

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

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300 ACADEMY STREET  
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101 BAY STREET  
EASTON, MD 21601-2718

11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

30 WEST PATRICK STREET  
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET  
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT  
410-385-3424

October 26, 1994

19030

0100416004

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423  
Attention: Recordation

Re: Our File No. 258-1463

Gentlemen:

Enclosed for recordation in your office pursuant to the provisions of 49 U.S.C. §11303 is an original Bill of Sale and a notarized copy of the same dated as of October 24, 1994 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201).

Also enclosed is a check in the amount of \$21.00 to cover the costs of recordation. Once this document has been recorded, please return the same to:

John A. Stalfort, Esquire  
Miles & Stockbridge  
10 Light Street - 9th Floor  
Baltimore, Maryland 21201

Thank you for your prompt attention to this matter. Please call me at (410) 385-3425 if you have any questions.

Sincerely,

*John A. Stalfort /ms*  
John A. Stalfort

JAS:mes  
Enclosures

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OCT 3

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 26th day of October, 1994.



Joan F. Birner  
Notary Public

My Commission Expires: 6/24/97

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BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, in consideration of the sum of \_\_\_\_\_ to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated October 24, 1994 between Southern Illinois Railcar Company and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Continental Grain Company pursuant to the Lease Agreement dated September 28, 1994 between the undersigned and Continental Grain Company.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR CO. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 24<sup>th</sup> day of October, 1994.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

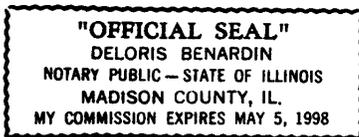
Lynna M. Parsons

By: [Signature] (SEAL)  
Name: GARY J. GOODMAN  
Title: VICE PRESIDENT

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 17<sup>th</sup> day of October, 1994, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself to be the Vice-President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for ~~the~~ purposes therein contained as the duly authorized Vice-President of said corporation by signing the name of the corporation by himself as Gary J. Goodman.

AS WITNESS my hand and Notarial Seal.



(SEAL)

Deloris Benardin  
Notary Public

My Commission Expires:

A:FN146303.BOS/Cont.Grain/Disk1/cmr

SCHEDULE A

DESCRIPTION OF RAILCARS

Six (6) 70-ton, 6000-6400 cubic foot capacity boxcars bearing reporting marks as follows:

Car Numbers and Marks:

CR 278368  
CR 278459  
CR 278519  
CR 278423  
CR 278371  
CR 274572