

RECORDATION NO. 21970 FILED

JAN 19 '99

8-35 AM

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

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BALTIMORE, MARYLAND 21202-1487

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FREDERICK, MD

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

JOHN A. STALFORT
410-385-3424

January 6, 1999

via FEDERAL EXPRESS

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

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

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

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

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

Sincerely,



Michele E. Sperato
Assistant to John A. Stalfort

Enclosures

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

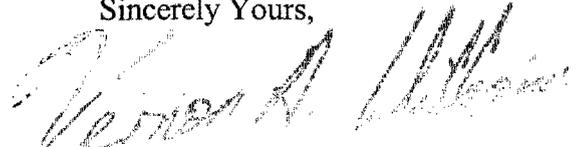
OFFICE OF THE SECRETARY

Michele E. Sperato
Miles & Stockbridge
10 Light Street
Baltimore, MD., 21202-1487

Dear Sir/Madam:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/19/99 at 8:35 AM, and
assigned recordation numbers (s): 21967, 21967-A, 21968, 21969, 21969-A,
21970, 21971, 21972 and 21973.

Sincerely Yours,



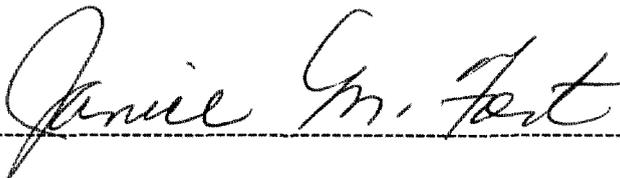
Vernon A. Williams

Enclosure(s) (9)

234.00

\$_____ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



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 16th day of January, 1999.


Michelle E. Sperato
Notary Public

My Commission Expires:

January 28, 2001

BILL OF SALE

JAN 19 '99

8-35 AM

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.

Dwaine 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: Norfolk Southern Railway Company

Number of Cars in Lease: 40

Description of Cars: 3400 cubic foot, 100-ton, all steel, triple pocket, manual discharge coal hoppers.

Car Marks and Numbers:

SPSX 41744 , SPSX 472121, SPSX 472438, SPSX 472942, SPSX 473292, SPSX 475526,
SPSX 476348, SPSX 476386, SPSX 476631, SPSX 476661, SPSX 477475, SPSX 478144,
SPSX 478737, SPSX 478802, SPSX 478898, SPSX 479912, SPSX 480034, SPSX 480402,
SPSX 480908, SPSX 481023, SPSX 481179, SPSX 481596, SPSX 481816, SPSX 481881,
SPSX 482012, SPSX 482036, SPSX 482185, SPSX 482205, SPSX 482246, SPSX 482497,
SPSX 482575, SPSX 482658, SPSX 482706, SPSX 482951, SPSX 483255, SPSX 483439,
SPSX 483818, SPSX 484130, SPSX 488686, SPSX 980305.

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

Lease Agreement dated as of December 18, 1996, and the related Rider No. 3 dated as of March 23, 1998, as amended to date, between Railcar, Ltd. (as agent for owner, namely, Progress Rail Services Corporation), as lessor, and Norfolk Southern Railway Company, as lessee