

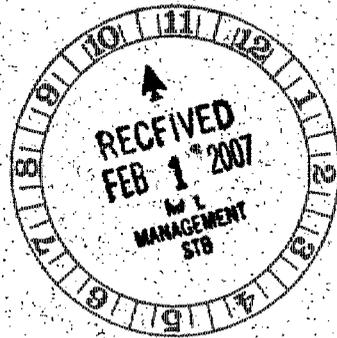
# RAIL LOGISTICS, LC

January 31, 2007

RECORDATION NO. 26789 FILED

FEB 01 '07 -4 51 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 (2) original **Bills of Sale** (primary document) dated January 1, 2007 between the following parties.

Buyer: Rail Logistics, LC.  
Seller: Ebenezer Railcar Services, Inc.

Please see Schedule 1 for the equipment listing, (1) Used Gondola railcar involved in this transaction.

This filing is to appear in the index as follows:

Bill of Sale dated as of January 1, 2007 related to (1) Used Gondola railcar bearing reporting mark: RRLX 000240. (See Schedule 1 to Bill of Sale).

The filing fee for this document in the amount of \$34.00 is enclosed. **Please return all stamped originals 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 Norman".

Nanci Norman  
Document Coordinator

cc: Chris Mnichowski, CFO

ENCS

**BILL OF SALE**

EBENEZER RAILCAR SERVICES, INC., a New York corporation (the "Company"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from RAIL LOGISTICS, LC (the "Buyer"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto Buyer, the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. The description of the Equipment set forth in Schedule 1 hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of January 1, 2007 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS," WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the Company has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 1st day of January, 2007.

EBENEZER RAILCAR SERVICES, INC.

By: \_\_\_\_\_

Its: \_\_\_\_\_

*J. F. Kelly*  
*President*

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**SCHEDULE 1  
TO THE BILL OF SALE  
DATED AS OF January 1, 2007**

<u>Description</u>	<u>Number of Cars</u>	<u>Initial</u>	<u>Number</u>
Gondola	1	RRLX	000240