

RAIL LOGISTICS, LC

June 12, 2006

RECORDATION NO. 26398 FILED

JUN 19 '06

4-25 PM



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 June 6, 2006, and (1) certified copy, between the following parties:

Buyer: Rail Logistics, LC
Seller: Bombardier Capital Rail, Inc.

Please see Schedule 1 for the equipment listing, (6) 4600-4740 Cubic Foot Covered Hoppers involved in this transaction.

This filing is to appear in the index as follows:

Bill of Sale dated as of June 6, 2006 related to (6) railcars bearing reporting marks:
EAFX 005101, EAFX 005102, EAFX 005103,
EAFX 005104, EAFX 005105, EAFX 005106.

The filing fee for this document in the amount of \$34.00 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,

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

RAIL LOGISTICS, LC



June 12, 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/ Bombardier Capital Rail, Inc.
(6) Railcars, Bill of Sale, June 6, 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,

A handwritten signature in cursive script that reads "Nanci".

Nanci Norman
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

BILL OF SALE NO. 0352063

SURFACE TRANSPORTATION BOARD

THIS BILL OF SALE NO. 0352063 ("Bill of Sale") is made this 6th day of June, 2006 by BOMBARDIER CAPITAL RAIL INC. ("Seller"), in favor of RAIL LOGISTICS, L.C. ("Buyer").

RECITALS

WHEREAS, Seller and Buyer entered into an Agreement of Purchase and Sale No. 0352063 dated as of February 9, 2006 (the "Agreement") for the sale of up to six (6) used 4600-4740 Cu. Ft. Covered Hopper Railcars (AAR Car Code C-113), each of which will soon reach the end of its useful life under AAR rules.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration the receipt and adequacy of which are hereby acknowledged, Seller agrees as follows:

1. Sale of Railcars. Subject to the terms, conditions, and covenants set forth in the Agreement, Seller does hereby sell, convey, assign and transfer to Buyer its affiliates, successors and assigns the railcars described on Schedule A hereto (the "Railcars").

2. No Warranty. SELLER SELLS THE RAILCARS IN "AS-IS" AND "WHERE-IS" CONDITION, AND SELLER MAKES NO REPRESENTATIONS OR WARRANTIES OF ANY KIND RESPECTING THE RAILCARS WHETHER STATUTORY, WRITTEN, ORAL, OR IMPLIED AND SELLER HAS NOT MADE AND DOES NOT HEREBY MAKE, NOR SHALL IT BE DEEMED BY VIRTUE OF HAVING SOLD THE RAILCARS PURSUANT TO THIS AGREEMENT TO HAVE MADE, ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN OR CONDITION OF, ABILITY TO TRAVEL IN INTERCHANGE, OR AS TO THE QUALITY OF WORKMANSHIP IN THE RAILCARS, ALL OF WHICH ARE EXPRESSLY DISCLAIMED, AND SELLER SHALL NOT BE LIABLE, IN CONTRACT, TORT OR OTHERWISE, ON ACCOUNT OF ANY MANUFACTURER'S DEFECT, WHETHER HIDDEN, LATENT, OR OTHERWISE DISCOVERABLE OR NONDISCOVERABLE RESPECTING ANY RAILCAR.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale No. 0352063 to be executed by its officers thereunto duly authorized on the day and year first above written.

BOMBARDIER CAPITAL RAIL INC.

By: [Signature]
Print Name: MICHAEL C. HURT
Title: Vice President, Fleet Operations

And by: [Signature]
Print Name: RICHARD S. MITCHELL
Title: VICE PRESIDENT & GENERAL MANAGER

Address: 12735 Gran Bay Parkway, Suite 1000
Jacksonville, Florida 32258

SCHEDULE A

Equipment Type: 4600 – 4740 Cu. Ft. Covered Hopper Railcars (AAR Car Code C-113)

Equipment Mark/Numbers:

SERIAL NUMBER	AAR Code	Built Date	Manufacturer	Car Type	Capacity	Plate	Light Weight
NRLX046005	C113	1/1/1966	ACF	CH-LO	4650 Cu Ft	C	68100
NRLX046003	C113	2/1/1966	ACF	CH-LO	4650 Cu Ft	C	63900
NRLX047050	C113	6/1/1966	Magor	CH-LO	4800 Cu Ft	C	54000
NRLX046105	C113	6/1/1969	ConRail	CH-LO	4650 Cu Ft	C	63900
NRLX047213	C113	7/1/1970	Pullman	CH-LO	4740 Cu Ft	B	62000
NRLX047003	C113	7/1/1970	Pullman	CH-LO	4700 Cu Ft	B	61700

RECEIVED JUN 07 2006