



NRUC
CORPORATION

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

1 6067
RECORDATION NO. _____ FILE NO. _____

DEC 9 1988 - 1 25 PM
INTERSTATE COMMERCE COMMISSION

November 17, 1988

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

ATTN: Ms. M. Lee
Room 2303

Date 12/19/88
Fee \$ 13.00
ICC Washington, D. C.

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.
Vice President

RLS/rfg

Flora Mickens

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1 6067
RECORDING NO. _____ PER 1988

DEC 9 1988 - 1 25 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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 14th day of November 1988.

ATTEST:

NRUC CORPORATION

Sarah Ann Proctor
Secretary

By: Robert L Shiner

Title: Vice - President

EXHIBIT A
TO
BILL OF SALE FROM NRUC CORPORATION
TO
NORTHWESTERN OKLAHOMA RAILROAD COMPANY
NOVEMBER 14, 1988

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

NEW CAR NUMBERS

NOKL 88229
NOKL 88233
NOKL 88243

PREVIOUS CAR NUMBERS

NSL 155211
NSL 155215
NSL 155257

STATE OF PA)
) SS:
COUNTY OF Phila)

On this 16th day of November, 1988, before me personally appeared Robert L. Shaver 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.

Barbara Ann Rastetter
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: NROC CORPORATION
PICKENS RAILROAD
402 CEDAR ROCK STREET
PICKENS, SC 29671

From: INTERAIL, INC.
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

() = FORMER MARK AND NUMBER

<u>DESCRIPTION</u>	<u>MARK</u>	<u>SERIAL NUMBERS</u>
50' 70 TON BOXCAR	NOKL (1CG)	88229 (501736)
PLATE "C" ALL STEEL	NOKL (1CG)	88233 (501740)
CONSTRUCTION	NOKL (WLO)	88243 (502891)

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: 11/14/88

On this 14th day of November, 1988 before me personally appeared Camel Dolan-Lawless, to me personally known, who being by me duly sworn, says that he is Exec. V.P. of INTERAIL, INC.

Geraldine De Bartolo
Notary Public

