



NORTHWESTERN OKLAHOMA RAILROAD

ONE FOXFIELD SQUARE, SUITE 200, ST. CHARLES, IL 60174
(312) 377-9966 FAX: (312) 377-9934

9-073A084

March 6, 1989

RECORDATION NO: 16237 FILED 1423

MAR 14 1989 -3 45 PM

Ms. Mildred Lee
Interstate Commerce Commission
Recordation Department, Room 2303
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Stamp: Date 3/14/89, Fee \$13, ICC Washington, D.C.

Dear Mrs. Lee:

I have enclosed an original and one copy/counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are bills of sale for railcars purchased by Northwestern Oklahoma Railroad Co.

The names and addresses of the parties to the document are as follows:

SELLER: NORTHBROOK CORPORATION
875 N. Michigan Avenue Suite 1400
Chicago, IL 60611

BUYER: NORTHWESTERN OKLAHOMA RAILROAD CO.
One Foxfield Square, Suite 200
St. Charles, IL 60174-1492

Vertical stamp: MAR 14 1989 3 39 PM '89, 60174-1492

A description of the equipment covered by the document follows:

50' 70 ton all steel boxcars marked:

NOKL 1991 thru 1994 inclusive, formerly WSOR 14021, and 14025-14027 inclusive.

A fee of \$13.00 is enclosed. Please file and record one set of the bills of sale and return the original showing the recording numbers and filing dates thereon.

A short summary of the document to appear in the index follows: Bills of sale covering the purchase of 4 railcars from Northbrook Corporation purchased by Northwestern Oklahoma Railroad Co.

Very truly yours,

Daniel M. Dolan Laughlin
Executive Vice President

DMDL
enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Daniel M DolanLaughlin
Excutive Vice President
Northwestern Oklahoma Railroad
One Foxfield Square Suite 200
St Charles ,Illinois 60174

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/14/89 at 3:45pm , and assigned recordation number(s). 16237

Sincerely yours,

Narita L. McEa

Secretary

Enclosure(s)

16237
RECORDATION NO _____ FILED 1428

MAR 14 1989 -3 45 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Northbrook Corporation, a Delaware corporation, (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Northwestern Oklahoma Railroad Company (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over until Buyer all right, title and interest in and to the following personal property herein "Equipment") more specifically described as follows:

Four (4) railroad cars bearing the reporting marks: WSOR 14021, WSOR 14025, WSOR 14026, and WSOR 14027.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANT OF MERCHANTABILITY OF FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

MARKpursanw

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever, and that to the best of Seller's knowledge the equipment is in good operating condition for Association of American Railroads' interchange service. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 30th day of January, 1989.

NORTHBROOK CORPORATION

BY: *W. Decker*

TITLE: *Vice President*

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 30th day of January, 1989.

NORTHWESTERN OKLAHOMA RAILROAD CORPORATION

BY: *David M. Decker*

TITLE: *EVP*

STATE OF Illinois)

)

COUNTY OF Cook)

On this 30th day of January, 1989, before me personally appeared Mary D. Allen, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Northbrook Corporation and that said instrument was signed 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.

(seal)



Carmen Montagano

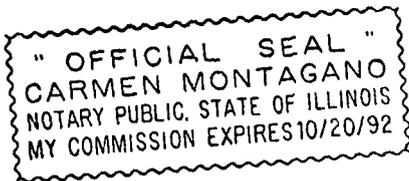
Notary Public

My commission expires:

STATE OF Illinois)
)
COUNTY OF Cook)

On this 30th day of January, 1989, before me personally appeared ^{Daniel M.}~~Dolan-Laughlin~~, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Northwestern Oklahoma Railroad Company and that said instrument was signed 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.

(seal)



Carmen Montagano

Notary Public

My commission expires:
