



NRUC
CORPORATION

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

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 Track One Company and Sterling Capital, LTD.

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

6154

JAN 9 1989 1 45 PM

INTERSTATE COMMERCE COMMISSION

Date 1/9/89
Fee \$ 13

ICC Washington, D. C.

Flourence D. Mickens
Clarely Gant

JAN 9 "1989 - 1 22 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

IN CONSIDERATION of partnership liquidation and the receipt of the sum of One Dollar (\$1.00), in hand paid, and for other good and valuable consideration, Track One Company, a limited partnership under the laws of the State of South Carolina with an address at Suite 202, Hammond Square, 233 North Main Street, Greenville, South Carolina 29601 (Post Office Box 17526, Greenville, South Carolina 29606) ("Seller"), does hereby sell, assign, transfer and convey absolutely to Sterling Capital, Ltd., a South Carolina corporation with an address at Suite 202, Hammond Square, 233 North Main Street, Greenville, South Carolina 29601 (Post Office Box 17526, Greenville, SC 29606) ("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, subject to all debts associated therewith. 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 19th day of December, 1988.

TRACK ONE COMPANY

By: STERLING CAPITAL, LTD.
General Partner

By: *J. H. M. Sterling*
Its President

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

On this 19th day of December, 1988, before me personally appeared John M. Sterling, Jr., to me personally known, who being duly sworn, deposes and says that he is the President of Sterling Capital, Ltd., the general partner in TRACK ONE COMPANY, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
State of South Carolina
My Commission Expires: 12/5/89

December 19, 1988

SCHEDULE
TO BILL OF SALE OF
TRACK ONE COMPANY TO
STERLING CAPITAL, LTD.

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

NSL	55058
NSL	55097
NSL	55099
NSL	55100
NSL	55115
MISS	55048
MISS	90055
MISS	55060
MISS	55080