

KUNKEL TRANSPORTATION SERVICES, INC.

1331 Pennsylvania Avenue, N.W.

Suite 1211 North

Washington, D.C. 20004

(202) 783-3698

Statutory Agency Service
Transportation Information

14888

Charles E. Rhoads
President

RECORDATION NO. FILED 1488

Steven P. Rusch
Manager

6-029A030

Gregory C. Rhoads
Vice President

JAN 29 1986 - 10 40 PM

INTERSTATE COMMERCE COMMISSION

No.

Date JAN 29 1986

Fee \$ 10.00

January 29, 1986

ICC Washington, D. C.

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Washington, DC. 20423

Dear Mr. Bayne

Pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act as amended, attached for recordation as an original filing is one (1) Bill of Sale.

- 1. Bill of Sale covering one (1) Reconstructed Diner Passenger Rail Car CNW 450, dated October 11, 1985, acquired from Rail Equipment and Transportation, Inc..

Enclosed is one (1) \$10.00 check to cover your recording fee. Please assign a recordation number; retain one counterpart for your files, and return the remaining counterparts each showing recordation data.

Sincerely,

Gregory C Rhoads
Gregory C. Rhoads
Acting as agent
for the C&NW

Handwritten signature: Gregory C. Rhoads

JAN 29 10 21 AM '86
MOTION PICTURE UNIT

14888

COPY

EXHIBIT "B"

JAN 29 1986 10 40 AM

BILL OF SALE

P.O. Box 9
Jargo, North Dakota
58107

INTERSTATE COMMERCE COMMISSION

RAIL EQUIPMENT & TRANSPORTATION, INC. a North Dakota Corporation (hereinafter called the "Seller") in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration the receipt of all of which by it is hereby acknowledged, has bargained, sold, conveyed, transferred and delivered, and by these presents does hereby bargain, sell, grant, convey, transfer and deliver unto NORTH WESTERN LEASING COMPANY, a Delaware Corporation, (hereinafter called the "Buyer"), the following unit(s) of equipment (hereinafter referred to as "the Equipment"):

One Reconstructed Diner Passenger Rail Car CNW 450 (formerly the "Lake Michigan")

TO HAVE AND TO HOLD the same unto the said Buyer, its successors or assigns forever;

THE SELLER HEREBY WARRANTS to the Buyer, its successors and assigns, that upon the sale hereunder of each unit of the Equipment to the Buyer, as aforesaid, the Seller had legal title thereto, and good and lawful right to sell the same, and that title to said unit was then free of all claims, liens, encumbrances and security interests of any nature, and the Seller covenants that it will warrant and defend such title against all claims and demands whatsoever;

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed in its name by its President, thereunto duly authorized, and its corporate seal to be hereunto affixed and to be attested by its Secretary, this 11 day of October, 1985.

RAIL EQUIPMENT & TRANSPORTATION, INC.

By SD Lenthe
(Signature)

SD LENTHE
(Name of Officer)

President

CORPORATE SEAL

Attest:

Patricia Anderson
Secretary

STATE OF)
) SS
COUNTY OF)

On this 16th day of Sept, 1985, before me personally appeared Ed Leathe, to me personally known, who, being by me duly sworn, says that he/she is President of Rail Equip + Transport Inc that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Darius M. Anderson
Notary Public

[Notarial Seal]