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A PROFESSIONAL CORPORATION

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30 WEST PATRICK STREET
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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

RECEIVED
SURFACE TRANSPORTATION
BOARD

SEP 10 1 01 PM '96

RECORDED 20240-A FILED 1485
SEP 10 1996 - 1 05 PM

September 9, 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.: 258-1658
(Second Funding)

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 6, 1996 by KND Rail Services, Inc. (1843 R. W. Berends Dr., S.W., Grand Rapids, Michigan 49509) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which relates to the Bill of Sale dated August 20, 1996 by KND Rail Services, Inc. (1843 R. W. Berends Dr., S.W., Grand Rapids, Michigan 49509) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201) which was recorded with the Surface Transportation Board on August 21, 1996 at 9:45 a.m., under Recordation No. 20240.

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, 10 Light Street, 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

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 9th day of September, 1996.

Deborah J. Hoopes
Notary Publ



My Commission Expires: 7/27/98

BILL OF SALE

20240 A
FILED 123
SEP 10 1996 -1 05 PM

KNOW ALL MEN BY THESE PRESENTS that MORGAN RAIL L.L.C., a Michigan limited liability company, 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 August 20, 1996 between Morgan Rail L.L.C. 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 claiming by, through or under Morgan Rail L.L.C.

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 Brandywine Valley Railroad Company pursuant to the Lease Agreement dated as of May 1, 1996 between Rail Trusts Equipment, Inc. and Brandywine Valley Railroad Company.

THE RAILCARS ARE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY MORGAN RAIL L.L.C. 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 MORGAN RAIL L.L.C. 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 6th day of September 1996.

ATTEST:

MORGAN RAIL L.L.C. ("Seller")

By: KND Rail Services, Inc.,
Manager

Richard K Thill Jr
Richard K Thill Jr

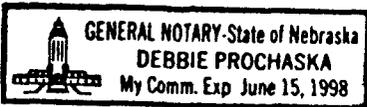
By: Roger A. Duros (SEAL)
Roger A. Duros,
President

STATE OF Nebraska, County Douglas OF Douglas, TO WIT:

I HEREBY CERTIFY, that on this 6 day of September, 1996, before me, personally appeared Roger A. Duros, to me personally known, who being by me duly sworn, says that he is the President of KND Rail Services, Inc., a member and the Manager of Morgan Rail L.L.C., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and Notarial Seal.

Debbie Prochaska
Notary Public

(SEAL) 

My Commission Expires: 6-15-98

SCHEDULE A

DESCRIPTION OF RAILCARS

Fifteen (15) flat bed railcars bearing reporting marks and numbers:

<u>Old Marks</u>	<u>New Marks</u>
KNDX 636025	BVRY 9611
KNDX 636042	BVRY 9613
KNDX 636076	BVRY 9614
KNDX 636083	BVRY 9616
KNDX 636102	BVRY 9617
KNDX 636107	BVRY 9618
KNDX 636143	BVRY 9620
KNDX 636154	BVRY 9622
KNDX 636165	BVRY 9623
KNDX 636174	BVRY 9624
KNDX 636181	BVRY 9626
KNDX 636190	BVRY 9628
KNDX 636206	BVRY 9629
KNDX 636215	UMP 9630
KNDX 636240	UMP 9634