

Agramericas, Inc.

1411 Tagus Avenue
Coral Gables, FL 33156
Phone: (305) 677-0893
E-Mail: agra@agramericas.com

January 31, 2008

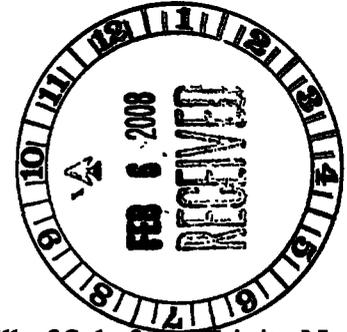
RECORDATION NO. 27372 FILED

Ms. Anne Quinlan
Secretary
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

FEB 07 '08

3-08 PM

SURFACE TRANSPORTATION BOARD



Dear Ms. Quinlan:

Enclosed for recordation are one original and two photocopies of a Bill of Sale from Trinity North American Freight Car, Inc. to Agramericas, Inc. The names and addresses of the parties to the enclosed document are:

Seller: Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, TX 75207

Buyer: Agramericas
1411 Tagus Avenue
Coral Gables, FL 33156-6405
Attn: Kevin Deuel

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

Six 6350 cubic foot covered hoppers currently marked:

- AJAX 701
- AJAX 702
- AJAX 703
- AJAX 704
- AJAX 705
- AJAX 706

Also enclosed is a payment of \$35 payable to the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:
- Agramericas Title Filing on 6 Covered Hoppers as of May 23rd, 2007.

Sincerely,
AGRAMERICAS, INC.

Kevin Deuel
President

FEB 07 '08

3-08 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

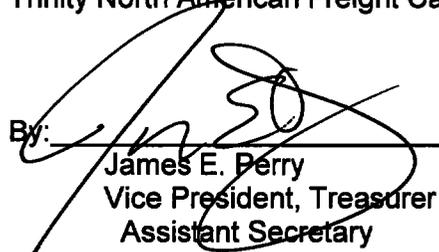
Trinity North American Freight Car, Inc. ("Trinity"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration paid by Agramericas, Inc. ("Grantee"), purchased under contract, purchase order or letter agreement, as the case may be, by and between Trinity and Grantee (the "Purchase Agreement"), the receipt and sufficiency of which is hereby acknowledged, hereby grants, bargains, sells, transfers, and sets over unto Grantee, its successors and assigns at the time of delivery thereof and by this Bill of Sale does hereby confirm the granting, bargaining, selling, transferring and setting over to Grantee at such time all of Trinity's right, title and interest in the railroad equipment described in Schedule A hereto and all appurtenant rights relating thereto, **WITHOUT ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE AND WITHOUT ANY OTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, EXCEPT AS EXPRESSLY SET FORTH IN THIS BILL OF SALE AND IN THE PURCHASE AGREEMENT.**

To have and to hold all and singular the Equipment to Grantee, its successors and assigns, for its and their own use and behalf forever.

Trinity hereby represents and warrants to Grantee, and its successors and assigns, that at the time of delivery of the Equipment under the Purchase Agreement, Trinity has legal title thereto and good and lawful right to sell such Equipment, and that title to such Equipment was free from all claims, liens, security interests, and other encumbrances of any nature, and Trinity covenants that it will defend title to the Equipment against the demands of all persons whomsoever based on claims originating prior to the delivery of such Equipment by Trinity to Grantee under the Purchase Agreement.

IN WITNESS WHEREOF, Trinity has caused this instrument to be executed in its name by a duly authorized officer this the 23rd day of May, 2007.

Trinity North American Freight Car, Inc.

By: 

James E. Perry
Vice President, Treasurer and
Assistant Secretary

ORIGINAL

Schedule A

Invoice No.:	38818
Type of Railcar:	Covered Hopper
Quantity:	Six (6)
Car Marks:	AJAX
Running Numbers:	701 through and including 706



TRINITYRAIL

Trinity North American Freight Car, Inc.
2525 Stemmons Freeway
Dallas, Texas 75207

REMIT
TRINITY INDUSTRIES
PO BOX 951716
DALLAS, TX 75395-1716
Telephone: 214-589-8416

Invoice	
NUMBER	38818
DATE	23-MAY-07
PAGE	1 of 1
PURCHASE ORDER NO.	
SALES ORDER NO.	DATE
127304	.
CUSTOMER NO.	LOCATION NO.
40805	CORAL GABLES
PAYMENT TERMS	
NET 10	

SHIP TO
AGRAMERICAS INC
1411 TAGUS AVENUE
CORAL GABLES, FL 33156

BILL TO
AGRAMERICAS INC
KEVIN DEUEL
1411 TAGUS AVENUE
CORAL GABLES, FL 33156

DUE DATE	SALESPERSON	CUSTOMER CONTACT	SHIP DATE	SHIP VIA	FOB
02-JUN-07	TOM JARDINE		23-MAY-07	RAIL	"SEE BELOW"
FREIGHT TERMS	BILL OF LADING NO.	DISTRIBUTOR ORDER NO.	DISTRIBUTOR PO NO.	WAREHOUSE NO.	
	SEE BELOW			SB	

LINE NO.	DESCRIPTION	UOM	QUANTITY		TAX	UNIT PRICE	EXTENDED AMOUNT
			ORDERED	SHIPPED			
1	3132C COVERED HOPPER, 6351 CF, QUAD ENG: AB, PLT: #442, 6 CARS BOL NUMBERS: 0179S, 0180S, 0181S, 0182S. F#3132C CAR MARKS AJAX 701-706	EACH	0	6	N	81,100.00	486,600.00

As per Contract, Seller's Proposal or Seller's Order Confirmation, in that order, otherwise FOB plant of manufacture.

*WARRANTY - As per Contract between Buyer and Seller, Seller's Proposal or Seller's Order Confirmation, in that order; otherwise, Seller warrants to Buyer that the products invoiced herein are manufactured in accordance with the applicable specifications and are free of defects in material and workmanship; provided, however, that Seller's obligation under this warranty

(1) shall not cover or apply to any product, accessory, part or attachment which is not manufactured by Seller, except to the extent the manufacturer of any such item provides a similar warranty to Seller;

(2) is limited to the obligation of repairing or replacing, at Seller's sole election, any product found to be in breach of this warranty and returned to Seller by Buyer within one year from the date the product was first delivered by Seller to Buyer, provided Seller's examination of the product confirms a breach of this warranty by Seller.

THIS WARRANTY IS EXPRESSLY IN LIEU OF ALL OTHER WARRANTIES, EXPRESS OR IMPLIED, INCLUDING ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OR USE, AND SPECIFICALLY IN LIEU OF ALL INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES."

SPECIAL INSTRUCTIONS	SUBTOTAL	TAX	FREIGHT	TOTAL
	486,600.00	0.00	0.00	486,600.00