



NRUC
CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
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9-145A053

16352

RECORDATION NO. FILED 1425

MAY 25 1989 -1 25 PM

INTERSTATE COMMERCE COMMISSION

May 2, 1989

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

Dear Ms. Lee:

Enclosed herewith are three (3) original sets of documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

These documents are a "Bill of Sale" with Exhibits "A" and "B" representing a sale of nine (9) boxcars between:

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

and

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

A fee of thirteen (\$13.00) dollars is enclosed, please return two (2) originals of the above "Bill of Sale" and Exhibits "A" and "B" with the recordation certification data stamped thereon, to my attention, at the above address.

Sincerely,

Roland A. McKee
Director of Marketing
NRUC Corporation

RAM/rfg

MAY 25 1 20 PM '89
MOTOR OPERATING UNIT

MAY 25 1989 -1 25 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 9th day of March, 1989.

ATTEST:

NRUC CORPORATION

Barbara Ann Rostetter
Secretary

By: [Signature]
Title: President

Commonwealth of Pennsylvania, }
County of Philadelphia } ss.

On this, the 3rd day of May 1989, before me
Barbara Ann Rastetter, the undersigned officer, personally
appeared John A. Mariscotti 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
BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990

EXHIBIT "A"
BILL OF SALE FROM NROC 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 78000
NOKL 78001
NOKL 78004
NOKL 78005
NOKL 78006
NOKL 78011
NOKL 78017
NOKL 78024
NOKL 78025

PREVIOUS CAR NUMBERS

NSL 102270
NSL 102271
NSL 102274
NSL 102275
NSL 102276
NSL 102281
NSL 102287
NSL 102294
NSL 102295

EXHIBIT "B"

CERTIFICATE OF INSPECTION AND ACCEPTANCE

To: NROC 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:

Purchase agreement
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~~:
Purchase

<u>DESCRIPTION</u>	<u>MARK</u> <small>(Former mark)</small>	<u>SERIAL NUMBERS</u> <small>(Former Number)</small>
50' 70 TON ALL	NORL (NSL)	78000 (102270)
Steel used boxcars	" "	78001 (102271)
	" "	78004 (102274)
	" "	78005 (102275)
	" "	78006 (102276)
	" "	78011 (102281)
	" "	78017 (102287)
	" "	78024 (102294)
	" "	78025 (102295)

Purchase Agreement
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~~.
Purchase

Signature: *[Signature]*
Authorized Inspector

Date: *MARCH 8, 1989*

