

LAW OFFICES

MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

10 LIGHT STREET

BALTIMORE, MARYLAND 21202-1487

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300 ACADEMY STREET
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101 BAY STREET
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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

September 23, 1996

JOHN A. STALFORT
410-385-3424

via FEDERAL EXPRESS

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

Re: Our File No.: 258-1557
(Seventh Funding)

19982-F

SEP 23 9 59 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

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 September 23, 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: John A. Stalfort, Esquire, Miles & Stockbridge, a Professional Corporation, 10 Light Street, 8th Floor, Baltimore, Maryland 21202.

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
Michele E. Sperato,
Secretary to John A. Stalfort

Enclosures

LAW OFFICES

MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

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BALTIMORE, MARYLAND 21202-1487

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

JOHN A. STALFORT
410-385-3424

September 24, 1996

via FEDERAL EXPRESS

Surface Transportation Board
12th and Constitution Avenues, N.w.
Washington, D.C. 20423
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1557
(Seventh Funding)

Mrs. Fort:

As we discussed, enclosed is our check in the amount of \$2.00 to cover the balance owing for filing the two documents delivered to you yesterday. Thank you for your help in this matter. Please call me if you have any questions.

Sincerely,



Michele E. Sperato
Secretary to John A. Stalfort

/ms
Enclosure

SEP 25 10 01 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

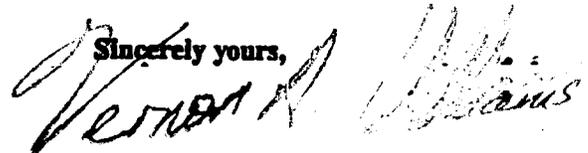
9/25/96

John A. Staifort, Esq.
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 9/25/96 at 10:05AM, and assigned recordation number(s). 19982-F and 19983-G.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 44.00 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

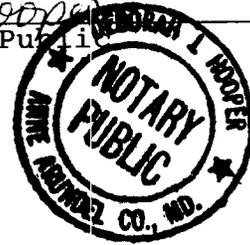


STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

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 23rd day of September, 1996.

Deborah Hooper
Notary Public



My Commission Expires: 7/27/98

19982-F

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 23rd day of September 1996.

ATTEST:

SOUTHERN ILLINOIS RAILCAR COMPANY

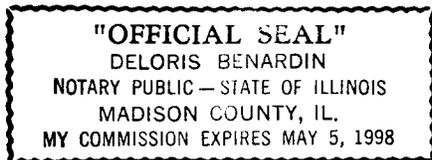
Michelle Hendrix

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

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 23rd day of September 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 Gary J. Goodman.

AS WITNESS my hand and Notarial Seal.



(SEAL)

Deloris Benardin
Notary Public

My Commission Expires:

B:FN155721.BOS/So.Ill(Bunge)/Disk1

SCHEDULE A

DESCRIPTION OF RAILCARS

<u>NEW NUMBER</u>	<u>OLD NUMBER</u>	<u>CAPACITY</u>
SIRX 810	AEX 810	4650
SIRX 31012	AEX 31012	4650
SIRX 31018	AEX 31018	4650
SIRX 31028	AEX 31028	4650
SIRX 31058	AEX 31058	4650
SIRX460249	ATSF 314780	4600
SIRX460271	ATSF.314881	4600