

LAW OFFICES  
**MILES & STOCKBRIDGE**

A PROFESSIONAL CORPORATION

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WASHINGTON, D.C.

JOHN A. STALFORT  
410-385-3424

December 11, 1998

RECORDATION NO. 21873 FILED

DEC 11 '98

2-44 PM

via FEDERAL EXPRESS

Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001  
Attention: Mrs. Janice Fort

Re: Our File No.: 258-1903

Dear Mrs. Fort:

Enclosed for recordation as a primary 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 effective as of November 30, 1998 by Railcar, Ltd. (Suite 315), 1819 Peachtree Road, N.E., Atlanta, Georgia 30309) and Progress Rail Services Corporation (P.O. Box 1037, Albertville, Alabama 35950) in favor of The First National Bank of Maryland (25 South Charles Street, Baltimore, Maryland 21201)

Also enclosed is a check to cover the costs of recording this document.

Upon recordation, please return the recorded documents to the undersigned.

Thank your for your prompt attention to this matter. Please call me at (800) 344-2532 if you have any questions.

Sincerely,



Michele E. Sperato  
Assistant to John A. Stalfort

Enclosure

DEC 11 '98 2-44 PM

STATE OF MARYLAND  
SS:  
CITY OF BALTIMORE

THIS IS TO CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

WITNESS my hand and seal this 11<sup>th</sup> day of December 1998.

Michael E. Spesato  
Notary Public

My Commission Expires: January 28, 2001



BILL OF SALE

DEC 11 '98

2-44 PM

For value received, and pursuant to the Assignment Agreement dated as of November 30, 1998, between Railcar, Ltd. ("LTD"), Progress Rail Services Corporation ("PRSC"), and The First National Bank of Maryland ("FM") (the "Assignment Agreement"), PRSC hereby sells, transfers, and delivers to FM, its successors and assigns, all of PRSC's right, title and interest in and to the equipment described in Schedule I attached hereto (the "Equipment").

The Equipment is being sold on an "AS IS, WHERE IS" basis. PRSC MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE WITH RESPECT TO THE EQUIPMENT EXCEPT THAT (1) FM WILL ACQUIRE GOOD TITLE TO THE EQUIPMENT FREE FROM ANY AND ALL ENCUMBRANCES, LIENS AND OTHER DEFECTS OF TITLE, EXCEPT AS MAY BE DESCRIBED ON SCHEDULE II ATTACHED HERETO, AND (2) PRSC IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS FULL RIGHT AND AUTHORITY TO SELL THE EQUIPMENT TO FM AND (3) SUCH OTHER WARRANTIES AS MAY BE SET FORTH IN THE ASSIGNMENT AGREEMENT. PRSC DOES NOT MAKE, AND HEREBY EXPRESSLY DISCLAIMS, ANY WARRANTIES, EXPRESS OR IMPLIED, WITH RESPECT TO THE QUALITY, CONTENT, OR CONDITION OF THE EQUIPMENT, INCLUDING WITHOUT LIMITATION WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE.

PRSC does for itself and its successors and assigns covenant and agree with FM to warrant and defend title to the Equipment hereby sold to FM, its successors and assigns against all and every person and persons whomsoever, except those whose interest arises by, through, or under the lessee identified on Schedule II attached hereto as lessee of the Equipment.

Notwithstanding anything herein to the contrary, this transfer is subject to the lease agreement identified on Schedule II attached hereto, as amended to date.

EXECUTED under seal effective as of as of November 30, 1998.

PROGRESS RAIL SERVICES CORPORATION

By: Michael V. Bombino (SEAL)  
Michael V. Bombino, Senior Vice President and Chief Financial Officer

STATE OF ALABAMA  
COUNTY OF MARSHALL

On November 30, 1998, before me personally appeared Michael V. Bombino, to me personally known, who being by me duly sworn says that he is Senior Vice President and Chief Financial Officer of Progress Rail Services Corporation, an Alabama corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deane W. Eakin  
Notary Public  
My commission expires: June 30, 2001

[NOTARIAL SEAL]

SCHEDULE I

to Bill of Sale Dated as of November 30, 1998  
executed by Progress Rail Services Corporation  
in favor of The First National Bank of Maryland

Description of Equipment

The equipment described in the attachment entitled "Description of Railcars."

## DESCRIPTION OF RAILCARS

Lessee: Vulcan

Number of Cars in Lease: 35

Description of Cars: 2260 cubic foot, 100-ton, gondola

Car Marks and Numbers:

PRX 201, PRX 202, PRX 203, PRX 204, PRX 205, PRX 206,  
PRX 207, PRX 208, PRX 209, PRX 210, PRX 211, PRX 212,  
PRX 213, PRX 214, PRX 215, PRX 216, PRX 217, PRX 218,  
PRX 219, PRX 220, PRX 221, PRX 222, PRX 223, PRX 224,  
PRX 225, PRX 242, PRX 243, PRX 244, PRX 245, PRX 246,  
PRX 247, PRX 248, PRX 249, PRX 250, PRX 251.

**SCHEDULE II**

to Bill of Sale Dated as of November 30, 1998  
executed by Progress Rail Services Corporation  
in favor of The First National Bank of Maryland

**Identification of Lessee and Lease**

Railcar Lease Agreement dated as of July 1, 1998, between Progress Rail Services Corporation,  
as lessor, and Vulcan Materials Company, as lessee