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Sept. 30, 2009

RECORDATION NO. 28048 FILED

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SURFACE TRANSPORTATION BOARD

Via Federal Express

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E. Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a copy of a **Bill of Sale**, dated as of September 29, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Seller:	Performance Finishes, Inc., a Florida corporation 1737 Lake Terrace Drive Eustis, Florida 32726
Purchaser:	EOL Leasing, LLC, a Colorado limited liability company 10461 Dowdle Drive Golden, CO 80403

Anne K. Quinlan, Esquire

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A description of the railroad equipment covered by the enclosed document is:

1. One (1) used General Electric Locomotive #8330, and
2. One (1) dome railcar #7031, and
3. One (1) circa former 1948 SRR Coach #817, and
4. One – Used, 1954 Budd built Power/Commissary Railcar, car number 1240, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and
5. One – Used, Budd built Passenger Coach Railcar, car number 5525, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and
6. One – Used, Pullman built static Deport Railcar, car number 833, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and
7. One – Used, 1948 Budd built Dining Railcar, car number 6114, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and
8. All equipment in the railcars.

A short summary of the document to appear in the index is: **Bill of Sale.**

Also enclosed is a check in the amount of **\$41.00** payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Sincerely,


Clayton H. Blanchard, Jr.

CHB:tsl
Enclosures

Bill of Sale

Seller, Performance Finishes, Inc., a Florida corporation of 1737 Lake Terrace Drive, Eustis, Florida 32726 ("Seller") in exchange for Three Hundred Eighty Five Thousand and No Cents ---(\$385,000.00)-----USA dollars, receipt of which is acknowledged, hereby sells, assigns and transfers to EOL Leasing, LLC, a Colorado limited liability company of 10461 Dowdle Drive, Golden, CO 80403 ("Purchaser") the following personal property:

-One (1) used General Electric Locomotive #8330, and REGISTRATION NO. 28048 FILED

-One (1) dome railcar #7031, and

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-One (1) circa former 1948 SRR Coach #817, and

SURFACE TRANSPORTATION BOARD

-One - Used, 1954 Budd built Power/Commissary Railcar, car number 1240, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and

-One - Used, Budd built Passenger Coach Railcar, car number 5525, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and

-One - Used, Pullman built static Deport Railcar, car number 833, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and

-One - Used, 1948 Budd built Dining Railcar, car number 6114, and all items in the railcar to include equipment, dishware, silverware, pots, pans, tables, chairs, benches, etc., and

-All equipment in the railcars.

(all of the above items are hereinafter collectively described as the "Equipment").

CONDITIONS OF SALE

1. The Equipment is sold "As Is, Where Is". The Seller makes no warranties, implied or otherwise.

2. The Equipment is free and clear of any liens and encumbrances, except for that certain Promissory Note and Security Agreement dated September 22, 2001 in favor of Sunrise Railway Enterprises, Inc. (Dr. William McDonald, Agent). Seller has the legal right to sell this Equipment. Seller agrees to indemnify, defend and hold harmless Purchaser from and against any and all claims by third persons asserting any lien, encumbrance, or property right in this Equipment.

3. Seller and Seller's Agent(s) are to be held harmless of any incidents involving this Equipment subsequent to closing date. Asbestos, used as insulation material, may be present on this Equipment. Purchaser assumes responsibility thereof.

4. The terms of the Asset Purchase Agreement, dated September 29, 2009, by and between the Seller and Purchaser are specifically incorporated herein and become an integral part of this Bill of Sale.

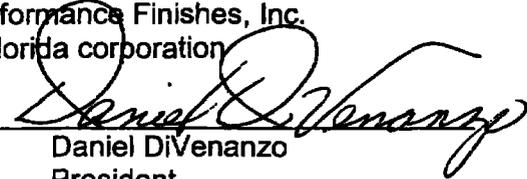
Seller represents to Purchaser that:

- (1) Seller is the absolute owner of the personal property,
- (2) the personal property is free and clear of all liens and claims, and
- (3) Seller has the right to sell the personal property and to make this Bill of Sale.

If more than one person signs this Bill of Sale, all persons signing shall be jointly and separately liable.

Seller has signed this Bill of Sale or caused this Bill of Sale to be signed by its proper corporate officers and its corporate seal to be affixed on September 29, 2009

Performance Finishes, Inc.
a Florida corporation

By: 

Daniel DiVenanzo
President

STATE OF FLORIDA
COUNTY OF LAKE

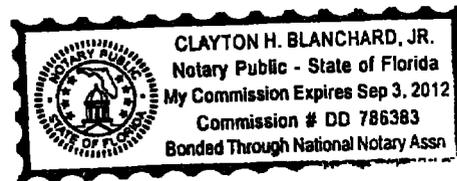
The foregoing instrument was acknowledged before me this 29 day of September 2009 by Daniel DiVenanzo as President of Performance Finishes, Inc., a Florida corporation, who () is personally known to me or () has produced a driver's license as identification and did not take an oath.



NOTARY PUBLIC
Clayton H. Blanchard, Jr.

(Please Print)

My Commission Expires:



CERTIFICATION

I, Clayton H. Blanchard, Jr., attorney licensed to practice in the State of Florida, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: Sept 29, 2009



Clayton H. Blanchard, Jr.