

1931-A

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464

FAX 410-385-3700

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

300 ACADEMY STREET  
CAMBRIDGE, MD 21613-1865

101 BAY STREET  
EASTON, MD 21601-2718

11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

JOHN A. STALFORT  
410-385-3424

February 2, 1995

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423  
Attention: Janice Forte

Re: Our File No.: 258-1461

Dear Janice:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11303 are one original and one notarized copy of the following document:

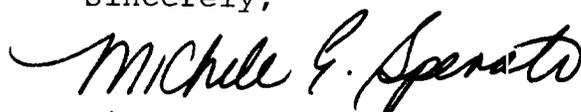
Bill of Sale dated December 30, 1994 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Bill of Sale dated December 23, 1994 by Southern 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. If you have any questions, please do not hesitate to call me at (410) 385-3425.

Sincerely,



Michele E. Sperato,  
Secretary to John A. Stalfort

Enclosures

SEARCHED  
SERIALIZED  
FEB 3 12 06 PM '95

0100514033

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WASHINGTON, D.C. 20005-2001

JOHN A. STALFORT  
410-385-3424

February 1, 1995

RECORDED 19131-A

via FEDERAL EXPRESS

FEB 2 - 1995 - 11:05 AM

Interstate Commerce Commission INTERSTATE COMMERCE COMMISSION  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423  
Attention: Recordation

Re: Our File No.: 258-1461

Madam:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. §11303 are one original and one notarized copy of the following document:

Bill of Sale dated December 30, 1994 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, IL 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  
A Professional Corporation  
10 Light Street - 9th Floor  
Baltimore, Maryland 21201

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to call me at (410) 385-3425.

Sincerely,

Michele E. Sperato,  
Secretary to John A. Stalfort

Enclosures



Interstate Commerce Commission  
Washington, D.C. 20423-0001

2/2/95

Office Of The Secretary

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

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/2/95 at 11:05AM, and assigned recordation number(s). 19131-A and 19133-B.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100514032)  
(0100514033)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

REGISTRATION NO. 19131-A FILED 1995

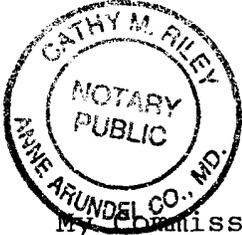
FEB 2 - 1995 - 11 05 AM

(STATE COMMISSION COMMISSION)

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 10<sup>th</sup> day of February, 1995



Cathy M. Riley  
Notary Public

My Commission Expires: July 1, 1998

RECORDATION NO. 19131-A FILED 1425

BILL OF SALE

FEB 2 - 1995 11 05 AM

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 December 23, 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 does 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 Perdue Transportation Incorporated pursuant to the Lease Agreement dated as of January 27, 1994 between the undersigned and Perdue Transportation Incorporated.

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 30th day of December, 1994.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

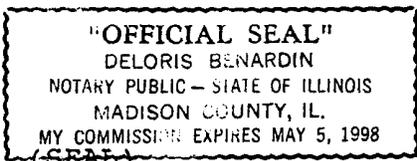
*Elizabeth Schoenberger*

BY:  (SEAL)  
Name: Gary J. Goodman  
Title: Vice President

STATE OF ILLINOIS, County OF MADISON, TO WIT:

I HEREBY CERTIFY, that on this 30th day of December, 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 VICE PRESIDENT.

AS WITNESS my hand and Notarial Seal.



Deloris Benardin  
Notary Public

My Commission Expires: May 5, 1998

A:EN146109.BOS/Perdue/Disk1/cmr

SCHEDULE A

DESCRIPTION OF RAILCARS

SIRX 000489	SIRX 000487
SIRX 000480	SIRX 000485
SIRX 000476	SIRX 000474
SIRX 000471	