

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER  
CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-481-2623  
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE  
SUITE 1000 — 33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838  
FAX: 614-221-2007

WASHINGTON, D.C. OFFICE  
SUITE 500 — 625 INDIANA AVENUE, N. W.  
WASHINGTON, D.C. 20004  
202-628-2838  
FAX: 202-347-3419

1-325A131

COVINGTON, KENTUCKY OFFICE  
SUITE 340 — 1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 41011  
606-331-2838  
513-381-2838  
FAX: 513-381-6613

November 7, 1991

17596

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

REGISTRATION NO. \_\_\_\_\_ FILE NO.

NOV 21 1991 -4 10 PM

INTERSTATE COMMERCE COMMISSION

NOV 21 4 02 PM '91  
NOTICE OPERATING UNIT

Mr. Sydney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Ave., 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 September 13, 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:** Lake Erie, Franklin &  
Clarion Railroad Company  
1062 East Wood Street  
Clarion, PA 16214

The equipment covered by the enclosed document is seventy-four (74) 100 ton rotary dump gondolas currently bearing the reporting marks set forth in Appendix A hereto.

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

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

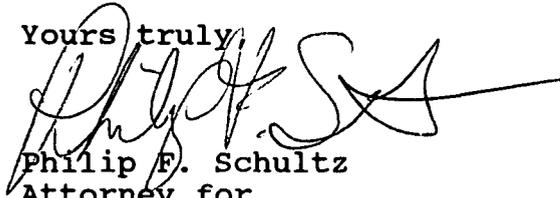
Mr. Sydney L. Strickland  
November 7, 1991  
Page 2

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

Bill of Sale from Lake Erie, Franklin & Clarion Railroad Co., 1062 East Wood Street, Clarion, PA 16214 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated September 13, 1991 and covering seventy-four (74) 100 ton, 4000 cubic foot capacity rotary dump gondolas Thrall built in 1977.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", with a long horizontal flourish extending to the right.

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

PFS/lsc  
Enclosure

iccerie.djj

APPENDIX A

BILL OF SALE

Seventy-four (74) 100 Ton, 4000 cubic  
foot capacity rotary dump gondolas,  
Thrall built in 1977 and bearing the  
reporting marks as follows:

LEF 4500-4574,  
excluding LEF 4506

17596  
RECORDING NO. \_\_\_\_\_ FILED 1423

NOV 21 1991 - 4 10 PM  
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., 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.

Stephen M. Griffith Jr.  
Notary Public/

STEPHEN M. GRIFFITH, JR., Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
date. Section 147.03 O.R.C.

## EXHIBIT B

BILL OF SALE

NOV 21 1991 - 4 19 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, LAKE ERIE, FRANKLIN & CLARION RAILROAD COMPANY ("Seller") does hereby sell, assign, and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the 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 term 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 13 day of September, 1990.

WITNESS:

AT Law  
Andria Summy

LAKE ERIE, FRANKLIN & CLARION RAILROAD COMPANY

BY: W. C. [Signature]

TITLE: President

**APPENDIX A**

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