RECORDATION NO. 22186-C FILED

JUL 27 05 4-41 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 27, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

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 as of July 2, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Lease Agreement previously filed with the Board under Recordation Number 22186.

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

Seller: Colorado Quarry Financing
3300 South Parker Road
Aurora, Colorado 80014

Buyer: Rock & Rail LLC
3655 Outwest Drive
Colorado Springs, Colorado 80901

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

Locomotive RRRR 301.

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

Bill of Sale.

Also enclosed is a check in the amount of $33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

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EXHIBIT B

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that **Colorado Quarry Financing, LLC**, a Colorado limited liability company (hereinafter called the "Seller"), with its principal place of business at 3300 South Parker Road, Suite 500, Aurora, CO 80014, in consideration of the receipt of the sum of One Dollar ($1.00) and for other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells and transfers its right(s), title(s) and interest(s) in the Equipment described below to **Rock & Rail LLC** a Colorado limited liability company (hereinafter called the "Buyer"), with its principal place of business at, 3655 Outwest Drive, Colorado Springs, CO 80901 does hereby grant, bargain, sell, assign, convey, transfer and deliver unto Buyer the following rail equipment (the "Rail Equipment"):

See Exhibit A

TO HAVE AND TO HOLD the described Rail Equipment unto Buyer, its successors and assigns for its own use forever.

THE RAIL EQUIPMENT IS BEING SOLD TO BUYER "AS IS, WHERE IS" AND "WITH ALL FAULTS" AND SELLER MAKES NO REPRESENTATION OR WARRANTY, WHETHER EXPRESSED OR IMPLIED, AS TO THE PHYSICAL CONDITION OF THE RAIL EQUIPMENT, ITS VALUE, DESIGN, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, AS TO THE QUALITY OF MATERIAL OR WORKMANSHIP OR CONFORMITY TO SPECIFICATIONS OF ANY PURCHASE ORDER, AS TO THE ABSENCE OF LATENT OR OTHER DEFECTS, WHETHER OR NOT DISCOVERABLE, OR (EXCEPT AS SET FORTH IN THIS BILL OF SALE) AS TO ANY OTHER MATTER RELATING TO THE RAIL EQUIPMENT WHATSOEVER.

Seller warrants that it has legal title to the aforesaid Rail Equipment and that the Rail Equipment shall be delivered free and clear of any security interest or other lien, claim or encumbrance ("Encumbrances") whatsoever, other than Encumbrances created or caused to exist by Buyer.

DATED this 2nd day of July, 2004.

SELLER: Colorado Quarry Financing, LLC

By: Charles S. McNeil

Name: CHARLES S. MCNEIL

Title: MANAGER

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Seller by authority of its Management Committee and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Seller. I further declare under penalty of perjury that the foregoing is true and correct.

By: Charles S. McNeil

Name: Charles S. McNeil

Title: Manager Colorado Quarry Financing

EXHIBIT A

Road Number:	**RRRR 301**
Model:	GP30
Built:	1963
Horsepower:	2250
Engine:	16-567-D3R
Dynamic Brakes:	Yes

Road Number:	**RRRR 401**
Model:	GP40
Built:	1968
Horsepower:	3000
Engine:	16-645-E3
Dynamic Brakes:	Yes

EXHIBIT A

RRRR#	Car Date	Truck Date A	Truck Date B
1057	Oct-80	Mar-80	Oct-79
1045	Aug-77	Sep-77	Sep-77
1053	Sep-79	Sep-79	Jan-77
1056	Oct-80	Jan-78	Jul-77
1054	Sep-79	Sep-79	Oct-79
1044	Aug-77	Jan-77	Jan-77
1052	Sep-79	Oct-77	Sep-79
1047	~~Aug-78~~	~~Jul-77~~	~~May-77~~
1049	Aug-78	Feb-78	Feb-78
1046	Aug-78	Jan-77	Jan-77
1055	Oct-80	Mar-80	Oct-79
1058	Oct-80	Oct-79	Oct-79
1050	Aug-78	Jan-80	Feb-78
1051	Sep-79	Sep-79	Sep-79
1043	on ground		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 7/27/05

Robert W. Alvord