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RECORDATION NO. 21070 FILED

DEC 15 '97 2-10 PM

RECORDATION NO. 21070-A, B, C, D, E, F, G FILED

DEC 15 '97 2-10 PM

RECEIVED  
SURFACE TRANSPORTATION BOARD  
DEC 15 2 09 PM '97

December 15, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Master Loan and Security Agreement No. 3458 dated as of December 9, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: Loan Schedules No. 01, No. 02 and No. 03 three (3) Full Recourse Assignment Agreements and a Bill of Sale.

Primary

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

B, D + F

Debtors and Assignors:

Relco Locomotives, Inc.  
Jerico of Gonzales, Inc.  
Relco Finance Corp.  
113 Industrial Avenue  
Minooka, IL 60449

Secured Party and Assignee:

Charter Financial, Inc.  
153 East 53<sup>rd</sup> Street  
55<sup>th</sup> Floor  
New York, NY 10022

Vertical handwritten notes on the left margin, including "Countersparts" and "Jude".

Mr. Vernon A. Williams  
December 15, 1997  
Page 2

Bill of Sale

Seller: Houston Mainland Corporation

Buyer: Relco Locomotives, Inc.  
113 Industrial Avenue  
Minooka, IL 60449

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

forty-one (41) locomotives bearing RE reporting marks and road numbers set forth on Schedule A attached to Loan Schedules No. 01, 02 and 03.

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

BILL OF SALE

RECORDATION NO. 2102-G FILED

Know all Men by these Presents,

DEC 15 '97

2-10PM

That, **Houston Mainland Corporation** (hereinafter as "Seller"), for and in consideration of the sum of TEN DOLLARS & OTHER CONSIDERATION (\$ 10.00) lawful money of the United States, to the Seller in hand paid, at or before the sealing and delivery of these presents, by or on behalf of RELCO LOCOMOTIVES INC (hereinafter "Buyer"), the receipt whereof is hereby acknowledged, has bargained and sold, and by these presents does grant and convey unto the said Buyer, the successors and assigns thereof, the following personal property more particularly described on the attached (the "Equipment"):

To have and to hold the same unto the said Buyer, the successors and assigns thereof forever. And the Seller does covenant and agree to and with the said Buyer, to **Warrant and Defend** the sale of the said Equipment hereby sold unto the said Buyer, the successors and assigns thereof, against all and every person and persons whomsoever.

Without limiting the foregoing, Seller hereby expressly represents, warrants and covenants that, as of the date hereof Seller had full right, title and interest in and to the Equipment free and clear of all security interests, liens, encumbrances, claims or other interests whatsoever, and by these presents sells, assigns, transfers and conveys all of such right, title and interest in and to the Equipment to Buyer, and the Seller has not sold, assigned, or encumbered the Equipment or done any act to impair the validity or enforceability of this instrument.

Whenever the text hereof requires, the singular number used herein shall include the plural and all genders.

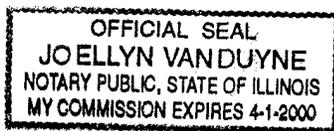
IN WITNESS WHEREOF: Seller has duly executed this bill of sale on the 8<sup>th</sup> day of December, 1997.

HOUSTON MAINLAND CORPORATION

By: George Bachman  
Title: President  
Date: Dec 8<sup>th</sup> 1997

State of Illinois }  
                                  } ss.;  
County of Grundy }

On this 8<sup>th</sup> day of December, 1997 before me, the subscriber, personally appeared George F. Bachman to me personally known and known to me to be the same person described in and who executed the within Instrument, and he acknowledged to me that he executed the same, as an office of **Houston Mainland Corporation** and that he was duly authorized to do so.



Jo ELLYN VANDUYNE  
Notary Public

<b>LOCOMOTIVES SELECETED FOR APPRAISAL</b>				
<b>c:my/locoinfo      Various information on locomotives</b>				
<b>LOCO. #</b>	<b>OWNED BY</b>	<b>MFG</b>	<b>LESSEE</b>	<b>LOCATION</b>
506	Houston Mainland	EMD	Occidental Chemical	Pasadena, TX
906	Houston Mainland	EMD	Choctaw Maid Farms	Union, MS
1231	Houston Mainland	EMD	Bunge Corporation	Marks, MS
1232	Houston Mainland	EMD	Georgia Pacific	Port Hudson, LA
1251	Houston Mainland	EMD	Potlatch	McGehee, AR
1255	Houston Mainland	EMD	Occidental Chemical	Pasadena, TX
1256	Houston Mainland	EMD	Cargill	Eddyville, IA
1257	Houston Mainland	EMD	International Paper	Pineville, LA
1258	Houston Mainland	EMD	A.D.M.	Clinton, IA
1259	Houston Mainland	EMD	A.E. Staley	Louden, TN
1206	Houston Mainland	EMD	Columbia Grain	Portland, OR