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RECORDATION NO. 20681 FILED

MAY 9 '97 2-05PM

May 9, 1997

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VIA COURIER

Surface Transportation Board
Office of Recordation of Railroad Equipment
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
ATTN: Ms. Janice Fort



RECEIVED
SURFACE TRANSPORTATION BOARD
MAY 9 2 05 PM '97

Re: Rail America Equipment Corporation -- Acquisition of Rail Cars

Dear Ms. Fort:

We represent RailAmerica Equipment Corporation and, in that capacity, are filing an original and one copy of a bill of sale in which RailAmerica Equipment Corporation has acquired the forty-two (42) rail cars that are reflected on the attached Schedule 1. In addition, I have enclosed our check in the amount of \$24.00 covering the filing fee for recording this acquisition.

We would appreciate your date-stamping the extra copy of this cover letter so our files may properly reflect the date of this filing. If you have any questions concerning this, please do not hesitate to contact me.

Very truly yours,

Edward D. Greenberg

Enclosure

cc: Gary Laakso, Esq.

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RECEIVED
SURFACE TRANSPORTATION
BOARD

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EXHIBIT A

Bill of Sale

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, RAIL TRUSTS EQUIPMENT, INC. ("Seller"), does hereby sell, assign, transfer and convey absolutely to RAILAMERICA EQUIPMENT CORPORATION, ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"). The Railcars are sold pursuant to the terms of a Purchase and Sale Agreement dated as of (the "Agreement"). Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars. The Railcars are sold "AS-IS and "WHERE-IS" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PURPOSE. Seller warrants that upon payment of the purchase price and receipt of this Bill of Sale, Buyer shall receive good and valuable title to the Railcars free and clear of all claims, liens and encumbrances of any kind arising by, through or under Seller, except for current taxes, which may be due and payable, but not yet delinquent.

Dated this 1st day of MAY, 1997

RAIL TRUSTS EQUIPMENT, INC.

By: Keith A. Gibbs
Keith A. Gibbs
Its President

STATE OF FLORIDA)

COUNTY OF DUVAL) SS:

On this 1st day of MAY, before me personally appeared Keith Gibbs, to be personally known, who, being by me duly sworn, says that he is President of , Inc., and that the Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing was the free act and deed of said corporation.



KENNETH G SALSBURG
My Commission CC298530
Expires Jun. 22, 1997
Bonded by ANB
800-852-5878

Kenneth G. Salsburg
Notary Public

SCHEDULE 1

| | |
|------------|------------|
| UCLX 20001 | UCLX 20028 |
| UCLX 20002 | UCLX 20029 |
| UCLX 20004 | UCLX 20030 |
| UCLX 20005 | UCLX 20031 |
| UCLX 20006 | UCLX 20032 |
| UCLX 20007 | UCLX 20033 |
| UCLX 20008 | UCLX 20034 |
| UCLX 20010 | UCLX 20035 |
| UCLX 20011 | UCLX 20036 |
| UCLX 20013 | UCLX 20038 |
| UCLX 20014 | UCLX 20039 |
| UCLX 20015 | UCLX 20044 |
| UCLX 20016 | UCLX 20049 |
| UCLX 20017 | UCLX 20051 |
| UCLX 20020 | UCLX 20055 |
| UCLX 20021 | UCLX 20061 |
| UCLX 20022 | UCLX 21031 |
| UCLX 20023 | UCLX 21032 |
| UCLX 20025 | UCLX 21033 |
| UCLX 20026 | UCLX 21035 |
| UCLX 20027 | UCLX 21042 |