

RECORDATION NO. 30445
FILED October 26, 2012 05:02 PM
SURFACE TRANSPORTATION BOARD

OSTER RESEARCHING SERVICES

12897 Colonial Drive
Mt. Airy, Maryland 21771
(301) 253-6040
maryannoster@comcast.net

October 26, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Bill of Sale Agreement dated 10/18/12

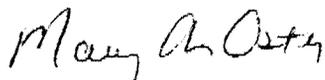
Seller: Wells Fargo Equipment Finance, Inc.
733 Marquette Avenue, Suite 700
Minneapolis, MN 55402

Buyer: ECDC Environmental, LC
18500 North Allied Way
Phoenix, AZ 85054

Equipment: 12, 85' Standard Level Flatcars
AWXX 20591, 20593, 20602, 20603,
20610, 20612, 20615, 20622,
20627, 20634, 20635, 20636

Please record this agreement as a primary document. The filing fee of \$42 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

RECORDATION NO. 30445
FILED October 26, 2012 05:02 PM
SURFACE TRANSPORTATION BOARD
Bill Of Sale

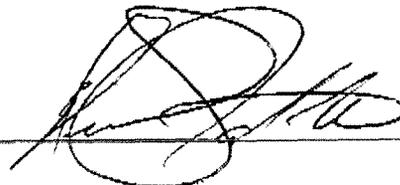
IN CONSIDERATION of the receipt of the sum of six hundred eighty-one thousand dollars (\$681,000.00), in hand paid, and for other good and valuable consideration, WELLS FARGO EQUIPMENT FINANCE, INC., a Minnesota corporation, with an address at 733 Marquette Avenue, Suite 700, Minneapolis, MN 55402 ("Seller"), does hereby sell, assign, transfer and convey absolutely to ECDC Environmental, LC, a Utah limited liability company with an address at 18500 North Allied Way, Phoenix, AZ 85054 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described on Schedule 1 attached hereto and made a part hereof (the "Railcars"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Railcars and title to the Railcars is transferred to Buyer free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of any nature and kind whatsoever created or permitted to exist by Seller. The Railcars are sold pursuant to the terms of a Purchase and Sale Agreement between Buyer and Seller dated October 9, 2012 (the "Agreement"). Reference is made to the Agreement for all terms and conditions regarding the sale of the Railcars.

THE PURCHASED ASSETS ARE TRANSFERRED "AS IS" "WHERE IS". SELLER DOES NOT MAKE AND SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER AS TO THE VALUE, CONDITION, DESIGN, OPERATION MERCHANTABILITY, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF ANY RAILCAR OR THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, OR THE ABSENCE OF ANY DEFECT IN, ANY RAILCAR, OR ANY WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USE OF TRADE.

Dated as of this 18th day of October, 2012.

WELLS FARGO EQUIPMENT FINANCE, INC.

By: _____



Printed
Name: _____

Dennis Patchak

Title: _____

SENIOR VICE PRESIDENT

SCHEDULE 1
List of Purchased Assets

Description:

Twelve (12) 85-foot, Standard Level Flatcars

Reporting Marks & Numbers:

| | |
|----|------------|
| 1 | AWXX 20591 |
| 2 | AWXX 20593 |
| 3 | AWXX 20602 |
| 4 | AWXX 20603 |
| 5 | AWXX 20610 |
| 6 | AWXX 20612 |
| 7 | AWXX 20615 |
| 8 | AWXX 20622 |
| 9 | AWXX 20627 |
| 10 | AWXX 20634 |
| 11 | AWXX 20635 |
| 12 | AWXX 20636 |