BRADLEY, ARANT, ROSE & WHITE

1400 PARK PLACE TOWER

BIRMINGHAM, ALABAMA 35203

TELEPHONE (205) 252-4500

TELEX 4941324

TELECOPIER (205) 251-8611
(205) 251-8665

RAPICOM (205) 252-0264
(205) 251-9915

HUNTSVILLE OFFICE
223 EAST SIDE SQUARE
HUNTSVILLE, ALABAMA 35801-4898
TELEPHONE (205) 533-5040

LEE C. BRADLEY, JR.
DOUGLAS ARANT
JOHN J. COLEMAN, JR.
J. REESE MURRAY
EDWARD M. SELFE
ROBERT R. REID, JR.
JOHN N. WRINKLE
THOMAS N. CARRUTHERS, JR.
J. ROBERT FLEENOR
JOHN H. MORROW
HOBART A. McWHORTER, JR.
MACBETH WAGNON, JR.
ROBERT SELLERS SMITH
THAD G. LONG
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WARREN B. LIGHTFOOT
A. HENRY GAEDE, JR.
WILLIAM L. HINDS, JR.
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LAURENCE D. VINSON, JR.
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WALTER H. MONROE, III
ALAN K. ZEIGLER
ANDREW J. NOBLE, III
WALTER J. SEARS, III
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SCOTT M. PHELPS
LANT B. DAVIS
HAYDN M. TRECHSEL
WM. ALLEN SMYLY, JR.
CARLETA ROBERTS HAWLEY
JERE F. WHITE, JR.
WILLIAM R. LUCAS, JR.

WM. ALFRED ROSE (1900-1981)
WILLIAM W. JOHNSON, JR. (1943-1984)
MARY LOUISE AHEARN (1934-1985)
ELLENE WINN (1911-1986)
BERNARD A. MONAGHAN (1916-1987)

JAMES WALKER MAY
M. WILLIAMS GOODWYN, JR.
BOBBY C. UNDERWOOD
ELDRIDGE D. LACY
NORMAN JETMUNDSEN, JR.
MAC M. MOORER
JOSEPH S. BIRD, III
JOHN M. JOHNSON
M. CHRISTIAN KING
RICHARD H. WALSTON
E. GLENN WALDROP, JR.
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STEWART M. COX
THOMAS J. MAHONEY, JR.
CHARLES L. GRIZZLE, JR.
HARLAN I. PRATER, IV
AXEL BOLVIG III

COUNSEL
WM. BEW WHITE

OF COUNSEL
ROMAINE S. SCOTT, JR.
ROBERT B. DONWORTH, JR.

March 4, 1988

RECORDATION NO. 1 5525 Filed 1425

Date 3/8/88

Fee $ 13.00

MAR 8 1988 - 10 20 PM

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Interstate Commerce Commission
Attention: Ms. Mildred Lee
Room 2303
12th and Constitution Avenue, NW
Washington, D.C. 20423

Re: Recordation of Railroad Cars Bill of Sale

Dear Ms. Lee:

Vulcan Materials Company, a New Jersey corporation ("Seller"), has sold certain railroad cars to AMG Resources Corporation, a Delaware corporation ("Buyer"), in connection with the sale of Seller's tin processing operations carried on in Baltimore, Maryland, Gary, Indiana, and Pittsburgh, Pennsylvania. The subject railroad cars have been transferred and conveyed from Seller to Buyer by means of a bill of sale dated as of March 4, 1988, two original, notarized copies of which are enclosed. Such bill of sale briefly describes the subject railroad cars, and lists identification numbers for such cars.

The names and addresses of the Buyer and Seller under the bill of sale are as follows:

| Seller: | Buyer: |
|---|---|
| Vulcan Materials Company<br>#1 Metroplex Drive<br>Birmingham, AL 35209 | AMG Resources Corporation<br>4100 Grand Avenue<br>Neville Island<br>Pittsburgh, PA 15225 |

I would very much appreciate it if you would record the above-described bill of sale. With respect to the foregoing, I have enclosed the following items for your use in connection with the filing and recording of the bill of sale:

(i) Two original, notarized bills of sale evidencing the conveyance;

(ii) A check in the amount of $13.00 payable to the Interstate Commerce Commission as filing fee; and

(iii) A stamped, addressed envelope for your use in returning a file-marked copy of the bill of sale to the undersigned.

