

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567

312-558-1000

RECORDATION NO. 160005-A  
FILED 1428

NOV 27 1989 -4 35 PM

INTERSTATE COMMERCE COMMISSION

529 FIFTH AVENUE  
NEW YORK, NEW YORK 10017-4608  
212-949-7075

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08875-6739  
201-563-2700

888 16TH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

TWX NUMBER  
910-221-1154

TELECOPIER  
312-750-8600

SUSAN G. LICHTENFELD

November 21, 1989

FEDERAL EXPRESS

9-331A095

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original executed copy and three photostatic copies of an Agreement to Correct Bill of Sale, dated as of November 1, 1989, relating to a Bill of Sale dated July 14, 1988 (the "Bill of Sale") from The Pittsburgh and Lake Erie Railroad Company to U.S. Railcar, Inc., duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on November 2, 1989, under recordation number 16005, which Bill of Sale is a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: The Pittsburgh and Lake Erie  
Railroad Company  
Commerce Court Building  
4 Station Square  
Pittsburgh, PA 15219

Buyer: The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is set forth therein.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

*C. Susan Lichtenfeld*

Noreta R. McGee  
November 21, 1989  
Page 2

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Agreement to Correct Bill of Sale dated as of November 1, 1989 from The Pittsburgh and Lake Erie Railroad Company, Seller, to The David J. Joseph Company, Buyer, covering the railcar listed therein.

Primary Document to Which it Relates

Bill of Sale, dated as of July 14, 1988, from The Pittsburgh and Lake Erie Railroad Company to The David J. Joseph Company, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on November 2, 1989 under recordation number 16005.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:shp  
Enclosure

cc: Gordon E. Neuenschwander  
G. Edward Yurcon  
C. R. Holley  
J. E. Lenart  
Robert W. Kleinman  
Michael M. Hopkins  
Larry Barton  
Philip F. Schultz, Esq.

//s//  
SGL-31-A  
L/SHP

RECORDATION NO. 160005A  
FILED 160

NOV 27 1989 -4 35 PM

INTERSTATE COMMERCE COMMISSION

AGREEMENT TO CORRECT BILL OF SALE

WHEREAS, on July 14, 1988, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY ("Seller") executed a Bill of Sale ("Bill of Sale") to THE DAVID J. JOSEPH COMPANY ("Buyer") covering 20 bar gondolas and 5 pipe gondolas, which Bill of Sale was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on November 2, 1988 and assigned recordation number 16005; and

WHEREAS, one bar gondola listed on Appendix A to the Bill of Sale is incorrect; and

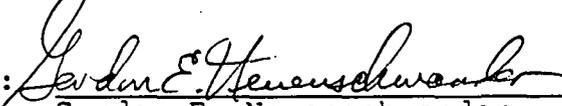
WHEREAS, one other bar gondola should have been listed on Appendix A to the Bill of Sale.

NOW, THEREFORE, Seller and Buyer, for and in consideration of Ten Dollars and other good and valuable consideration, receipt of which is hereby acknowledged, hereby agree that Appendix A to the Bill of Sale is hereby corrected and amended by deleting car number PLE 44306 from Appendix A to the Bill of Sale and adding car number PLE 44305 to Appendix A to the Bill of Sale (the "Replacement Car").

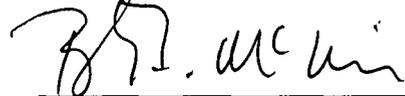
The Bill of Sale shall be applicable to the Replacement Car as if the Replacement Car had been originally set forth therein.

IN WITNESS WHEREOF, Seller and Buyer have caused this Agreement to Correct Bill of Sale to be executed on their respective behalf by a duly authorized officer thereof as of the 1st day of November, 1989.

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By:   
Gordon E. Neuenschwander  
President

THE DAVID J. JOSEPH COMPANY

By:   
Name: DOUGLAS F. MCMILLAN  
Its: VICE PRESIDENT

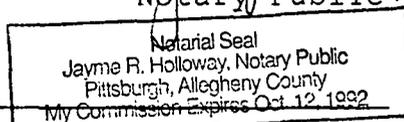
STATE OF PENNSYLVANIA) )  
 ) SS.  
COUNTY OF ALLEGHENY )

On this 20<sup>th</sup> day of November, 1989, before me, the subscriber Jayme R. Holloway, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Gordon E. Neuenschwander to me personally known, who stated and acknowledged that he is the President of The Pittsburgh and Lake Erie Railroad 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 20<sup>th</sup> day of November, 1989.

Jayme R. Holloway  
Notary Public

My commission expires:



Member, Pennsylvania Association of Notaries

STATE OF OHIO            )  
                                  )  SS.  
COUNTY OF HAMILTON)

On this 17<sup>th</sup> day of November, 1989, before me, the subscriber CAROLYN A. TRAINOR, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan to me personally known, who stated and acknowledged that he is the 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 17<sup>th</sup> day of November, 1989.

Carolyn A. Trainor  
Notary Public

My commission expires: 3/8/93

CAROLYN A. TRAINOR  
Notary Public, State of Ohio  
My Commission Expires March 8, 1993