

# RAIL LOGISTICS, LC

July 21, 2004

Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 25147 FILED!  
AUG 17 '04 10:41 AM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed one (1) original Bill of Sale, (primary document) dated June 9, 2004, and (1) certified copy, between the following parties:

Buyer: Rail Logistics, LC  
Seller: The David J. Joseph Company

Please see Appendix A for the equipment, Seven (7) 100 Ton Covered Hoppers, involved in this transaction

This filing is to appear in the index as follows:

Bill of Sale dated as of June 9, 2004 related to Seven (7) railcars bearing reporting marks DJJX 90003, 90004, 90007, 90009, 90010, 90011, 90013.

The filing fee for this document in the amount of \$30.00, is enclosed. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at 913-491-0050.

Sincerely,



Chris Mnichowski  
Document Coordinator

CM/n2

ENCS



6400 W. 110th Street, Suite 100 • Overland Park, KS 66211  
800.899.7090 913.491.0050 FAX 913.491.0054  
www.RRLX.com

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**BILL OF SALE**

**SURFACE TRANSPORTATION BOARD**

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, **THE DAVID J. JOSEPH COMPANY** ("Seller") does hereby sell, assign, and transfer unto **RAIL LOGISTICS** (Buyer"), and its successors and assigns, all of the Seller'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 20<sup>th</sup>, 2004, by and between Buyer and Seller and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

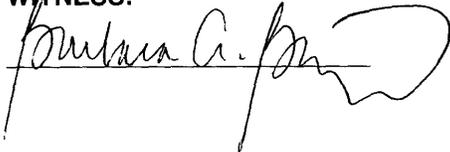
The Seller hereby warrants to Buyer, and Buyer's successors and assigns, as follows:

1. That the Seller is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever; and
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.

**IN WITNESS WHEREOF**, the undersigned has executed this Bill of Sale as of the 9<sup>th</sup> day of June, 2004.

**WITNESS:**



**THE DAVID J. JOSEPH COMPANY**

BY: Linda M. Baughman

NAME: Linda M. Baughman

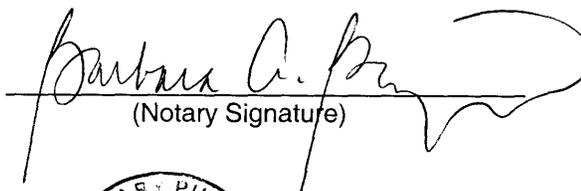
TITLE: Assistant Secretary



STATE OF OHIO                    )  
  ) SS:  
COUNTY OF HAMILTON         )

On this 9<sup>th</sup> day of June, 2004, before me the subscriber, Barbara A. Brzezicki, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Linda M. Baughman to me personally known, who stated and acknowledged that she is the Assistant Secretary 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 9<sup>th</sup> day of June, 2004.

  
(Notary Signature)

My commission expires:

February 20, 2006



**BARBARA A. BRZEZICKI**  
Notary Public, State of Ohio  
My Commission Expires  
February 20, 2006

**BILL OF SALE**

**APPENDIX A**

Seven (7), 100 ton covered hoppers bearing reporting marks:

DJJX 90003  
DJJX 90004  
DJJX 90007  
DJJX 90009  
DJJX 90010  
DJJX 90011  
DJJX 90013