If you have any questions regarding any of the foregoing, please telephone the undersigned. Thank you for your attention to this matter.

Sincerely yours,

Paul S. Ware

PSW/wp

bcc: Allan M. Goldstein
Kent Garner
E. Starke Sydnor, Esq.
Thomas N. Carruthers, Jr., Esq.
Bobby C. Underwood, Esq.
John B. Grenier, Esq.
Rexford L. Lyon, Esq.

# Interstate Commerce Commission

Washington, D.C. 20423

3/9/88

OFFICE OF THE SECRETARY

Paul S. Ware,Esq.
Bradley,Arant,Rose & White
1400 Park Place Tower
Birmingham,Alabama 35203

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 3/8/88 at 10:20am , and assigned recordation number(s). 15525

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

1 5525
RECORDATION NO. _____ Filed 1425

MAR 8 1988 -10 20 PM

INTERSTATE COMMERCE COMMISSION

# BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Vulcan Materials Company, a New Jersey corporation (the "Seller"), for valuable consideration paid to it by AMG Resources Corporation, a Delaware corporation ("AMG"), the receipt and sufficiency of which are hereby acknowledged, does hereby grant, bargain, sell, transfer, assign and deliver to AMG all of the railroad cars set forth and described in Schedule A and Schedule B attached hereto, effective at the Effective Time, in accordance with that certain Asset Purchase and Sale Agreement between Tinplate Scrap, Inc., a New Jersey corporation ("Tinplate"), and Seller dated as of November 18, 1987, and as amended and supplemented by that certain Amendment and Supplement to the Asset Purchase and Sale Agreement dated as of February 29, 1988 (collectively the "Asset Purchase Agreement"), and as the rights and obligations of Tinplate under the Asset Purchase Agreement have been assigned to and assumed by AMG.

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

Unless otherwise indicated, capitalized terms used but not defined herein shall have the respective meanings ascribed to them in the Asset Purchase Agreement. This Bill of Sale shall be subject to the terms and conditions of said Asset Purchase Agreement.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on its behalf by its duly authorized officers as of the 4th day of March, 1988.

**VULCAN MATERIALS COMPANY**

By Charles E. Sturgeon
Its Senior Vice President

ATTEST:

By W. F. Denson III
Its Secretary

STATE OF ALABAMA )
)
JEFFERSON COUNTY )

I, Teresa L. Orr, a Notary Public in and for said county in said state, hereby certify that Charles E. Sturgeon, whose name as Senior Vice President of Vulcan Materials Company, a corporation organized under the laws of the State of New Jersey, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the within instrument, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

GIVEN under my hand and official seal of office this 4th day of March, 1988.

Teresa L. Orr
Notary Public

My commission expires: MY COMMISSION EXPIRES MARCH 4, 1989

[NOTARIAL SEAL]

## SCHEDULE A

The following railroad cars are identified by brief description and an affixed identification number. The identification numbers appear as (i) numbers only, such as 2001; or (ii) a combination of numbers and letters, such as VM2012, or VMXX 7071.

