

LAW OFFICES

**MILES & STOCKBRIDGE**

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REC'D 18355 FILED 1425

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EASTON, MARYLAND 21601

11350 RANDOM HILLS ROAD  
FAIRFAX, VIRGINIA 22030

18355  
JUL 3 1993 10:00 AM

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JOHN A. STALFORD  
410-385-3424  
INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

August 2, 1993

3-215A007

via FEDERAL EXPRESS

Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

REC'D 18355 FILED 1425  
JUL 3 1993 10:00 AM

INTERSTATE COMMERCE COMMISSION

Attention: Mildred Lee, Room 2303

INTERSTATE COMMERCE COMMISSION

Re: Purchase and Sale Agreement between Southern  
Illinois Railcar Co. and The First National  
Bank of Maryland

Dear Mrs. Lee:

N

Enclosed please find one executed original and one notarized  
copy of each of the following documents for the above-referenced  
matter:

1. Purchase and Sale Agreement by and between Southern  
Illinois Railcar Co. and The First National Bank of Maryland;
2. Bill of Sale in favor of The First National Bank of  
Maryland;
3. Railcar Lease Agreement between Southern Illinois  
Railcar Company and Blue Circle Inc.; and
4. Assignment of Lessor's Interest in Lease by Southern  
Illinois Railcar Co. and The First National Bank of Maryland.

Please record these documents among the records of the ICC.  
I have enclosed a check in the amount of \$64.00 to cover the  
costs of recordation.

MOTOR OFFERING UNIT  
AUG 3 9 56 AM '93

August 2, 1993  
Page 2

MILES & STOCKBRIDGE

When these documents have been recorded, please return the originals to:

John A. Stalfort, Esquire  
Miles & Stockbridge  
10 Light Street - 10th Floor  
Baltimore, Maryland 21202

If you have any questions or comments in connection with these documents, please call me immediately at (410) 385-3424.

Sincerely,

  
John A. Stalfort

JAS:mes  
Enclosures

RECORDATION NO. 18355-A FILED 1425

AUG 3 1993 10:05 AM

INTERSTATE COMMERCE COMMISSION

I HEREBY CERTIFY that the attached Bill of Sale is a true and complete copy of said Bill of Sale.

AS WITNESS my hand and Notarial Seal.



*Cathy M. Riley*  
\_\_\_\_\_  
Notary Public

Commission Expires: 7/1/94

AUG 3 1993 10:45 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that SOUTHERN ILLINOIS RAILCAR CO., an Illinois corporation, in consideration of the sum of \$302,500 to the undersigned in hand paid by THE FIRST NATIONAL BANK OF MARYLAND, the receipt whereof is hereby acknowledged, have granted, bargained, sold, conveyed, transferred, and delivered and by these presents do 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 Blue Circle, Inc. pursuant to the Railcar Lease Agreement dated June 7, 1993, between the undersigned and Blue Circle, Inc..

THE RAILCARS SHALL BE SOLD TO THE FIRST NATIONAL BANK OF MARYLAND BY SOUTHERN ILLINOIS RAILCAR CO. ON AN "AS-IS, WHERE-IS" BASIS, WITH ALL FAULTS, WITHOUT ANY WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE RAILCARS, INCLUDING 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 24th day of July, 1993.

ATTEST: SOUTHERN ILLINOIS RAILCAR CO.

Christine M. Middleton

By: [Signature] (SEAL)  
Name: Barry S. M. [unclear]  
Title: VP Controller

STATE OF ILLINOIS, County OF Madison, TO WIT:

I HEREBY CERTIFY, that on this 8<sup>th</sup> day of July, 1993, before me, the undersigned, a Notary Public of the State of Illinois, personally appeared Barry S. McClure, who acknowledged himself to be the V.P. Controller of Southern Illinois Railcar Co., 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 V.P. Controller of said corporation by signing the name of the corporation by himself as V.P. Controller.

AS WITNESS my hand and Notarial Seal.

Christine M. Middleton  
Notary Public

(SEAL)

My Commission Expires:



SCHEDULE A

DESCRIPTION OF RAILCARS

Twenty (20) 4000 cubic foot capacity, 3 hopper, round hatch equipped, Pullman-Standard built, covered hopper cars

Car Numbers: KCS 5221, KCS 105, KCS 106, KCS 117, KCS 130,  
KCS 138, KCS 160, KCS 163, KCS 182, KCS 185,  
KCS 186, KCS 5201, KCS 5204, KCS 5241, KCS 5246,  
KCS 5259, KCS 5267, KCS 5282, KCS 5295, KCS 5298

Car Owners Marks: SIRX

Class of Car: C113