

RECORDATION NO. 23307 FILED

LAW OFFICES  
**MILES & STOCKBRIDGE** P.M. 2 '01

1-30 PM

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**SURFACE TRANSPORTATION BOARD**

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

December 29, 2000

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attn: Ms. Taledia Stokes



Dear Ms. Stokes:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated December 29, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Buyer:	Railcar, Ltd. 1819 Peachtree Road, N.E. Atlanta, Georgia 30309
Seller:	Allfirst Bank 25 South Charles Street Baltimore, Maryland 21201

A description of the railroad equipment covered by the enclosed documents is:

Ninety-nine (99) 50-foot, 70-ton, Plate C boxcars bearing the reporting marks and numbers within the series GNRR 015000 – GNRR 015028, GNRR 015030 – GNRR 015031, GNRR 015033 – GNRR 015043, GNRR 015045 – GNRR 015050, GNRR 015052 – GNRR 015054, GNRR 015056 – 015063, GNRR 015065 – 015069, GNRR 015072 – GNRR 015076, GNRR 015080 – GNRR 015086, GNRR 015088 – 015098, GNRR 105100 – GNRR 015101, GNRR 015109, GNRR 015111 – GNRR 015112, GNRR 015120 – GNRR 015121, GNRR 015125 – GNRR 015129.

A short summary of the document to appear in the index follows:

Bill of Sale between Railcar, Ltd., Buyer, and Allfirst Bank, Seller, covering ninety-nine (99) 50-foot, 70-ton, Plate C boxcars bearing the reporting marks and numbers within the

Surface Transportation Board  
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MILES & STOCKBRIDGE P.C.

series GNRR 015000 – GNRR 015028, GNRR 015030 – GNRR 015031, GNRR 015033  
– GNRR 015043, GNRR 015045 – GNRR 015050, GNRR 015052 – GNRR 015054,  
GNRR 015056 – 015063, GNRR 015065 – 015069, GNRR 015072 – GNRR 015076,  
GNRR 015080 – GNRR 015086, GNRR 015088 – 015098, GNRR 105100 – GNRR  
015101, GNRR 015109, GNRR 015111 – GNRR 015112, GNRR 015120 – GNRR  
015121, GNRR 015125 – GNRR 015129.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface  
Transportation Board to cover the required recordation fee.

Please kindly return stamped copies of the enclosed document to the undersigned at the  
above-listed address.

Very truly yours,



David M. Schilling  
Legal Assistant

Enclosures

RECORDATION NO. 23307 FILED

BILL OF SALE

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**SURFACE TRANSPORTATION BOARD**

For value received, Allfirst Bank, a Maryland state-chartered commercial bank, hereby sells, transfers, and delivers to Railcar, Ltd., a Georgia corporation ("Buyer"), its successors and assigns, all of Seller's right, title, and interest in and to the ninety-nine (99) 50-foot, 70-ton, Plate C boxcars bearing the reporting marks and numbers shown on Schedule 1 attached hereto (the "Equipment").

**Seller makes no warranties, express or implied, of any kind or nature with respect to the Equipment except that (1) Buyer will acquire good title to the Equipment free from any and all liens, claims, and encumbrances arising from, through, or under Seller, and (2) Seller is the lawful owner of the Equipment and has full right and authority to sell the Equipment to Buyer. Seller is selling the Equipment on an "as is, where is" basis, and Seller does not make, and hereby expressly disclaims, any warranties, express or implied, with respect to the condition of the Equipment, including without limitation warranties of merchantability or fitness for a particular purpose or use. In no event shall Seller be liable for any special, indirect, incidental, or consequential damages of any nature whatsoever.**

Seller (for itself and its successors and assigns) covenants and agrees with Buyer to warrant and defend title to the Equipment hereby sold to Buyer against all and every person and persons whomsoever claiming from, through, or under Seller.

EXECUTED under seal effective as of as of December 29, 2000.

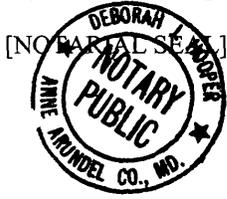
ALLFIRST BANK

By: [Signature] (SEAL)  
Name: CA Pistell  
Title: VICE PRESIDENT

State of Maryland, City of Baltimore

On Dec. 28, 2000, before me personally appeared Christopher A Pistell to me personally known, who being by me duly sworn says that he is Vice President of Allfirst Bank, a Maryland state-chartered commercial bank, and that he executed the foregoing instrument on behalf of said entity 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 entity.

[Signature]  
Notary Public  
My commission expires: 7/27/02



SCHEDULE 1

DESCRIPTION OF CARS

GNRR	015000	GNRR	015042	GNRR	015092
GNRR	015001	GNRR	015043	GNRR	015093
GNRR	015002	GNRR	015045	GNRR	015094
GNRR	015003	GNRR	015046	GNRR	015095
GNRR	015004	GNRR	015047	GNRR	015096
GNRR	015005	GNRR	015048	GNRR	015097
GNRR	015006	GNRR	015049	GNRR	015098
GNRR	015007	GNRR	015050	GNRR	015100
GNRR	015008	GNRR	015052	GNRR	015101
GNRR	015009	GNRR	015053	GNRR	015109
GNRR	015010	GNRR	015054	GNRR	015111
GNRR	015011	GNRR	015056	GNRR	015112
GNRR	015012	GNRR	015057	GNRR	015120
GNRR	015013	GNRR	015058	GNRR	015121
GNRR	015014	GNRR	015059	GNRR	015125
GNRR	015015	GNRR	015060	GNRR	015126
GNRR	015016	GNRR	015061	GNRR	015127
GNRR	015017	GNRR	015062	GNRR	015128
GNRR	015018	GNRR	015063	GNRR	015129
GNRR	015019	GNRR	015065		
GNRR	015020	GNRR	015066		
GNRR	015021	GNRR	015067		
GNRR	015022	GNRR	015068		
GNRR	015023	GNRR	015069		
GNRR	015024	GNRR	015072		
GNRR	015025	GNRR	015073		
GNRR	015026	GNRR	015074		
GNRR	015027	GNRR	015075		
GNRR	015028	GNRR	015076		
GNRR	015030	GNRR	015080		
GNRR	015031	GNRR	015081		
GNRR	015033	GNRR	015082		
GNRR	015034	GNRR	015083		
GNRR	015035	GNRR	015084		
GNRR	015036	GNRR	015085		
GNRR	015037	GNRR	015086		
GNRR	015038	GNRR	015088		
GNRR	015039	GNRR	015089		
GNRR	015040	GNRR	015090		
GNRR	015041	GNRR	015091		