Description & I.D. Number

GONDOLA SCRAP METAL 2001
1958 RR GONDOLA 2005
1958 RR GONDOLA 2007
1958 RR GONDOLA 2008
1958 RR GONDOLA 2009
1958 RR GONDOLA ~~2010~~ 8051 A
VM 2011 USED RR GOND
VM 2012 USED RR GOND
VM ~~2013~~ USED RR GOND 8051 A
VM 2014 USED RR GOND
VM 2015 USED RR GOND IN PLANT USE
VM 2016 USED RR GOND
VM 2017 USED RR GOND
VM 2018 USED RR GOND
VM 2019 USED RR GOND
VM 2020 USED RR GOND
R R GONDOLA CAR 2021
R R GONDOLA CAR 2022
R R GONDOLA CAR 2023
R R GONDOLA CAR ~~2024~~ 2018 A
R R GONDOLA CAR 2025
HOPPER CAR VMMX ~~7070~~ 7071 A
HOPPER CAR VMMX 7071
HOPPER CAR VMMX 7072
HOPPER CAR VMMX 7073
HOPPER CAR VMMX ~~7074~~ 7072 A
GONDOLA CAR VMMX 5027
GONDOLA CAR VMMX 5028
GONDOLA CAR VMMX 5029
FRT. VMMX 5029
GONDOLA CAR VMMX 5030
FRT. VMMX 5030
HOPPER CAR VMMX 4031
HOPPER CAR VMMX 4032
HOPPER CAR VMMX 4033
HOPPER CAR VMMX ~~4034~~ 4048 A
HOPPER CAR VMMX 4035
HOPPER CAR VMMX 4036
HOPPER CAR VMMX 4037
HOPPER CAR VMMX 4038
HOPPER CAR VMMX 4039
HOPPER CAR VMMX ~~4040~~ 4044 A
HOPPER CAR VMMX 7075
HOPPER CAR VMMX 7076
HOPPER CAR VMMX ~~7077~~ 7075 A
HOPPER CAR VMMX ~~7078~~ 7076 A
HOPPER CAR VMMX ~~7079~~ 7073 A
HOPPER CAR VMMX 4041
HOPPER CAR VMMX 4042
HOPPER CAR VMMX 4043

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A Indicates that two cars have been articulated; i.e., permanently joined.

**SCHEDULE A (Continued)**

| DESCRIPTION |
|---|
| GONDOLA CAR VMMX6041 |
| GONDOLA CAR VMMX6048 |
| GONDOLA CAR VMMX6048 |
| GONDOLA CAR VMMX6050 |
| GONDOLA CAR VMMX6050 |
| GONDOLA CAR VMMX6051 |
| GONDOLA CAR VMMX6051 |
| GONDOLA CAR VMMX6056 |
| GONDOLA CAR VMMX6056 |
| GONDOLA CAR VMMX6063 |
| GONDOLA CAR VMMX6063 |
| GONDOLA CAR VMMX6064 |
| GONDOLA CAR VMMX6064 |
| GONDOLA CAR VMMX6065 |
| GONDOLA CAR VMMX6069 |
| GONDOLA CAR VMMX6069 |
| GONDOLA CAR VMMX6072 |
| GONDOLA CAR VMMX6072 |
| GONDOLA CAR VMMX6075 |
| GONDOLA CAR VMMX6079 |
| GONDOLA CAR VMMX6084 |
| GONDOLA CAR VMMX6084 |
| GONDOLA CAR VMMX6087 |
| GONDOLA CAR VMMX6087 |
| GONDOLA CAR VMMX6090 |
| GONDOLA CAR VMMX6090 |
| GONDOLA CAR VMMX6093 |
| GONDOLA CAR VMMX6093 |
| GONDOLA CAR VMMX6099 |
| GONDOLA CAR VMMX6108 |
| GONDOLA CAR VMMX6109 |
| GONDOLA CAR VMMX6109 |
| GONDOLA CAR VMMX6114 |
| GONDOLA CAR VMMX6114 |
| GONDOLA CAR VMMX6118 |
| GONDOLA CAR VMMX6118 |
| GONDOLA CAR VMMX6132 |
| GONDOLA CAR VMMX6132 |
| GONDOLA CAR VMMX6133 |
| GONDOLA CAR VMMX6136 |
| GONDOLA CAR VMMX6141 |
| GONDOLA VMMX 354918 |
| GONDOLA CAR VMMC 5100 |
| GONDOLA CAR VMMX 5101 |

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A Indicates that two cars have been articulated; i.e., permanently joined.

