

**OSTER RESEARCHING SERVICES**

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

January 30, 2015

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 dated as of 12/31/14

Seller: National Railway Equipment Co.  
14400 South Robey Street  
Dixmoor, IL 60426

Buyer: Southwest PA Railroad  
Post Office Box 127  
760 Allegheny River Blvd.  
Verona, PA 15147

Equipment: 5, SD40-2 Locomotives  
#3006, 3010, 3013, 3016, 3017

Please record this document as a primary agreement. The filing fee of \$43 is enclosed.  
Thank you.

Sincerely,



Mary Ann Oster  
Research Consultant

**BILL OF SALE**

For and in good and valuable consideration, the receipt of which is hereby acknowledged, National Railway Equipment Co. ("Seller") does hereby sell, assign and transfer unto SOUTHWEST PA RAILROAD ("Buyer"), and its successors and assigns, the following locomotives: (the "Equipment").

1 EMD SD40-2 Locomotive Road number 3006

1 EMD SD40-2 Locomotive Road number 3010

1 EMD SD40-2 Locomotive Road number 3013

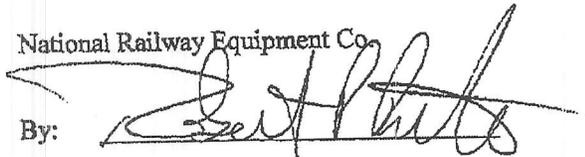
1 EMD SD40-2 Locomotive Road number 3016

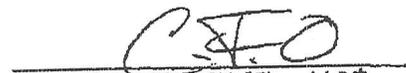
1 EMD SD40-2 Locomotive Road number 3017

**SELLER MAKES NO, AND DISCLAIMS EVERY, REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER, AS TO THE CONDITION, DESIGN, OPERATION, MAINTENANCE, VALUE, MARKETABILITY, MERCHANTABILITY OR FITNESS FOR USE OR FOR A PARTICULAR PURPOSE OF THE EQUIPMENT. SELLER DISCLAIMS AND IS NOT RESPONSIBLE FOR CONSEQUENTIAL, SPECIAL, OR INCIDENTAL DAMAGES.** Seller hereby warrants that it has and does hereby convey to Buyer good and marketable title to the Equipment free from all liens, claims and encumbrances.

*Delaware* IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of 31, 2014.

SELLER: National Railway Equipment Co.

By: 

Its: 

Robert Riley, Chief Financial Officer

240233-700