

1-331A010

TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-481-2623

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

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

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

November 15, 1991

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

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

17608
NOV 27 1991 2 15 PM
INTERSTATE COMMERCE COMMISSION

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 November 4, 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: Johnstown America Corporation
Freight Car Division
17 Johns Street
Johnstown, PA 15901

The equipment covered by the enclosed document is sixty-eight (68) gondola rail cars 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

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Mr. Sydney L. Strickland
November 15, 1991
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A short summary of the document to appear in the index follows:

Bill of Sale from Johnstown America Corporation, Freight Car Division, 17 Johns Street, Johnstown, PA 15901 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated November 4, 1991 and covering sixty-eight (68) gondola rail cars.

Please call me if you should have any questions.

Yours truly,



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

PFS/smb
Enclosure

EXHIBIT A

Sixty-eight (68) 125 ton, 4300 cubic foot capacity gondolas built in 1967 by Thrall and bearing the following reporting marks:

NORX 201	NORX 225	NORX 249	NORX 270
NORX 202	NORX 226	NORX 250	NORX 271
NORX 203	NORX 228	NORX 252	NORX 272
NORX 204	NORX 229	NORX 253	NORX 273
NORX 207	NORX 230	NORX 254	NORX 274
NORX 208	NORX 231	NORX 255	NORX 275
NORX 209	NORX 234	NORX 256	NORX 277
NORX 210	NORX 235	NORX 259	NORX 278
NORX 211	NORX 236	NORX 261	NORX 280
NORX 214	NORX 238	NORX 262	NORX 281
NORX 215	NORX 240	NORX 263	NORX 282
NORX 217	NORX 242	NORX 264	NORX 285
NORX 219	NORX 243	NORX 265	NORX 288
NORX 220	NORX 244	NORX 266	NORX 289
NORX 221	NORX 245	NORX 267	NORX 291
NORX 223	NORX 246	NORX 268	NORX 292
NORX 224	NORX 247	NORX 269	NORX 293

17608
COMMISSION NO. _____ FILED IN _____

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CERTIFICATE

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.



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.

REGISTRATION NO. 17608 FILED 143

NOV 27 1991 2:18 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, JOHNSTOWN AMERICA 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 railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated October 31, 1991 ("Purchase Agreement"), by and between Buyer and Company and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

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 AND THE REPRESENTATIONS AND WARRANTIES IN THE PURCHASE AGREEMENT 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 4th day of November, 1991.

WITNESS:

Patricia Myers
Patricia Myers

JOHNSTOWN AMERICA CORPORATION

BY: Michael P. Sisk

TITLE: Customer Service Manager

EXHIBIT A

Sixty-eight (68) 125 ton, 4300 cubic foot capacity gondolas built in 1967 by Thrall and bearing the following reporting marks:

NORX 201	NORX 225	NORX 249	NORX 270
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NORX 223	NORX 246	NORX 268	NORX 292
NORX 224	NORX 247	NORX 269	NORX 293

STATE OF PENNSYLVANIA)
COUNTY OF CAMBRIA)

SS:

On this 4th day of NOVEMBER, 1991, before me the subscriber, ROY L. GINDLESPIERGER, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named MICHAEL R SISKI to me personally known, who stated and acknowledged that he is the CUSTOMER SERVICE MGR. OF JOHNSTOWN AMERICA CORPORATION, (title) (company), a DELAWARE (state) 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 4 day of NOVEMBER, 1991.


(Notary Signature)

My commission expires:

