

TAFT, STETTINIUS & HOLLISTER

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

WASHINGTON, D.C. OFFICE  
SUITE 500 — 625 INDIANA AVENUE, N.W.  
WASHINGTON, D.C. 20004-2901  
202-628-2838  
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

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

2-0794004

March 11, 1992 17736  
REGISTRATION NO. FILED 1425

MAR 19 1992 9 10 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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 December 2, 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: CSX Transportation, Inc.  
Purchases and Materials  
P.O. Box 45054  
Jacksonville, FL 32232-5054

The equipment covered by the enclosed document is fourteen (14) rail cars currently 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

NOTION BEHOLDING UNIT  
MAR 19 8 05 PM '92

Mr. Sydney L. Strickland  
March 11, 1992  
Page 2

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

Bill of Sale from CSX Transportation, Inc., Purchases and Materials, P.O. Box 45054, Jacksonville, Florida 32232-5054 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated December 2, 1991 and covering fourteen (14) rail cars.

Please call me if you should have any questions.

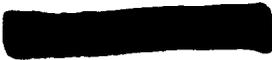
Yours truly,

A handwritten signature in black ink, appearing to read "Philip F. Schultz", written over a horizontal line.

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

PFS/lsc  
Enclosure

tecfla7.djj



APPENDIX A

LN	176093	✓
LN	176138	✓
LN	176065	✓
SBD	480094	✓
LN	176009	✓
SBD	480408	✓
LN	176783	✓
LN	176078	✓
LN	27220	✓
SBD	480118	✓
LN	176798	✓
CSXT	223894	
CSXT	224070	
ACL	121676	

CERTIFICATE

MAR 19 1992 -9 20 AM

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.

BILL OF SALE

MAR 19 1992 9:40 AM

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, 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 Bill of Sale is given pursuant to that certain Purchase and Sale Agreement dated May 1, 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 Bill of Sale as of the 2nd day of December, 1991.

WITNESS:

P. C. McNulty  
\_\_\_\_\_

CSX TRANSPORTATION, INC.

BY: John W. Basso  
\_\_\_\_\_  
TITLE: Vice President

BILL OF SALE

APPENDIX A

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STATE OF Florida )

COUNTY OF Duval ) SS:

On this 2nd day of December, 1991, before me the subscriber, Elizabeth D. Rauchmiller a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named John W. Basse

to me personally known, who stated and acknowledged that he is the Vice President - Purchases + Materials of CSJ Transportation, Inc.,  
(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 2nd day of December, 1991.

Elizabeth D. Rauchmiller  
(Notary Signature)

My commission expires: