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AUSTIN, TEXAS 78701
(512) 474-6284

July 2, 1984

Interstate Commerce Commission
12th and Constitution Avenues, N.W. 14369
Room 2303
Washington, D.C. 20423
RECORDATION NO. _____ Filed 1425

No.
Date JUL 13 1984
Fee \$ 10.00
ICC Washington, D. C.

JUL 13 1984 12 45 PM

Attention: Mildred Lee

INTERSTATE COMMERCE COMMISSION

Re: Documents for Recordation

Dear Ms. Lee:

I have enclosed an original and one certified true copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a bill of sale, a primary document, dated June 18, 1984.

The names and addresses of the parties to the documents are as follows:

Purchaser: RailTex, Inc.
4901 Broadway, Suite 231
San Antonio, Texas 78209
Attention: Mr. Robert R. Lende

Seller: Greyhound Leasing and Financial Corporation
Greyhound Tower
Phoenix, Arizona 85077

JUL 13 12 36 PM '84
RECEIVED
FEE OPERATION
I.C.C.

For a description of the type of equipment, amount of each, AAR designation if any, identifying marks, road or serial numbers, etc., as outlined in 49 CFR § 1177.3(d)(4), please see the attached Exhibit A.

A recording fee of \$50.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Jeffrey D. Dunn, Butler & Binion, 1786 Allied Bank Plaza, Houston, Texas 77002.

Interstate Commerce Commission
July 2, 1984
Page 2

A short summary of the document to appear in the index follows:

Bill of Sale between RailTex, Inc., 4901 Broadway, Suite 231, San Antonio, Texas 78209, as Purchaser, and Greyhound Leasing and Financial Corporation, Greyhound Tower, Phoenix, Arizona 85077, as Seller, dated June 1, 1984, and covering twenty-five (25) Rapid Discharge Cars, including TRAX 1000 through 1024, inclusive.

If you have any questions regarding this matter, or if you need additional information, please do not hesitate to call me collect at (713) 237-3108. Thank you.

Very truly yours,



Jeffrey D. Dunn

JDD/lem
Enclosures

JDDU/D33-0

EXHIBIT A

Twenty-Five (25) "Rapid Discharge" TM self-cleaning, bottom dump rail cars, manufactured by Ortner Freight Car Company, model no. OC-5025 (100 ton), specification no. EX-279, currently marked with Road Number TRAX 1000 through 1024, inclusive, and all equipment, additions, and accessories thereto.

BILL OF SALE

14369

RECORDATION NO. Filed 1428

JUL 13 1984 - 12:45 PM

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS: that,

GREYHOUND LEASING & FINANCIAL CORPORATION, a Delaware Corporation having its principal place of business at Greyhound Tower, Phoenix, Arizona 85077 in consideration of the sum of One Dollar (\$1.00) plus any and all applicable sales or use taxes, paid to it by RAILTEX, INC. ("Purchaser"), does by these presents sell and convey to Purchaser, its successors and assigns, the chattels and personal property ("Equipment") following:

Twenty-Five (25) "Rapid Discharge" TM self-cleaning, bottom dump rail cars, manufactured by Ortner Freight Car Company, model no. 0C-5025 (100 ton), specification no. EX-279, currently marked with Road Number TRAX 1000 through 1024, inclusive, and all equipment, additions, and accessories thereto.

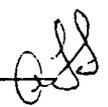
TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns, forever.

Seller, by these presents, makes no warranty of any kind, express or implied, except to the effect that Seller has not suffered or caused any liens or encumbrances to be affixed against the Equipment. Further, Seller makes no warranty as to the merchantability or fitness for any particular purpose.

IN WITNESS WHEREOF, Seller has executed these presents this 18th day of June, 1984.

GREYHOUND LEASING & FINANCIAL CORPORATION

By: _____



Fred G. Pink
Vice President - Administration

CORPORATE SEAL OF GREYHOUND LEASING & FINANCIAL CORPORATION

STATE OF ARIZONA)
)ss.:
COUNTY OF MARICOPA)

On the 18th day of June, 1984, before me personally came Fred G. Pink, to me known, who, being by me duly sworn, did depose and say that he resides in Phoenix, Arizona; that he is the Vice President - Administration of Greyhound Leasing & Financial Corporation, the corporation described in and which executed the above instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

Frieda Boudreau
Notary Public

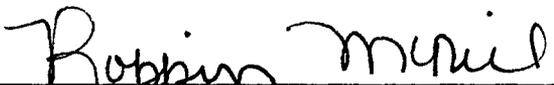
My commission expires:

My Commission Expires Nov. 29, 1987

CERTIFICATE OF AUTHENTICITY

I have compared the attached copy and the original Bill of Sale and have found the copy to be complete and identical in all respects to the original documents.

Sworn to and subscribed before me this 3rd day of July, 1984.


Robbin McNeil
Notary Public in and for the
State of Texas

ROBBIN R. McNEIL
Notary Public, State of Texas
My Commission Expires November 25, 1985

