

RECORDATION NO. 23981-56 FILED

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DEC 23 '05 11:59 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

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

December 23, 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 December 20, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Release from Surface Transportation Board Filed Encumbrance being filed with the Board under Recordation Number 23981-FF.

The name and address of the party to the enclosed document are:

Seller:	RailAmerica Transportation Corp. 5300 Broken Sound Blvd NW, 2nd Floor Boca Raton, Florida 33407
[Buyer:	San Luis & Rio Grande Railroad, Inc. 5300 Broken Sound Blvd NW, 2nd Floor Boca Raton, Florida 33407]

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document is:

6 locomotives: TPW 2050, TPW 2052, TPW 2054, TPW 2056, TNMR 2078 and TNMR 2151.

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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SURFACE TRANSPORTATION BOARD

**BILL OF SALE**

For the amount of \$10.00, and other good and valuable consideration, the receipt of which is hereby acknowledged, RAILAMERICA TRANSPORTATION CORP, a Delaware corporation. ("Seller") does hereby assign and transfer unto SAN LUIS & RIO GRANDE RAILROAD, INC., a Delaware corporation ("Corporation") and its successors and assigns, all of Seller's right, title and interest in and to the following six (6) locomotives (the "Replacement Locomotives"):

TPW 2050, TPW 2052, TPW 2054, TPW 2056, TNMR 2078 and TNMR 2151

Seller hereby warrants to Corporation and Corporation's successors and assigns, as follows:

1. That Seller is the lawful owner of the Replacement Locomotives and has good and valid, title thereto, free and clear of any charge, lien, or encumbrance;
2. The Seller will forever warrant and defend the title to the Replacement Locomotives unto Buyer, its successors and assigns, against all lawful claims;
3. That Seller has full power and authority to convey the Replacement Locomotives; and
4. That Seller has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Replacement Locomotives, or any interest therein, to any other person or entity.

THE REPLACEMENT LOCOMOTIVES ARE SOLD "AS IS, WHERE IS" WITHOUT ANY WARRANTY AS TO QUALITY OR CONDITION, AND SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OR MERCHANTABILITY, FITNESS FOR ANY PURPOSE, DESIGN, CONDITION OR CONFORMITY WITH FEDERAL RAILROAD ADMINISTRATION REGULATIONS. IN NO EVENT SHALL SELLER BE LIABLE FOR ANY SPECIAL, INDIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES OF ANY NATURE WHATSOEVER.

