



**INTERAIL, INC.**

ONE FOXFIELD SQUARE, SUITE 200, ST. CHARLES, IL 60174  
(312) 377-8866 FAX: (312) 377-9934

1 5865

RECORDATION NO. \_\_\_\_\_ FILED 1988

September 30, 1988

OCT 11 1988 12 10 PM

**INTERSTATE COMMERCE COMMISSION**

8-285A060

No. OCT 11 1988

Date \_\_\_\_\_

Fee \$ 13.00

ICC Washington, D.C.

OCT 11 11 59 AM '88  
MOTOR VEHICLE DIVISION  
FBI

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

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 Interail, Inc.

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

SELLER: REX RAILWAYS, INC.  
616 Palisade Avenue  
Englewood Cliffs, NJ

BUYER: INTERAIL, INC.  
One Foxfield Square, Suite 200  
St. Charles, IL 60174

A description of the equipment covered by the document follows:

50' 70 Ton all steel boxcars marked:

NOKL 88150, 88151, 88167 thru 88175 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 11 railcars from Rex Railway purchased by Interail, Inc.

Very truly yours,

Daniel M. Dolan Laughlin  
Executive Vice President

DMDL  
enclosure/

**Interstate Commerce Commission**  
Washington, D.C. 20423

10/12/88

OFFICE OF THE SECRETARY

Daniel M. Dolan Laughlin  
Executive Vice President  
Interail, Inc  
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 10/11/88 at 12:10pm, and assigned recordation number(s). 15865

Sincerely yours,

*Neville R. McGee*  
Secretary

Enclosure(s)

1 5865

BILL OF SALE

OCT 11 1988 12 49 PM

INTERSTATE COMMERCE COMMISSION

*[Handwritten initials]*

REX RAILWAYS, INC. (REX) in consideration of the sum of Twenty Thousand (\$20,000) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby deliver this Bill of Sale as evidence that on this date REX did grant, bargain, sell, transfer and set over unto INTERAIL, INC. a ~~KANSAS~~ Corporation (hereinafter called "Owner") and Owner's successors and assigns, all right, title and interest of REX in and to the following described unit of railroad equipment (hereinafter called "Equipment"): One Boxcar previously marked LVRC 5290 and currently marked ICG 531749.

To have and to hold the same unto Owner, its executors, administrators, and assigns forever: and REX covenants and agrees for itself, its executors, administrators and assigns, warrants and represents good title to the equipment hereby sold unto Owner, its executors, administrators, and assigns, against all and every person and persons whosoever.

REX hereby agrees to hold Owner harmless and defend at its expense any cause of action instituted against Owner respecting ownership of said Boxcar. REX RAILWAYS, INC. certifies that the equipment referred herein is in Interchange condition.

REX for itself in its name, warrants and represents to Owner that the title conveyed is good, its transfer is rightful, and the goods are, have been or shall be delivered from any security interest or encumbrance and hereby indemnifies the Owner accordingly against any attack on title relative to the aforementioned Boxcar.

IN WITNESS WHEREOF, REX has caused this instrument to be duly executed in its name on this 4th day of January, 1988.

REX RAILWAYS, INC.

*[Signature of Mark A. Salitan]*  
Mark A. Salitan  
President

Sworn to before me this  
4th day of January, 1988.

*[Signature of Janet Maguire]*  
Notary Public  
JANET MAGUIRE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Oct. 23, 1991

NOKL - 88150  
I verify that this is a copy  
of the original Bill of Sale.  
*[Signature of Geraldine De Bartolo]*

" OFFICIAL SEAL "  
GERALDINE DE BARTOLO  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 8/8/91

BILL OF SALE

REX RAILWAYS, INC. (REX) in consideration of the sum of Twenty Thousand (\$20,000) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby deliver this Bill of Sale as evidence that on this date REX did grant, bargain, sell, transfer and set over unto INTERAIL, INC. ~~an KANSAS~~ Corporation (hereinafter called "Owner") and Owner's successors and assigns, all right, title and interest of REX in and to the following described unit of railroad equipment (hereinafter called "Equipment"): One Boxcar previously marked LVRC 5291 and presently marked BAR 5511.

