

RECORDATION NO. 21980 FILED
JAN 19 '99 10-45 AM

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

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

January 15, 1999

JOHN A. STALFORT
410-385-3424

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.: 258-1922

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 January 15, 1999 by Morgan Rail L.L.C. (1843 R. W. Berends Drive, S.W., Grand Rapid, Michigan 49509) in favor of FMB Bank (25 South Charles Street, Baltimore, Maryland 21201)

Also enclosed is a check 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. If you have any questions, please call me at (800) 344-2532.

Sincerely,



Michele E. Sperato
Assistant to John A. Stalfort

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

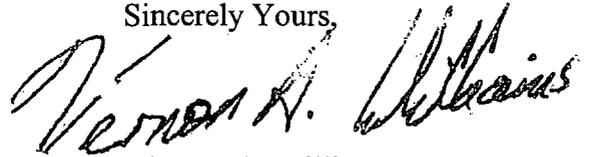
OFFICE OF THE SECRETARY

Michele E. Sperato
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 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 10:45 AM, and
assigned recordation numbers (s): 21980, 19966-A and 19967-A.

Sincerely Yours,



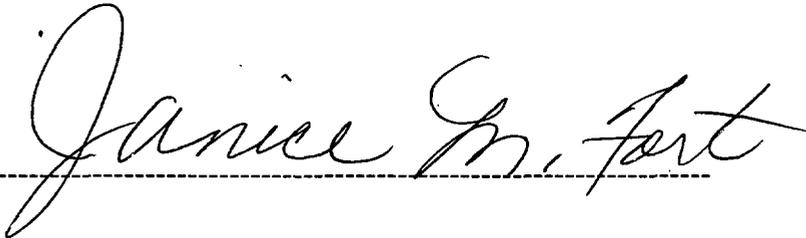
Vernon A. Williams

Enclosure(s)

78.00

\$_____ 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 15th day of January, 1999.


Michelle E. Spivato
Notary Public

My Commission Expires:

January 28, 2001

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JAN 19 '99

10-45 AM

BILL OF SALE

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 FMB BANK pursuant to the terms of the Purchase and Sale Agreement dated January 15, 1999 between Morgan Rail L.L.C. and FMB Bank, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents does bargain, sell, grant, convey, transfer, and deliver unto FMB Bank the railcars described on Schedule A attached hereto and made a part hereof.

To have and to hold the same unto FMB Bank, its successors and assigns forever;

And the undersigned does for itself and its successors and assigns covenant and agree with FMB Bank to warrant and defend title to the railcars hereby sold unto FMB Bank, 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 FMB Bank 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 Sault Ste. Marie Bridge Co. pursuant to the Lease Agreement dated as of January 25, 1996 between Rail Trusts Equipment, Inc. and Sault Ste. Marie Bridge Co.

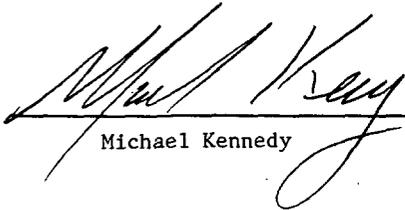
THE RAILCARS ARE SOLD TO FMB BANK BY MORGAN RAIL L.L.C. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING, WITHOUT LIMITATION, THE WARRANTIES OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE. IN NO EVENT 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 15 day of January, 1999.

ATTEST:

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

By: KND Rail Services, Inc.,
Manager



Michael Kennedy

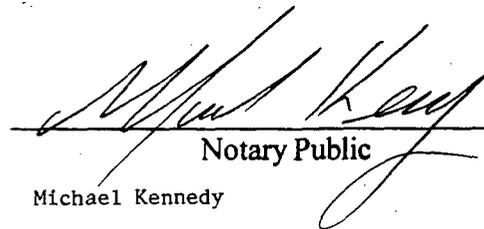
By:  (SEAL)

Roger A. Duros,
President

STATE OF MICHIGAN, COUNTY OF EMMET, TO WIT:

I HEREBY CERTIFY, that on this 13 day of January, 1999, 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.



Notary Public
Michael Kennedy

(SEAL)

My Commission Expires: 9/6/2001

SCHEDULE A
to Bill of Sale

DESCRIPTION OF RAILCARS

One hundred thirty-seven (137) 2300 cubic foot, 100-ton open top hopper 1965-built railcars bearing the following marks and numbers:

SSAM 234200 through 234336, inclusive