DESCRIPTION

HOPPER CAR VMMX 4044
HOPPER CAR VMMX ~~4045~~ 4043 A
HOPPER CAR VMMX 4046
HOPPER CAR VMMX ~~4047~~ 4041 A
HOPPER CAR VMMX 4048
HOPPER CAR VMMX 4049
HOPPER CAR VMMX ~~4050~~ 4046 A
HOPPER CAR VMMX ~~4051~~ 4042 A
HOPPER CAR VMMX 4052
HOPPER CAR VMMX ~~4053~~ 4052 A
HOPPER CAR VMMX 4054
HOPPER CAR VMMX 4055
HOPPER CAR VMMX 4056
HOPPER CAR VMMX 4057
HOPPER CAR VMMX 4058
HOPPER CAR VMMX 4059
GOND CAR VMMX ~~8081~~ 8087 A
GOND CAR VMMX 8082
GOND CAR VMMX 8083
GOND CAR VMMX ~~8084~~ 8083 A
GOND CAR VMMX 8085
GOND CAR VMMX ~~8086~~ 8085 A
GOND CAR VMMX 8087
GOND CAR VMMX ~~8088~~ 8089 A
GOND CAR VMMX 8089
GOND CAR VMMX ~~8090~~ 8091 A
GOND CAR VMMX 8091
ADD'L FREIGHT
GOND CAR VMMX ~~8092~~ 8095 A
GOND CAR VMMX 8093
GOND CAR VMMX ~~8094~~ 8093 A
GOND CAR VMMX 8095
GONDOLA CAR VMMX6000
GONDOLA CAR VMMX6000
GONDOLA CAR VMMX6014
GONDOLA CAR VMMX6014
GONDOLA CAR VMMX6017
GONDOLA CAR VMMX6017
GONDOLA CAR VMMX6018
GONDOLA CAR VMMX6018
GONDOLA CAR VMMX6021
GONDOLA CAR VMMX6029
GONDOLA CAR VMMX6030
GONDOLA CAR MVVX6030
GONDOLA CAR VMMX6031
GONDOLA CAR VMMX6032
GONDOLA CAR VMMX6032
GONDOLA CAR VMMX6037
GONDOLA CAR VMMX6037
GONDOLA CAR VMMX6040
GONDOLA CAR VMMX6040

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A Indicates that two cars have been articulated; i.e., permanently joined.

## SCHEDULE B

The following described railroad cars are in service exclusively within the identified Vulcan Materials Company plant areas, are not used outside of such areas, and do not travel on the interstate railways.

| Location | Description |
|---|---|
| Pittsburgh, Pennsylvania | 3 Gondola Cars |
| Pittsburgh, Pennsylvania | 70 Ton Gondola Car TP 613 |
| Pittsburgh, Pennsylvania | 70 Ton Gondola Car MKT 82 |
| Pittsburgh, Pennsylvania | 70 Ton Gondola Car OFC 83 |
| Pittsburgh, Pennsylvania | 70 Ton Gondola Car OFC 83 |
| Pittsburgh, Pennsylvania | Gondola Car VMCX 10 |
| Pittsburgh, Pennsylvania | Gondola Car ZGR 2138 |
| Pittsburgh, Pennsylvania | Gondola Car ZGR 1954 |
| Pittsburgh, Pennsylvania | Gondola Car VM 651 |
| Pittsburgh, Pennsylvania | Gondola Car VM 652 |
| Gary, Indiana | R R Gondola Car |
| Gary, Indiana | R R Gondola Car |
| Gary, Indiana | Used Rail Cars |
| Gary, Indiana | Used Yard Rail Cars |
| Gary, Indiana | Hopper Car VMC 72138 |
| Gary, Indiana | Hopper Car VMC 72095 |
| Gary, Indiana | Hopper Car VMC 72087 |
| Gary, Indiana | Hopper Car VMC 72135 |
| Gary, Indiana | Hopper Car VMC 72090 |
| Gary, Indiana | Hopper Car VMC 72155 |
| Gary, Indiana | Hopper Car VMC 72169 |
| Gary, Indiana | Hopper Car VMC 72128 |
| Gary, Indiana | Gondola Car |
| Gary, Indiana | Gondola Car |
| Gary, Indiana | Gondola Car |
| Gary, Indiana | Gondola Car |