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SURFACE TRANSPORTATION BOARD

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October 4, 2011

**Via Federal Express**

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E. Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) is a copy of a **Bill of Sale**, dated as of September 30, 2011, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

**Seller:** EOL Leasing, LLC,  
a Colorado limited liability company  
10461 Dowdle Drive  
Golden, CO 80403

**Purchaser:** Heritage Rail Leasing, L.L.C.,  
an Illinois limited liability company  
118 S. Clinton Street, #400  
Chicago, Illinois 60661

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

**-One (1) Dome Railcar – car number 7031, and**

**-One (1) Circa 1948 Budd Dining Car – car number 6114, and**

**-One (1) Circa 1954 Budd Power Commissary Car – car number 1240, and**

**-One (1) Budd Passenger Coach – car number 5525.**

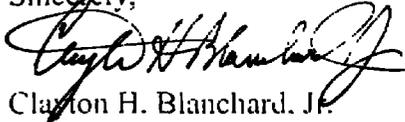
A short summary of the document to appear in the index is:

**Bill of Sale**

Also 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,



Clayton H. Blanchard, Jr.

CHB:isl  
Enclosures

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SURFACE TRANSPORTATION BOARD

## Bill of Sale

Seller, EOL Leasing, LLC, a Colorado limited liability company of 10461 Dowdle Drive, Golden, CO 80403 ("Seller") in exchange for Two Hundred Eighty Two Thousand Five Hundred and No Cents ---(\$282,500.00)-----USA dollars, receipt of which is acknowledged, hereby sells, assigns and transfers to Heritage Rail Leasing, LLC, an Illinois limited liability company of 118 S. Clinton Street, #400, Chicago, IL 60661 ("Purchaser") the following personal property:

-One (1) Dome Railcar – car number 7031, and

-One (1) Circa 1948 Budd Dining Car – car number 6114, and

-One (1) Circa 1954 Budd Power Commissary Car – car number 1240, and

-One (1) Budd Passenger Coach – car number 5525.

(the above item is hereinafter described as the "Equipment").

Seller warrants that it is the lawful owner of the Equipment listed above; that all of the Equipment listed above is free and clear of all encumbrances; that all of the Equipment is sold as is; and Seller has the right to sell the Equipment and will defend the sale and title to the Equipment in the Purchaser against the claims of all persons, except where limited by the Purchase Agreement between the parties dated effective September 7, 2011 (the "Purchase Agreement").

### CONDITIONS OF SALE

1. The Equipment is sold "As Is, Where Is" other than as set forth in the contract of purchase and sale and as set forth in this Bill of Sale. The Seller makes no warranties, implied or otherwise, other than as set forth in the Purchase Agreement and as set forth in this Bill of Sale.
2. The Equipment is free and clear of any liens and encumbrances. Seller has the legal right to sell this Equipment. Seller agrees to indemnify, defend and hold harmless Purchaser from and against any and all claims by third persons asserting any lien, encumbrance, or property right in this Equipment.
3. Purchaser holds Seller, Seller's members, managers and agents, harmless from any and all liability in regards to any accidents, incidents or actions regarding or involving the Equipment.

4. The terms of the Purchase Agreement, dated effective September 7, 2011, by and between the Seller and Purchaser are specifically incorporated herein and become an integral part of this Bill of Sale.

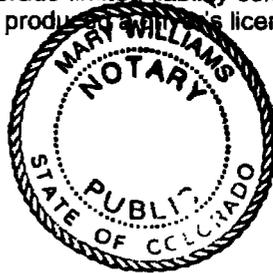
Seller has signed this Bill of Sale or caused this Bill of Sale to be signed by its proper officer on September 30, 2011.

EOL Leasing, LLC  
a Colorado limited liability company

By: *Mark Graybill* Manager  
Mark Graybill  
Managing Member

STATE OF COLORADO  
COUNTY OF *San Juan*

The foregoing instrument was acknowledged before me this *10<sup>th</sup>* day of September 2011 by Mark Graybill as Managing Member of EOL Leasing, LLC, a Colorado limited liability company, who *(initials)* is personally known to me or ( ) has produced a *(initials)* license as identification and did not take an oath.

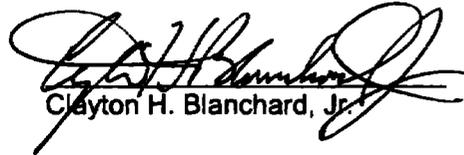


*Mary Williams*  
NOTARY PUBLIC  
*MARY WILLIAMS*  
(Please Print)  
My Commission Expires: *11/6/13*

CERTIFICATION

I, Clayton H. Blanchard, Jr., attorney licensed to practice in the State of Florida, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/30/11

  
Clayton H. Blanchard, Jr.