



NRUC CORPORATION

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

RECORDATION # **16298** FILED 1428

APR 17 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

9-107A070

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

April 17, 1989

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

ATT: Ms. Lee - Room 2303

Dear Ms. Lee:

Enclosed herewith is the original and two 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," for four (4) boxcars, including Exhibits "A" and "B" and notary affidavits between:

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

and

Buyer: Northwestern Oklahoma Railroad
One Foxfield Square
St. Charles, Illinois 60174

A fee of thirteen (\$13.00) dollars is enclosed, please return the original and one copy with recordation certification data stamped thereon, to me at the NRUC Corporation address listed above.

Sincerely,

Robert L. Shiner, Jr.

Robert L. Shiner, Jr.
Vice President

RLS/rfg

C. Conley
Florence Hickens

16298

RECORDATOR NO _____ FILED 1428 :

BILL OF SALE

APR 17 1989 -3 20 PM

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 9th day of March, 1989.

ATTEST:

NRUC CORPORATION

Barbara Rastetter
Secretary

By: Robert J. Shiner, Jr.

Title: Vice President

EXHIBIT "A"
BILL OF SALE FROM NRUC CORPORATION
TO
NORTHWESTERN OKLAHOMA RAILROAD COMPANY

DATE: March 9, 1989

Description of cars: 50'6" Seventy-Ton Boxcars.
Bearing Car Marks and Serial Numbers as follows:

NEW CAR NUMBERS

NOKL 88251
NOKL 88253
NOKL 88255
NOKL 88259

PREVIOUS CAR NUMBERS

NSL 120736
NSL 120772
NSL 120750
NSL 120765

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:

<u>DESCRIPTION</u>	<u>MARK</u> (Former)	<u>SERIAL NUMBERS</u> (Former)
50' 70 TON ALL STEEL plate B boxcars converted to plate C boxcars	NOKL (NSL)	88251 (120736) 88253 (120772) 88255 (120750) 88259 (120765)

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.

Signature: 
Authorized Inspector

Date: 3-6-89



Commonwealth of Pennsylvania, }
County of PHILADELPHIA } ss.

On this, the 17th day of April 1988, before me
BARBARA ANN RASTETTER, the undersigned officer, personally
appeared ROBERT L. SHINER, JR., known to me, or satisfactorily proven to
be the person whose name IS subscribed to the within instrument, and acknowledged that
HE executed the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

[SEAL]

Barbara Ann Rastetter
NOTARY PUBLIC
BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990