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RECORDATION NO. Filed 1425

BILL OF SALE

APR 26 1979 8 40 AM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that EMONS LEASING CO., INC., a New Jersey corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Seller") for and in consideration of the sum of One (\$1.00) Dollar, lawful money of the United States of America, to it paid by Emons Industries, Inc., a New York corporation, with its principal place of business at 490 East Market Street, York, Pennsylvania 17403 ("Purchaser"), the receipt whereof is hereby acknowledged, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels and property, to wit:

Eighty (80) rebuilt, fifty foot, wood lined, general purpose boxcars Class "XM" consecutively numbered MPA 7300-7379 inclusive.

TO HAVE AND TO HOLD the said goods, chattels and property unto the said Purchaser, its successors and assigns, to and for its own use forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels and property hereby vested in the Purchaser is free and clear from all liens and encumbrances of every right and lawful authority to grant, bargain, sell and convey as aforesaid, except as set forth in a certain Lease of Railroad Equipment between the Seller as lessor and the Maryland and Pennsylvania Railroad Company as lessee dated as of August 1, 1978, and that it will, and will cause its successors and assigns to, warrant and defend the said goods, chattels and property unto the Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller has caused its corporate seal to be hereto affixed and has caused these presents to be executed in its behalf by its authorized signatory, and attested by its authorized signatory, this 16th day of APRIL, 1979.

EMONS LEASING CO., INC.

By Robert Grossman
Robert Grossman, Chief Executive Officer

ATTEST:

[Signature]
[Signature]