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LAW OFFICES

**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

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101 BAY STREET  
EASTON, MD 21601-2718

11350 RANDOM HILLS ROAD  
FAIRFAX, VA 22030-7429

30 WEST PATRICK STREET  
FREDERICK, MD 21701-6903

22 WEST JEFFERSON STREET  
ROCKVILLE, MD 20850-4286

600 WASHINGTON AVENUE  
TOWSON, MD 21204-3965

1450 G STREET, N.W.  
WASHINGTON, D.C. 20005-2001

November 30, 1995

JOHN A. STALFORT  
410-385-3424

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423  
Attention: Mrs. Janice Fort

19712-A

Re: Our File No.: 258-1552

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11303 are one original and one notarized copy of the following document:

Bill of Sale dated November 30, 1995 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Bill of Sale dated October 31, 1995 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite #225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which was recorded with the Interstate Commerce Commission on November 16, 1995 at 11:00 a.m., under Recordation No. 19712.

Also enclosed is a check in the amount of \$21.00 to cover the costs of recording this document.

Once these documents have been recorded, please return the same to: John A. Stalfort, Esquire, Miles & Stockbridge, A Professional Corporation, 10 Light Street, Baltimore, Maryland 21202.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (410) 385-3425.

Sincerely,

*Michele E. Sperato*

Michele E. Sperato,  
Secretary to John A. Stalfort

Enclosures

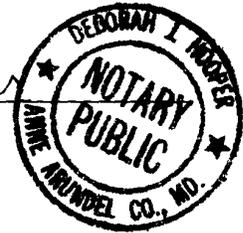
19712-A

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 28<sup>th</sup> day of November, 1995.

Deborah Hooper  
Notary Public



My Commission Expires: 7/27/98

1972-A  
L35

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR COMPANY, an Illinois corporation, in consideration of the sum of \$10.00 to the undersigned to be paid by THE FIRST NATIONAL BANK OF MARYLAND pursuant to the terms of the Purchase and Sale Agreement dated October 31, 1995 between Southern Illinois Railcar Company and The First National Bank of Maryland, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto The First National Bank of Maryland the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto The First National Bank of Maryland, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with The First National Bank of Maryland to warrant and defend title to the railcars hereby sold unto The First National Bank of Maryland, its successors and assigns against all and every person and persons whomsoever.

And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Cargill, Incorporated pursuant to the Lease Agreement dated as of August 15, 1995 between the undersigned and Cargill, Incorporated.

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR COMPANY ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT SHALL SOUTHERN ILLINOIS RAILCAR CO. BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

IN WITNESS WHEREOF the undersigned has caused this Bill of Sale to be executed under seal this 30th day of November, 1995.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

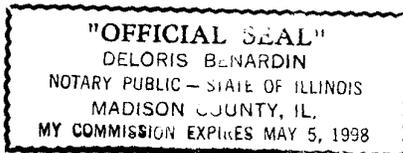
Michelle Hendrick

By: [Signature] (SEAL)  
Name: Gary J. Goodman  
Title: Vice President

STATE OF ILLINOIS, COUNTY OF MADISON, TO WIT:

I HEREBY CERTIFY, that on this 30th day of November, 1995, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Gary J. Goodman, who acknowledged himself to be the Vice President of Southern Illinois Railcar Company, an Illinois corporation, known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Vice President of said corporation by signing the name of the corporation by himself as Vice President.

AS WITNESS my hand and Notarial Seal.



Deloris Benardin  
Notary Public

(SEAL)

My Commission Expires: 5-5-98

A:FN155210.BOS/So. Ill. (Cargill)/Disk1

SCHEDULE A

DESCRIPTION OF RAILCARS

Twenty-Seven (27) 70-ton, 60' boxcars

SIRX 100012  
SIRX 100014  
SIRX 100015  
SIRX 100016  
SIRX 100017  
SIRX 100018  
SIRX 100022  
SIRX 100024  
SIRX 100031  
SIRX 100032  
SIRX 100038  
SIRX 100039  
SIRX 100042  
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SIRX 100058  
SIRX 100059