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LAW OFFICES

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A PROFESSIONAL CORPORATION

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

JOHN A. STALFORT  
410-385-3424

April 24, 1995

via FEDERAL EXPRESS

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

19/31 C  
RECORDED  
MAY 25 10 02 AM '95

Re: Our File No.: 258-1461

Dear Mrs. Fort:

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 April 21, 1995 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) which was recorded with the Interstate Commerce Commission on December 27, 1994 at 4:25 p.m., under Recordation No. 19131.

Also enclosed is a check in the amount of \$21.00 to cover the costs of recordation.

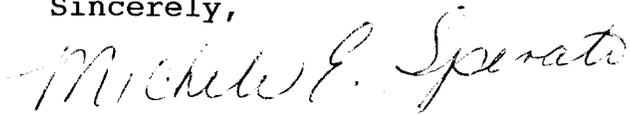
Once this document has been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, 9th Floor, Baltimore, Maryland 21201.

April 24, 1995  
Page 2

MILES & STOCKBRIDGE

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to call me at (410) 385-2425.

Sincerely,

A handwritten signature in cursive script that reads "Michele E. Sperato". The signature is written in dark ink and is positioned above the typed name.

Michele E. Sperato,  
Secretary to John A. Stalfort



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

4/25/95

Office Of The Secretary

John A. Stalfort, Esquire  
Miles & Stockbridge  
10 Light Street, 9th Floor  
Baltimore, MD., 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 4/25/95 at 10:05AM, and assigned recordation number(s). 19131-C, 19133-D and 19040-C.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100606027)

(0100606028)

(0100606029)

\$ 63.00 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

19131-C

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 24<sup>th</sup> day of April, 1995.

Deborah J. Hooper  
Notary Public



My Commission Expires: 7/27/98

19/31-C

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 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 21ST day of April 1995.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

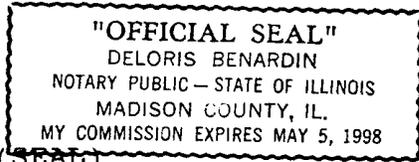
[Signature]

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

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 21ST day of April, 1995, 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:FN146115.BOS

SCHEDULE A

	<u>Old Car Numbers</u>	<u>New Car Numbers</u>
1	AEX 000453	SIRX000453
2	AEX 000454	SIRX000454
3	AEX 000457	SIRX000457
4	AEX 000459	SIRX000459
5	AEX 000460	SIRX000460
6	AEX 000461	SIRX000461
7	AEX 000463	SIRX000463
8	AEX 000467	SIRX000467
9	AEX 000469	SIRX000469
10	AEX 000472	SIRX000472
11	AEX 000477	SIRX000477
12	AEX 000479	SIRX000479
13	AEX 000488	SIRX000488
14	AEX 000490	SIRX000490
15	AEX 000492	SIRX000492
16	ATSF312864	SIRX475020
17	ATSF312866	SIRX475021
18	ATSF312971	SIRX475055
19	ATSF313063	SIRX475022
20	ATSF313113	SIRX475037
21	ATSF313201	SIRX475038
22	ATSF313209	SIRX475023
23	ATSF313266	SIRX475025
24	ATSF313285	SIRX475053
25	ATSF313314	SIRX475026
26	ATSF313326	SIRX475039
27	ATSF313337	SIRX475040
28	ATSF313376	SIRX475027
29	ATSF313451	SIRX475049
30	ATSF313487	SIRX475029
31	ATSF313599	SIRX475030
32	ATSF313655	SIRX475041
33	ATSF313737	SIRX475032
34	ATSF313754	SIRX475050
35	ATSF315110	SIRX475034
36	ATSF315567	SIRX475052
37	ATSF315764	SIRX475033
38	CUNX001108	CUNX001108
39	CUNX001109	CUNX001109
40	CUNX001115	CUNX001115
41	DH 012302	SIRX475056