

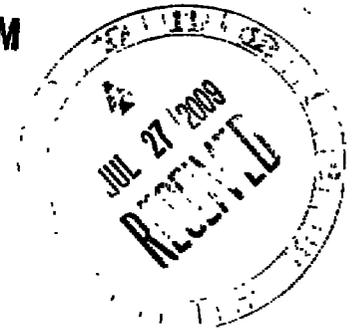


RECORDATION NO. 26102-C FILED

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3-13 PM

SURFACE TRANSPORTATION BOARD



July 22, 2009

Surface Transportation Board
ATTN: Secretary
395 E Street, S.W.
Washington D.C. 20423-0001

Dear Secretary,

Enclosed for recordation are two (2) copies of a Bill of Sale, dated July 22, 2009.

The names and address of the parties to the enclosed document are:

Seller: Everest Railcar Services, Inc
1391 Plaza Place
Suite C
Springdale, AR 72764

Buyer: Elmore Financial, LLC
696 North 8th Street
Brawley, CA 92227

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

7 covered hopper railcars within the series EAMX 456 – EAMX 463 as more particularly set forth in the equipment schedule attached to the document

A short summary of the document to appear in the index follows:

Bill of Sale

Enclosed is a check in the amount of \$41.00 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.

Sincerely,

Allan Lindy
Everest Railcar Services, Inc

ab
Enclosures

EXHIBIT A
FORM OF BILL OF SALE

SURFACE TRANSPORTATION BOARD

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Everest Railcar Services, Inc ("Seller"), does hereby sell, transfer and assign to Elmore Financial, LLC. ("Buyer") all of Seller's rights, title and interest in and to the equipment described in Schedule 1 hereto, subject to the terms and conditions of the Purchase Agreement, dated as of July 22, 2009 between Seller and Buyer, and the Assignment and Assumption Agreement, dated as of July 22, 2009, between Seller and Buyer.

Everest Railcar Services, Inc

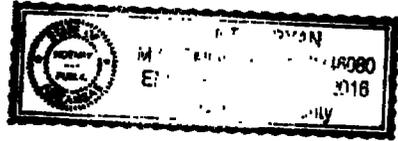
By: 

Name: Steven J Hendricks

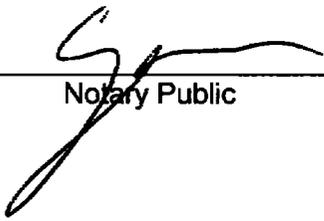
Title: President

Date: July 22, 2009

State of Arkansas)
) ss:
County of Washington)



On this 22 day of July 2009, before me personally appeared Steven J Hendricks to me personally known, who being duly sworn, says that he is President of Everest Railcar Services, Inc, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.



Notary Public

My Commission expires on: 1/26/2016

SCHEDULE I
LIST OF CARS

<u>Unit Count</u>	<u>Lessee</u>	<u>Car Mark</u>	<u>Car Number</u>
1	U.S. Silica	EAMX	456
2	U.S. Silica	EAMX	457
3	U.S. Silica	EAMX	458
4	U.S. Silica	EAMX	459
5	U.S. Silica	EAMX	460
6	U.S. Silica	EAMX	462
7	U.S. Silica	EAMX	463