

RAIL LOGISTICS, LC

RECORDATION NO. 26328 FILED

MAY 09 '06

3-11 PM



May 5, 2006

SURFACE TRANSPORTATION BOARD

Mr. Vernon Williams
Recordation's Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

Please find enclosed one (1) original Bill of Sale, (primary document) dated April 10, 2006, and (1) certified copy, between the following parties:

Buyer: Rail Logistics, LC

Seller: General Electric Railcar Services Corporation

Please see Schedule 1 for the equipment listing, (4) 100 Ton Covered Hoppers involved in this transaction.

This filing is to appear in the index as follows:

Bill of Sale dated as of April 10, 2006 related to (4) railcars bearing reporting marks: CPAA 629527, PLCX 020606, SOO 111160, NAHX 050426.

The filing fee for this document in the amount of \$33.00 is enclosed. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at 913-491-0050.

Sincerely,

A handwritten signature in cursive script, appearing to read "Nanci".

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

RAIL LOGISTICS, LC



May 5, 2006

Mr. Vernon Williams
Recordation's Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

RE: Letter of Certification – Rail Logistics, LC / General Railcar Services Corporation
(4) Railcars, Bill of Sale, April 10, 2006

I have found the enclosed documents to be complete and identical in all respects to the original documents. I declare under penalty of perjury, under the laws of the United States of America, that the foregoing is true and correct.

Sincerely,

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

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Bill Of Sale

SURFACE TRANSPORTATION BOARD

IN CONSIDERATION of the receipt of the sum of Ten Dollars (\$10.00), in hand paid, and for other good and valuable consideration, GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation, with an address at 161 North Clark Street, Chicago, Illinois 60601 ("Seller"), does hereby sell, assign, transfer and convey absolutely to RAIL LOGISTICS LC a Kansas corporation with an address at 6600 College Blvd. Suite 310, Overland Park, Kansas 66211 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever created or permitted to exist by Seller.

THE PURCHASED ASSETS ARE TRANSFERRED "AS IS" "WHERE IS". EXCEPT FOR THE REPRESENTATION AND WARRANTIES CONTAINED IN SECTION 5.1 OF THE AGREEMENT, SELLER DOES NOT MAKE AND SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER AS TO THE VALUE, CONDITION, DESIGN, OPERATION MERCHANTABILITY, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF ANY PURCHASED ASSET OR THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, OR THE ABSENCE OF ANY DEFECT IN, ANY PURCHASED ASSET, OR ANY WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USE OF TRADE.

Dated as of this 10th day of April, 2006.

**GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION**Name: *Dean Nallos*Title: *VICE PRESIDENT*

RECEIVED APR 13 2006

SCHEDULE 1
for Bill of Sale
List of Purchased Assets

Car Mark

CPAA 629527
PLCX 20606
SOO 111160
NAHX 50426