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FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET
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600 WASHINGTON AVENUE
TOWSON, MD 21204-3965

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

19670
OCT 18 1995 10:30 AM

October 18, 1995

via FEDERAL EXPRESS

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

Re: Our File No.: 258-1545

RECEIVED
OCT 19 10 24 AM '95

Dear Mrs. Fort:

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 October 16, 1996 by Oglebay Norton Industrial Sands, Inc. (1100 Superior Avenue, 20th Floor, Cleveland, Ohio 44114-2598) 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, Baltimore, Maryland 21202.

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

Sincerely,

Michele E. Sperato
Secretary to John A. Stalfort

Enclosures



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

10/19/95

Office Of The Secretary

John A. Stalfort, Esquire
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202

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 10/19/95 at 10:20AM, and assigned recordation number(s) 19670 and 19671.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100820020)
(0100820021)

\$ 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

1-670

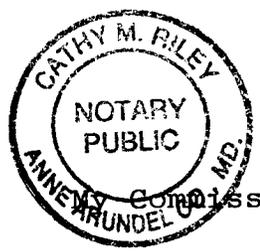
REGISTRATION NO. FILED 1425

OCT 20 1995 10:22 AM

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 19th day of October, 1995.



Cathy M. Riley
Notary Public

Commission Expires: July 1, 1998

74670

RECORDED BY [unclear] 1995

OCT 13 1995 10 22 AM

BILL OF SALE

2011 OCT 13 1995

KNOW ALL MEN BY THESE PRESENTS that OGLEBAY NORTON INDUSTRIAL SANDS, INC., a California corporation, in consideration of the sum of \$10.00 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 16, 1995 between OGLEBAY NORTON INDUSTRIAL SANDS, INC. 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.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY OGLEBAY NORTON 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 OGLEBAY NORTON COMPANY 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 16th day of October, 1995.

ATTEST:

OGLEBAY NORTON INDUSTRIAL SANDS, INC.

John J. King
Assistant Secretary

By: Mark P. Juszli (SEAL)
Name: Mark P. Juszli
Title: Vice President-General Manager

STATE OF OHIO, COUNTY OF CUYAHOGA, TO WIT:

I HEREBY CERTIFY, that on this 16th day of October, 1995, before me, the undersigned, a Notary Public of the State of Ohio, personally appeared Mark P. Juszli, who acknowledged himself to be Vice Pres.-Gen.Mgr. of OGLEBAY NORTON INDUSTRIAL SANDS, INC., a California 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 Pres.-Gen.Mgr. of said corporation by signing the name of the corporation by himself as Vice Pres.-Gen.Mgr..

AS WITNESS my hand and notarial seal.

Ruth L. Feidner
Notary Public

My Commission Expires:

RUTH L. FEIDNER, Notary Public
State of Ohio - Cuyahoga County
My commission expires January 14, 1998

A:FN154506.BOS/Oglebay/Disk1/cmr

SCHEDULE A

DESCRIPTION OF RAILCARS

Ten (10) covered hopper railcars bearing reporting marks as follows: ONSX 101 through ONSX 110, inclusive