

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER
CINCINNATI, OHIO 45202

WASHINGTON, D.C. OFFICE
SUITE 500 — 825 INDIANA AVENUE, N.W.
WASHINGTON, D.C. 20004
202-628-2838
FAX: 202-347-3419

513-381-2838
CABLE: TAFTHOL TWX: 810-461-2823
FAX: 513-381-0205

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

1-325A126

November 7, 1991 .

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COVINGTON, KENTUCKY OFFICE
SUITE 340 — 1717 DIXIE HIGHWAY
COVINGTON, KENTUCKY 41011
606-331-2838
513-381-2838
FAX: 513-381-8813

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

REGISTRATION NO. _____ FILED 1435

NOV 21 1991 -4 10 PM

INTERSTATE COMMERCE COMMISSION

NOV 21 4 01 PM '91
PHOTO 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, 1991.

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: Midwest Steel & Alloy Corporation
26949 Chagrin Boulevard
Cleveland, OH 44122-4284

The equipment covered by the enclosed document is sixty-one (61) gondola railcars 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

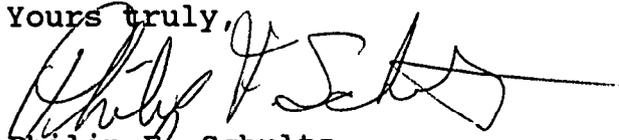
Mr. Sydney L. Strickland
November 7, 1991
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A short summary of the document to appear in the index follows:

Bill of Sale from Midwest Steel & Alloy Corporation,
26949 Chagrin Boulevard, Cleveland, Ohio 44122-4284 to
The David J. Joseph Company, 300 Pike Street,
Cincinnati, Ohio 45202 dated September 13, 1991 and
covering sixty-one (61) gondola railcars.

Please call me if you should have any questions.

Yours truly,



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

PFS/lsc
Enclosure

iccmdwt.djj

BILL OF SALE

APPENDIX A

Sixty-one (61) gondola railcars bearing the following reporting marks:

100 Ton:	SBD 479990	LN 176214		
	SBD 476042	LN 27984		
70 Ton:	SBD 476619	SBD 479747	LN 171363	SBD 476560
	SBD 479610	SCL 130373	SCL 131845	SBD 476602
	ACL 98864	SBD 476872	SBD 476573	SBD 476969
	SBD 481343	SBD 476669	ACL 98672	SBD 477398
	SBD 477254	SBD 476693	SBD 481503	ACL 98463
	ACL 98771	ACL 98835	ACL 98558	ACL 98794
	SCL 130464	ACL 98828	SBD 998068	CSXT 977641
	SBD 479736	LN 171815	ACL 98701	SBD 481408
	ACL 98417	SBD 479930	SBD 481384	ACL 98534
	LN 171943	LN 171954	SCL 133065	SBD 478232
	SCL 133356	LN 171283	SCL 132802	BO 364146
	SBD 479935	SBD 478364	CR 553258	LN 171391
	SBD 476943	SCL 131740	CSXT 998544	SCL 133204
	SBD 481112	SCL 132719	LN 170927	LN 170100
	SBD 481257			

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REGISTRATION NO. _____ FILED 1423

CERTIFICATE

NOV 21 1991 -4 19 PM

INTERSTATE COMMERCE COMMISSION

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.

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REGISTRATION NO. _____ FILED MSB

NOV 21 1991 -4 12 PM

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, MIDWEST STEEL & ALLOY 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 rail-road 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 merchantable 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 13 day of SEPTEMBER, 1991.

WITNESS:

Cynthia R. Barry
Barney J. Barry

BY: [Signature]
 TITLE: V.P. SALES & PURCHASES

BILL OF SALE

APPENDIX A

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100 Ton:	SBD 479990	LN 176214		
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	SBD 477254	SBD 476693	SBD 481503	ACL 98463
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	SCL 130464	ACL 98828 <i>over</i>	SBD 998068	CSXT 977641
	SBD 479736	LN 171815	ACL 98701	SBD 481408
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	SBD 479935	SBD 478364	CR 553258	LN 171391
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	SBD 481112	SCL 132719	LN 170927	LN 170100
	SBD 481257			

STATE OF OHIO)
)
COUNTY OF CUYAHOGA) SS:

On this 13 day of SEPTEMBER, 1991, before me the subscriber, MARTIN S. KLAYKO, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named ROBERT WALLENS to me personally known, who stated and acknowledged that he is the V.P. SALES & PURCHASES of MIDWEST STEEL & ALLOY CORPORATION,
(title) (company)
a OHIO corporation, and duly authorized by
(state)
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 13 day of SEPTEMBER, 1991.



(Notary Signature)

My commission expires:

MARTIN S. KLAYKO
Notary Public, State of Ohio, Cuyahoga Co.
My Commission Expires Feb. 21, 1992