

**TAFT, STETTINIUS & HOLLISTER**

1800 STAR BANK CENTER  
425 WALNUT STREET  
CINCINNATI, OHIO 45202-3957

WASHINGTON, D.C. OFFICE  
SUITE 500 — 825 INDIANA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2901  
202-828-2838  
FAX: 202-347-3419

513-381-2838  
CABLE: TAFTHOL TWX: 810-461-2623  
FAX: 513-381-0205

COLUMBUS, OHIO OFFICE  
SUITE 1000 — 33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215-3022  
614-221-2838  
FAX: 614-221-2007

May 18, 1992

COVINGTON, KENTUCKY OFFICE  
SUITE 340 — 1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 41011-2783  
606-331-2838  
513-381-2838  
FAX: 513-381-6613

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

RECORDED TO 17731-A FILED 145

Interstate Commerce Commission  
12th Street & Constitution Ave., N.W.  
Washington, D.C. 20423  
Attn: Mildred Lee  
Room 2303

MAY 18 1992 - 4 50 PM 2-140A002  
INTERSTATE COMMERCE COMMISSION

Dear Ms Lee:

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 an Amended and Restated Bill of Sale, secondary document, dated March 24, 1992. The primary document to which this is connected is recorded under Recordation No. 17731. We request that this assignment be cross indexed.

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: CSX Transportation, Inc.  
Purchases and Materials Department  
550 Water Street  
Jacksonville, FL 32232

The equipment covered by the enclosed document is eight (8) units of railroad rolling stock bearing the reporting marks set forth in Appendix A hereto.

A fee of \$16.00 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

MAY 18 4 50 PM '92  
MOTOR OPERATING UNIT

Interstate Commerce Commission  
May 18, 1992  
Page 2

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

Amended and Restated Bill of Sale from CSX Transportation, Inc., Purchases and Materials, 550 Water Street, Jacksonville, Florida 32232 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated March 24, 1992 and covering eight (8) units of railroad rolling stock bearing reporting marks LN 27676, SBD 481577, SBD 481578, WM 604983, WM 604982, WM 604971, CO 604038 and CO 604027.

Please call me if you should have any questions.

Yours truly,



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

PFS/bv  
Enclosure

iccfla8.djj

**APPENDIX A**

LN 27676  
SBD 481577  
SBD 481578  
WM 604983  
WM 604982  
WM 604971  
CO 604038  
CO 604027

REGISTRATION NO. 17731-A

MAY 18 1992 -4 50 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.

17231-A

MAY 18 1992 -4 50 PM  
INTERSTATE COMMERCE COMMISSION

AMENDED AND RESTATED BILL OF SALE

That certain Bill of Sale dated December 2, 1991, given by CSX Transportation, Inc. to The David J. Joseph Company, covering eight (8) railroad cars and given pursuant to that certain Purchase and Sale Agreement dated July 10, 1991, by and between CSX Transportation, Inc. and The David J. Joseph Company, is hereby amended, restated, replaced and superseded in its entirety as follows:

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, CSX TRANSPORTATION, INC. ("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 Amended and Restated Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated July 10, 1991 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 marketable 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.
4. That the Equipment is sold in "as is" condition.

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.



IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Bill of Sale as of the 24th day of March, 1992.

WITNESS:

P C McPerry  
Sr. Manager

CSX TRANSPORTATION, INC.

BY: John W. Basso  
TITLE: Vice President

WITNESS:

Andrew L. Hardburgh  
[Signature]

THE DAVID J. JOSEPH COMPANY

BY: Larry K. Burt  
TITLE: DIVISIONAL VICE PRESIDENT



**AMENDED AND RESTATED BILL OF SALE**

**APPENDIX A**

LN 27676  
SBD 481577  
SBD 481578  
WM 604983  
WM 604982  
WM 604971  
CO 604038  
CO 604027



STATE OF Florida )  
COUNTY OF Duval ) SS:

On this 24 day of March, 1992, before me the subscriber, Mark A. Gast, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John W. Bass

to me personally known, who stated and acknowledged that he is the Vice President of CSX Transportation Inc.,  
Purchases and Materials (title) (company)

a Virginia 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 24 day of March, 1992.

Mark A. Gast  
(Notary Signature)

My commission expires:

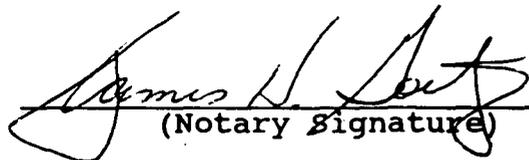
NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Oct. 6, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.



STATE OF OHIO            )  
                                  )    SS:  
COUNTY OF HAMILTON)

On this 27<sup>th</sup> day of MARCH, 1992, before me the subscriber, JAMES H. GOETZ, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LARRY K. BARTON to me personally known, who stated and acknowledged that he is the DIVISIONAL VICE PRESIDENT of The David J. Joseph Company, a Delaware 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 27<sup>th</sup> day of MARCH, 1992.

  
(Notary Signature)

My commission expires:

JAMES H. GOETZ  
Notary Public, State of Ohio  
My Commission Expires July 10, 1995

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