attorney for  
The David J. Joseph Company

JDM/dm

Enclosures

SCHEDULE A

FLIX	2000 - 2009
FLIX	2011 - 2081
FLIX	2083 - 2144
FLIX	2148 - 2160
FLIX	2162 - 2212
FLIX	2214 - 2244
FLIX	2246 - 2249
FLIX	2251 - 2253
FLIX	2251 - 2261
FLIX	2263 - 2281
FLIX	2283 - 2287
FLIX	2289 - 2307
FLIX	2309 - 2312
FLIX	2314 - 2331
FLIX	2333 - 2336
FLIX	2338 - 2354
FLIX	2356
FLIX	2358 - 2411
FLIX	2413 - 2486
FLIX	2488 - 2499

Interstate Commerce Commission  
Washington, D.C. 20423

3/27/91

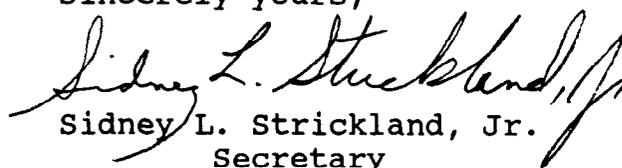
OFFICE OF THE SECRETARY

Philip F. Schultz  
Taft Stettinius & Hollister  
1800 Star Bank Center  
Cincinnati, Ohio 45202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/25/91 at 2:50pm, and assigned recordation number(s). 17263

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

17263

RECORDATION NO. \_\_\_\_\_ FILED 1425

MAR 25 1991 -2 50 PM

CERTIFICATE OF NOTARY

INTERSTATE COMMERCE COMMISSION

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

MICHAEL R. RICKMAN, Attorney at Law  
NOTARY PUBLIC, STATE OF OHIO  
My Commission has no expiration  
date. Section 147.03 R. C.

BILL OF SALE

RECORDATION NO 17263 FILED 1425

MAR 25 1991 -2 50 PM

INTERSTATE COMMERCE COMMISSION

Dated as of December 31, 1990

FOR VALUE RECEIVED

BA LEASING & CAPITAL CORPORATION ("Transferor") sells to THE DAVID J. JOSEPH COMPANY ("Transferee") all of Transferor's right, title and interest in and to its beneficial interest in the units (the "Units") described in Schedule 1 hereto.

Transferor represents and warrants to Transferee that:

1. Transferor has the entire, right, title and interest of the "Trustor" under the Trust Agreements (the "Trust Agreements") between Transferor and Mercantile Trust Company, National Association, Trustee (the "Trustee") dated as of May 22, 1979 and June 15, 1979, free and clear of all liens, charges, security interests or other encumbrances whatsoever except as provided in paragraph 3 below;
2. The Trustee under the Trust Agreements has sole title to the Units, free and clear of all liens, charges, security interests or other encumbrances whatsoever except as provided in paragraph 3 below;
3. The representations and warranties of the Transferor set forth in paragraphs 1 and 2 above are subject to the following:
  - (a) Liens or security interests created or expressly permitted by the Equipment Leases between Trustee and Farmland Industries, Inc. dated as of May 22, 1979 and June 15, 1979, as amended and supplemented and currently in effect;
  - (b) Liens or security interests created by that certain Security Agreement - Trust Deeds from the Trustee to The First National Bank of Kansas City, as security trustee, dated as of May 22, 1979 and June 15, 1979, as amended and supplemented and currently in effect; and
  - (c) Liens or security interests created by the Trust Agreements.

EXCEPT AS EXPRESSLY SET FORTH ABOVE OR IN THE PURCHASE AGREEMENT DATED AS OF THE DATE HEREOF, BETWEEN TRANSFEROR AND TRANSFEREE, TRANSFEROR SHALL NOT BE DEEMED TO HAVE MADE AND DISCLAIMS ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER, AS TO THE CONDITION, DESIGN, OPERATION, MAINTENANCE, VALUE, MARKETABILITY, MERCHANTABILITY OR FITNESS FOR USE OR PARTICULAR PURPOSE OF ANY OF THE UNITS OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF ANY OF THE UNITS AND ANY IMPLIED WARRANTY ARISING FROM COURSE OF PERFORMANCE, DEALING OR USAGE OF THE TRADE.

BA LEASING & CAPITAL CORPORATION

By: Wayne P. Warner  
Its: Vice President

SCHEDULE I TO BILL OF SALE  
UNITS

Type of Units:

100-ton, 1979 Hawker Siddeley 4,650 Cubic Foot  
Covered Hopper Cars

Number of Units: 479

Numbered:

FLIX 2000-2009	FLIX 2159-2160
FLIX 2011-2028	FLIX 2162-2164
FLIX 2029-2030	FLIX 2165-2166
FLIX 2031-2039	FLIX 2167-2173
FLIX 2040	FLIX 2174
FLIX 2041	FLIX 2175
FLIX 2042	FLIX 2176
FLIX 2043-2053	FLIX 2177-2180
FLIX 2054	FLIX 2181
FLIX 2055-2072	FLIX 2182-2189
FLIX 2073	FLIX 2190-2212
FLIX 2074-2081	FLIX 2214-2244
FLIX 2083-2101	FLIX 2246-2249
FLIX 2102-2103	FLIX 2251-2253
FLIX 2104-2111	FLIX 2255-2261
FLIX 2112	FLIX 2263-2281
FLIX 2113-2128	FLIX 2283-2287
FLIX 2129-2130	FLIX 2289-2307
FLIX 2131	FLIX 2309-2312
FLIX 2132	FLIX 2314-2331
FLIX 2133-2136	FLIX 2333-2336
FLIX 2137-2140	FLIX 2338-2354
FLIX 2141-2144	FLIX 2356
FLIX 2148	FLIX 2358-2411
FLIX 2149-2157	FLIX 2413-2486
FLIX 2158	FLIX 2488-2499

ACKNOWLEDGMENT

State of Ohio )  
 ) ss.  
County of Hamilton )

On December 31, 1990, before me, the undersigned, a Notary Public, in and for the State of Ohio, duly commissioned and sworn, personally appeared WAYNE P. WEINER, personally known to me (or proved on the basis of satisfactory evidence) to be the person who executed the within instrument as Vice President of BA Leasing & Capital Corporation, the corporation that executed the within instrument, and acknowledged to me that such corporation executed the within instrument pursuant to its by-laws or a resolution of its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the date set forth above in this certificate.

CAROLYN A. TRAINOR  
Notary Public, State of Ohio  
My Commission Expires March 8, 1993

*Carolyn A Trainor*  
\_\_\_\_\_  
Notary Public in and for said  
State

My Commission Expires 3/8/93