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A PROFESSIONAL CORPORATION

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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

May 31, 1996

1998-A

via FEDERAL EXPRESS

Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423
Attention: Mrs. Janice Fort
Recordation

JUN 3 2 58 PM '96
RECEIVED
SURFACE TRANSPORTATION BOARD

Re: Our File No.: 258-1557

Dear Mrs. Fort:

Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are one original and one notarized copy of the following document:

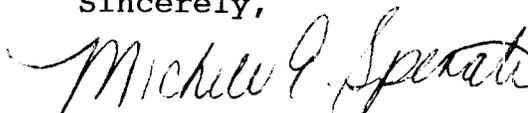
Bill of Sale dated March 29, 1996 by Southern Illinois Railcar Company (One Mark Twain Plaza, Suite 225, Edwardsville, Illinois 62025-1959) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Bill of Sale dated March 18, 1996 by Southern 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 STB on March 20, 1996 at 4:05 p.m., under Recordation No. 19982.

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

Once this document has been recorded, please return the same to the undersigned.

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

Sincerely,



Michele E. Sperato
Secretary to John A. Stalfort

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20427-0001

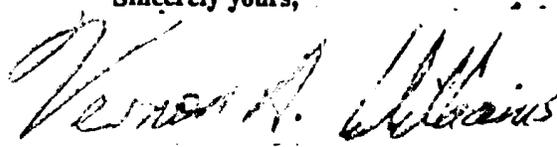
6/3/96

John A. Stalfort, Esquire
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202-1487

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 6/3/96 at 3:00PM, and assigned recordation number(s). 19982-A and 19983-B.

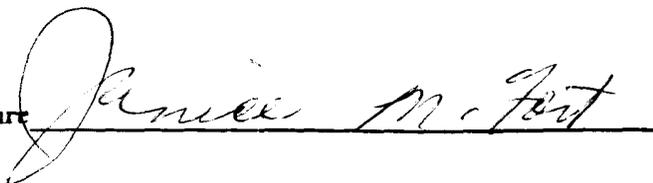
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

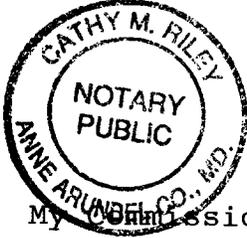
Signature



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 31st day of May, 1996.



Cathy M. Riley
Notary Public

My Commission Expires: July 1, 1998

19982-A

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 March 18, 1996 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.

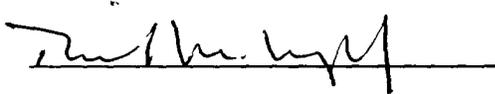
And the undersigned does for itself and its successors and assigns warrant and represent to The First National Bank of Maryland that the title conveyed is good, its transfer is rightful; and the railcars are, have been, or shall be delivered free from any security interest or other lien or encumbrance except for the leasehold interest of Bunge Corporation pursuant to the Lease Agreement dated as of September 1, 1995 between the undersigned and Bunge Corporation.

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 29th day of March, 1996.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY



By:  (SEAL)
Name: GARY J. GOODMAN
Title: VICE PRESIDENT

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 28th day of March, 1996, 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.



Janice A. Tweedy
Notary Public

(SEAL)

My Commission Expires:

February 23, 2000

B:FN155710.BOS/So.111(Bunge)/Disk1/cmr

DESCRIPTION OF RAILCARS

Thirty Five (35) covered hopper railcars bearing the following car numbers and marks:

1	SIRX	1116	18	SIRX	460245
2	SIRX	1117	19	SIRX	460247
3	SIRX	1120	20	SIRX	460250
4	SIRX	1127	21	SIRX	460251
5	SIRX	1130	22	SIRX	460253
6	SIRX	2608	23	SIRX	460265
7	SIRX	2637	24	SIRX	460268
8	SIRX	2689	25	SIRX	460284
9	SIRX	2708	26	SIRX	470023
10	SIRX	2760	27	SIRX	470034
11	SIRX	203134	28	SIRX	470039
12	SIRX	205053	29	SIRX	470059
13	SIRX	205158	30	SIRX	470079
14	SIRX	246449	31	SIRX	475426
15	SIRX	246471	32	SIRX	475428
16	SIRX	248387	33	SIRX	837040
17	SIRX	460239	34	SIRX	837048
			35	SIRX	475042