



NRUC
CORPORATION

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

1 6157
JAN 9 1989 - 1 05 PM
INTERSTATE COMMERCE COMMISSION

Date _____
Fee \$ _____
ICC Washington, D. C.

January 1, 1989

Interstate Commerce Commission
12th & Constitution Avenues, N.W.
Washington, DC.
20423

ATTN: Ms. M. Lee
Room 2303

Dear Ms. Lee:

Enclosed herewith are three (3) original 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 with Exhibits "A" and "B" attached, representing a sale of boxcars between:

Seller: NRUC Corporation
100 North Twentieth Street
Second Floor
Philadelphia, Pennsylvania
19103

and

Purchaser: Northwestern Oklahoma Railroad Company
One Foxfield Square
Suite 200
St. Charles, Illinois
60174

A fee of thirteen dollars (\$13.00) is enclosed, please return two (2) copies of the above Bill of Sale to me at address listed above with the recordation certification data stamped thereon.

Sincerely,

Robert L. Shiner, Jr.
Robert L. Shiner, Jr.
Vice President

RLS/rfg

Florence Muckens
Counteyens

JAN 9 1989 1 00 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT, for value received, the receipt and sufficiency of which are hereby acknowledged, NRUC CORPORATION ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to NORTHWESTERN OKLAHOMA RAILROAD CO. ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to all of the boxcars specifically identified on Exhibit A (the "Cars"), TO HAVE AND TO HOLD the same unto Purchaser, its successors and assigns forever.

Seller represents and warrants as follows:

(A) Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, and there is no contract, covenant or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars or giving possession of the Cars to Purchaser.

(B) THE CARS ARE PURCHASED BY PURCHASER "AS IS WHERE IS", IN INTERCHANGEABLE CONDITION, SUITABLE FOR CLASS "A" COMMODITY LOADING AND SELLER DOES NOT MAKE ANY OTHER WARRANTIES OR REPRESENTATIONS, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE BOXCARS, MERCHANTABILITY OF THE BOXCARS, FITNESS OF THE BOXCARS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER CONCERNING THE BOXCARS EXCEPT AS SET FORTH ABOVE.

IN WITNESS WHEREOF, Seller has executed this instrument on the 30 day of December 1988.

ATTEST: NRUC CORPORATION

Barbara Rastetter
Secretary

By: Robert L Shuman Jr

Title: Vice - President

EXHIBIT A
TO
BILL OF SALE FROM NRUC CORPORATION
TO
NORTHWESTERN OKLAHOMA RAILROAD COMPANY
DECEMBER 30, 1988

Description of Cars - 50'6" Seventy-Ton Boxcars bearing Car numbers
as follows:

NEW CAR NUMBERS

NOKL 88222
NOKL 88224
NOKL 88227
NOKL 88236
NOKL 88238
NOKL 88241
NOKL 88246

PREVIOUS CAR NUMBERS

NSL 155258
NSL 155206
NSL 155209
NSL 155219
NSL 155251
NSL 155254
NSL 155386

STATE OF PENNSYLVANIA)
) ss:
COUNTY OF PHILADELPHIA)

On this 30 day of DECEMBER, 1988, before me personally appeared ROBERT L. SHINER, JR., to me personally known, who being by me duly sworn says that such person is VICE-PRESIDENT of NRUC CORPORATION, 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.

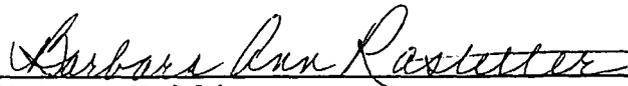

Notary Public
My Commission Expires: BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990

EXHIBIT "B"

CERTIFICATE OF INSPECTION AND ACCEPTANCE

To: NRUC CORPORATION
100 North Twentieth Street
Second Floor
Philadelphia, PA 19103

From: NORTHWESTERN OKLAHOMA RAILROAD
One Foxfield Square
St. Charles, IL 60174

The undersigned, a duly authorized inspector of Lessee does hereby certify that:

Under authority of Lessee, I have inspected and accepted delivery of the units of railroad equipment specified in the listing below as conforming in all respects to the terms and provisions of the Lease Agreement:

SALE

| <u>DESCRIPTION</u> | <u>MARK</u> | <u>SERIAL NUMBERS</u> |
|--|-------------|---|
| <i>50' HAN all steel plate "C" boxcars</i> | <i>NORL</i> | 88224 88227 88238 88241 88222 *88246 *88236 |

** Accepted with rework condition as per inspection of 12/29/88*

Under authority of Lessee, I further certify that by virtue of my acceptance of said cars, the same have, on the dates stated above, come under lease to Lessee pursuant to the terms and provisions of said Lease Agreement.

SALE

Signature: *[Signature]*
Authorized Inspector

Date: 2/29/88