



NRUC CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220
Telecopier - 215 • 569 • 2314

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INTERSTATE COMMERCE COMMISSION

Date 1/9/89

Fee \$ 13

ICC Washington, D. C.

January 3, 1989

Interstate Commerce Commission
12th & Constitution Avenue, N. W.
Washington, D. C. 20423

Attention: Ms. Lee - Room 2303

Dear Ms. Lee:

Enclosed herewith is the original and three copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Bill of Sale between Sterling Capital, LTD., and NRUC Corporation.

A fee of \$13.00 is enclosed. Please return the original and two fully executed documents to Mr. John A. Mariscotti, NRUC Corporation 100 N. 20th Street, 2nd Floor, Philadelphia, Pa. 19103, with the recording certificate data stamped thereon.

Very truly yours,

John A. Mariscotti
John A. Mariscotti
President

JAM/bar

enclosure

Constance M. McKens



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INTERSTATE COMMERCE COMMISSION

NRUC CORPORATION

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ICC Washington, D. C.

January 3, 1989

Interstate Commerce Commission
12th & Constitution Avenue, N. W.
Washington, D. C. 20423

Attention: Ms. Lee - Room 2303

Dear Ms. Lee:

Enclosed herewith is the original and three copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Bill of Sale between Buck Mickel and NRUC Corporation.

A fee of \$13.00 is enclosed. Please return the original and two fully executed documents to Mr. John A. Mariscotti, NRUC Corporation 100 N. 20th Street, 2nd Floor, Philadelphia, Pa. 19103, with the recording certificate data stamped thereon.

Very truly yours,

John A. Mariscotti
John A. Mariscotti
President

JAM/bar

enclosure

Horace Mickel

Charles [unclear]

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RECORDATION NO. _____ FILED 1988

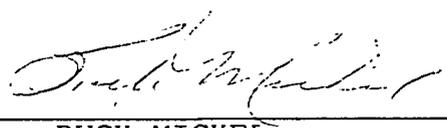
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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION of the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, BUCK MICKEL, whose address is 415 Crescent Avenue, Greenville, South Carolina 29605 ("Seller"), does hereby sell, assign, transfer and convey absolutely to NRUC Corporation, a South Carolina corporation with an address at 100 North Twentieth Street, Philadelphia, PA 19103 ("Buyer"), all right, title, and interest in and to the railway rolling stock more specifically described in the Schedule attached hereto and made a part hereof (the "Equipment"), and all appurtenant rights relating thereto. Seller is the lawful owner of the Equipment and title to the Equipment is transferred to Buyer free and clear of all liens and encumbrances. The Equipment is sold "As Is" without any warranty as to quality or condition, and SELLER EXPRESSLY DISCLAIMS ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE.

Dated this 21st day of December, 1988.

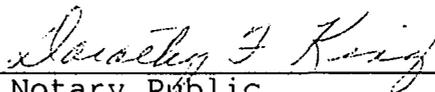


 BUCK MICKEL

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

On this the 21st day of December, 1988, before me personally appeared BUCK MICKEL, to me personally known, who being by me duly sworn deposes and says that he is the person who is named in and who executed the foregoing Bill of Sale and that said Bill of Sale was executed by him as his free act and deed.



Notary Public
State of South Carolina
My Commission Expires: _____

DOROTHY F. KING
Notary Public of South Carolina
My Commission Expires Oct. 17, 1989

December 21, 1988

SCHEDULE
TO BILL OF SALE OF
BUCK MICKEL
TO NRUC CORPORATION

12 Fifty foot-six inch 70 Ton boxcars bearing the following road numbers:

MISS	55092
MISS	55108
MISS	55112
MISS	90085
NSL	55030
NSL	55031
NSL	55037
NSL	55051
NSL	55056
NSL	55075
NSL	55090
NSL	55093