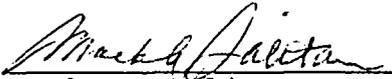
To have and to hold the same unto Owner, its executors, administrators, and assigns forever: and REX covenants and agrees for itself, its executors, administrators and assigns, warrants and represents good title to the equipment hereby sold unto Owner, its executors, administrators, and assigns, against all and every person and persons whosoever.

REX hereby agrees to hold Owner harmless and defend at its expense any cause of action instituted against Owner respecting ownership of said Boxcar. REX RAILWAYS, INC. certifies that the equipment referred herein is in Interchange condition.

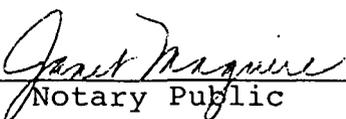
REX for itself in its name, warrants and represents to Owner that the title conveyed is good, its transfer is rightful, and the goods are, have been or shall be delivered from any security interest or encumbrance and hereby indemnifies the Owner accordingly against any attack on title relative to the aforementioned Boxcar.

IN WITNESS WHEREOF, REX has caused this instrument to be duly executed in its name on this 4th day of January, 1988.

REX RAILWAYS, INC.

  
Mark A. Salitan  
President

Sworn to before me this  
4th day of January, 1988.

  
Notary Public

JANET MAGUIRE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Oct. 23, 1991

NOKL 88151  
I verify that this is a copy  
of the original Bill of Sale.  
Geraldine De Bartolo

" OFFICIAL SEAL "  
GERALDINE DE BARTOLO  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 8/8/91

BILL OF SALE

REX RAILWAYS, INC. (REX) in consideration of the sum of Two Hundred Nine Thousand Two Hundred Fifty Dollars (\$209,250) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby deliver this Bill of Sale as evidence that on this date REX did grant, bargain, sell, transfer and set over unto INTERAIL, INC., a Kansas corporation (hereinafter called "OWNER") and OWNER'S successors and assigns, all right, title and interest of REX in and to the following described units of railroad equipment (hereinafter called "Equipment"): Nine Boxcars as identified on the Schedule attached thereto.

To have and to hold the same unto OWNER, its executors, administrators, and assigns forever: and REX covenants and agrees for itself, its executors, administrators and assigns, warrants and represents good title to the Equipment hereby sold unto OWNER, its executors, administrators, and assigns, against all and every person and persons whosoever.

REX hereby agrees to hold OWNER harmless and defend at its expense any cause of action instituted against OWNER respecting ownership of said Boxcars. REX certifies that the equipment referred herein is in Interchange condition and suitable for Class "A" commodity loads.

REX for itself in its name, warrants and represents to OWNER that the title conveyed is good, its transfer is rightful, and the goods are, have been or shall be delivered from any security interest or encumbrance and hereby indemnifies the OWNER accordingly against any attack on title relative to the aforementioned Boxcars.

IN WITNESS WHEREOF, REX has caused this instrument to be duly executed in its name on this 31st day of March, 1988.

REX RAILWAYS, INC.

By: Mark A. Salitan  
Mark A. Salitan  
President

Sworn to before me this  
31st day of March, 1988.

*I verify that this is a copy  
of the original Bill of Sale.  
Geraldine De Bartolo*

Janet Maguire  
Notary Public

JANET MAGUIRE  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Oct. 23, 1991

" OFFICIAL SEAL "  
GERALDINE DE BARTOLO  
NOTARY PUBLIC, STATE OF ILLINOIS  
MY COMMISSION EXPIRES 8/6/91

SCHEDULE I

CNW 640031  
CNW 640033  
CNW 640035  
CNW 640038  
CNW 640039  
CNW 640041  
CNW 640042  
CNW 640047  
CNW 640048