



ELSASS, WALLACE,
EVANS, SCHNELLE & CO., L.P.A.

RECORDED NO. 31038 FILE

JAN 02 '14 - 5 43 PM

SURFACE TRANSPORTATION BOARD

EUGENE P. ELSASS (1930-2007)

RICHARD H. WALLACE
STANLEY R. EVANS
KEITH M. SCHNELLE
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December 17, 2013

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 East Street, S.W.
Washington, D.C. 20423



Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three copies of a Bill of Sale with Certification, dated as of December 6, 2013. The names and addresses of the parties to the enclosed document are as follows:

Seller: Titan Rail, Inc., 2758 U.S. Highway 34, Oswego, Illinois 60543

Buyer: Trupointe Cooperative, Inc., 215 Looney Road, Piqua, Ohio 45356

A description of the locomotive engine covered by the enclosed document is:

EMD GP-9 TANX 1714

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

Bill of Sale

Please record this document as a primary document.

Also enclosed is a check in the amount of \$44.00 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 in the self-addressed stamped envelope provided.

Very truly yours,

ELSASS, WALLACE, EVANS,
SCHNELLE & CO., L.P.A.

David M. Federico

DMF/km
Enclosures

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SURFACE TRANSPORTATION BOARD

APPENDIX 1
TO LOCOMOTIVE ENGINE PURCHASE AGREEMENT

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that TITAN RAIL, INC., a Delaware corporation with its principal office in the City of Oswego, Illinois ("Seller"), for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby bargain, sell, and transfer unto TRUPOINTE COOPERATIVE, INC., an Ohio corporation ("Buyer"), a certain locomotive engine identified as an EMD GP 9, TANX 1714 ("Engine").

The Engine being sold and transferred by and under this Bill of Sale is being transferred "AS IS, WHERE IS, WITH ALL FAULTS" AND IN THE CONDITION FOUND. BUYER ACKNOWLEDGES THAT SELLER HAS NOT MADE, IS NOT MAKING, AND HEREBY EXPRESSLY DISCLAIMS ANY AND ALL REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN OR ORAL, EXPRESS OR LIMITED, INCLUDING, BUT NOT LIMITED TO, ANY AND ALL EXPRESS OR IMPLIED WARRANTIES AS TO MERCHANTABILITY, FITNESS OR SUITABILITY OF THE ENGINE FOR ANY USE OR FOR ANY PARTICULAR PURPOSES.

Buyer further acknowledges that Buyer is relying solely upon Buyer's knowledge, examination, and inspection of the Engine with reference to the Engine's operating condition and value as of the date the Engine is sold under that certain Locomotive Engine Purchase Agreement dated December 5th, 2013 entered into by and between Buyer and Seller ("Purchase Agreement").

Seller does for itself and its successors and assigns, covenant and agree with Buyer, Buyer's successors and assigns, that: (i) the Engine is free and clear from any lien or encumbrance whatsoever; (ii) Seller is the true and lawful owner of the Engine; (iii) Seller

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has good right, title, and lawful authority to bargain and sell the Engine in the manner and form as set forth in this Bill of Sale and the Purchase Agreement; and (iv) Seller and Seller's successors and assigns shall warrant and defend the Engine against the lawful claims and demands of all persons whomsoever.

The terms and conditions set forth and contained in the Purchase Agreement are expressly incorporated into and made a part of this Bill of Sale.

Seller has set Seller's hand at Oswego, IL this 6th day of December, 2013.

TITAN RAIL, INC.

By

E.E.B.
Its President

STATE OF Ohio, COUNTY OF Cuyahoga, SS:

On this 6 day of December 2013 before me personally appeared Eric Bachman, to me personally known, who being by me duly sworn, says that he is the Eric Bachman of Titan Rail Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



TAMMY TABOR
NOTARY PUBLIC - OHIO
MY COMMISSION EXPIRES
AUGUST 6, 2018

Tammy Tabor
Notary Public

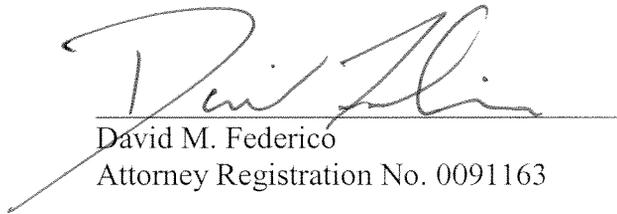
My Commission Expires: August 6, 2018

Cooperative, Inc. Titan Rail Bill of Sale 11-20-13 Appendix clean.doc

CERTIFICATION

I, David M. Federico, attorney licensed to practice in the State of Ohio, Attorney Registration No. 0091163, 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.

Date: 12/17/2013



David M. Federico
Attorney Registration No. 0091163